

**CONSTITUTION
OF
ALLIED HEALTH PROFESSIONS AUSTRALIA LTD ACN 083 141 664
Amended 1 April 2012**

INTRODUCTION

1. Objects

1.1 The objects for which the Company is established are:

- (1) To provide a means by which the Member Organisations may be jointly represented;
- (2) To provide national leadership on shaping and supporting the contribution made by allied health to national health and well-being;
- (3) To provide effective representation of allied health interests in the development and implementation of government policies;
- (4) To encourage national promotion of, provision and access to allied health services;
- (5) To encourage effective communication between Commonwealth, State and Territory jurisdictions and allied health bodies in relation to government initiatives and policy development;
- (6) To encourage and promote innovation and best practice in allied health service delivery;
- (7) To promote international linkages to support best practice in allied health;
- (8) To encourage and promote the availability of quality education for allied health professionals;
- (9) To enhance cooperation between the tertiary education and service provider sectors in allied health;
- (10) To promote research opportunities for allied health professionals;
- (11) To promote and support allied health workforce development; and
- (12) To recognise, promote and advance the interests of the member organisations.

2. Replaceable Rules Excluded

2.1 The replaceable rules contained in the Law do not apply to the Company.

3. Definitions and Interpretation

3.1 Definitions

In this Constitution:

- (1) "**Associate Member**" has the meaning set out in clause 10;
- (2) "**Board**" means the Board of Directors for the time being of the Company;
- (3) "**business day**" means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Company has its registered office;
- (4) "**Company**" means Allied Health Professions Australia Ltd, ABN 60 083 141 664;
- (5) "**Director**" means a formally-appointed, current member of the Board;
- (6) "**Law**" means the *Corporations Act 2001* and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (7) "**Member**" means the Ordinary Members and the Non-voting Members;
- (8) "**Non-voting Member**" means all members other than Ordinary Members and includes Associate Members.
- (9) "**Ordinary Member**" means a Member approved by the Board and having the right to vote at meetings of Members and to appoint a Director;

- (10) **"Secretary"** means the Secretary referred to in clause 97 and any other person appointed to perform the duties of a Secretary of the Company;
- (11) **"Standing Orders"** means those orders made by the Board governing the procedure and practice of the Company and meetings of Members and which are not inconsistent with the provisions of this Constitution; and

3.2 Interpretation

- (1) Reference to:
 - (a) one gender includes the other;
 - (b) the singular includes the plural and the plural includes the singular; and
 - (c) a person includes a body corporate.
- (2) Except so far as the contrary intention appears in this Constitution:
 - (a) an expression has in this Constitution the same meaning as in the Law; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (3) "Including" and similar expressions are not words of limitation.
- (4) Headings are for convenience only and do not form part of this Constitution or affect its interpretation.

4. Powers

- 4.1 The Company has all the powers of an individual and a body corporate but does not have the power to issue shares.
- 4.2 Despite clause 4.1 the powers of the Company are ancillary to and exercisable only to pursue the objects of the Company set out in clause 1.

5. Application of Income and Property

- 5.1 The income and property of the Company, from wherever it is derived, must be applied solely towards the promotion of the objects of the Company set out in clause 1.

6. No Distribution to Members

- 6.1 No portion of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- 6.2 Clause 6.1 does not prevent:
 - (1) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
 - (2) the payment of interest at a rate not exceeding the rate of interest for 90 day bank bills issued by the Company's bank on money borrowed from any Member of the Company;
 - (3) the payment of reasonable and proper rent by the Company to a Member for premises leased by the Member to the Company; or
 - (4) the reimbursement of approved expenses incurred by any Member on behalf of the Company.

7. Limited Liability

- 7.1 The liability of the Members is limited.

8. Guarantee

- 8.1 Every Member undertakes to contribute an amount not exceeding \$100 to the property of the Company in the event of its being wound up while the Member is a Member or within 1 year after the Member ceases to be a Member, if required for payment:
 - (1) of the debts and liabilities of the Company (contracted before the Member ceases to be a Member);

- (2) of the costs, charges and expenses of winding up; and
- (3) for the adjustment of the rights of the contributories among themselves.

MEMBERSHIP

9. Definitions of Membership Category

9.1 The categories and titles of Members of the Company are as follows:

- (1) Ordinary Member;
- (2) Associate Member;

10. Qualifications of Members of the Company

10.1 An Ordinary Member is a legally-incorporated national organisation, representing health professionals with a majority of members having a recognised qualification equivalent to at least a 3 year university degree. Such an organisation must represent a single health profession which has a role in the private and public health sectors, including the public health system, involving direct client contact, or managing or educating such health professionals. Groups of medically-qualified professionals, nurses and unions are not eligible to be members.

10.2 An Associate Member, as determined by the Board, is a legally-incorporated national organisation with similar objectives or mutual interests to the Company.

11. The Rights and Privileges of Ordinary Members and Non-voting Members

11.1 The rights and privileges of Ordinary Members are as follows:

- (1) receive notices of and attend meetings and to vote either personally or by proxy or as a proxy for another Ordinary Member at meetings of the Company or in any referendum that may be held from time to time;
- (2) may appoint a person as a Director of the Company but are not obliged to so

11.2 Non-voting Members may appoint a nominee to receive notices and attend the Annual General Meeting of the Company but are not eligible to vote.

11.3 Associate Members may attend Board meetings by invitation only.

12. Form of Application

12.1 An application for membership must be:

- (1) in writing in a form approved by the Board;
- (2) signed by an authorised signatory of the applicant; and
- (3) accompanied by any other documents or evidence as to qualification for the type of membership applied for which the Board requires.

12.2 An application form must be accompanied by:

an application fee, if any, determined in accordance with clause 15.1.

13. Admission to Membership

13.1 The Board must consider an application for membership as soon as practicable after its receipt and determine, in its discretion, the admission or rejection of the applicant. On acceptance of an application the applicant becomes a Member of the Company.

13.2 The Board need give no reason for the rejection of an application.

13.3 The Secretary must notify the applicant in writing if an application for membership is accepted or rejected.

13.4 If an application for membership is rejected the annual membership fee must be refunded to the applicant.

13.5 If an applicant is accepted for membership:

- (1) the Company must notify the applicant of admission; and
- (2) the name and details of the Member must be entered in the register of Members.
- (3) an applicant accepted for membership as an Ordinary Member will nominate a representative who shall be appointed as a Director of the Company.

14. Register of Members

- 14.1 A register of Members of the Company must be kept in accordance with the Law.
- 14.2 The following must be entered in the register of Members in respect of each Member:
- (1) the full name of the Member;
 - (2) the address and other relevant contact information;
 - (3) the category of membership;
 - (4) the date of admission to and cessation of membership;
 - (5) the date of last payment of the Member's annual membership fee; and
 - (6) such other information as the Board requires.
- 14.3 Each Member must notify the Company in writing of any change in contact details within 1 month after the change.

APPLICATION FEE AND ANNUAL MEMBERSHIP FEE

15. Application Fee

- 15.1 The application fee payable by each applicant for membership is the sum the Board determines for each category of membership.

16. Annual Membership Fee

- 16.1 The annual membership fee payable by a Member of the Company is the sum the Board determines from time to time.
- 16.2 All annual membership fees are due and payable within two months of issue of membership subscriptions.
- 16.3 The Board may in its discretion reduce or remit annual membership fees, or arrears of annual membership fees, of any member.

17. Unpaid Annual Membership Fees

- 17.1 If the annual membership fee remains unpaid by a Member for 3 months after it becomes payable the Member ceases to be entitled to any of the rights or privileges of membership and its name may be removed from the Register of Members, provided these may be reinstated on payment of all arrears if the Board sees fit.

CESSATION OF MEMBERSHIP

18. Resignation

- 18.1 A Member may resign from membership of the Company by giving written notice to the Secretary.
- 18.2 The resignation of a Member takes effect on the date of the notice of resignation.
- 18.3 On resignation of a Member, the Company will not refund any pre-paid membership fees.

19. Cessation of Membership

- 19.1 A Member ceases to be a Member:
- (1) if the Member resigns under clause 18; or
 - (2) if the Member is expelled under clause 20.

20. Disciplining Members

- 20.1 Any Member may be reprimanded, suspended or expelled from the Company if, in the opinion of the Board, such Member has acted in breach of the Constitution or the Standing Orders, or any of the Company's policies and procedures as endorsed by the Board from time to time, has been admitted to membership as a result of that Member making a materially false representation, or has engaged in conduct which, in the opinion of the Board, may bring the Company into disrepute, or may adversely affect the Company's activities or compromise the achievement of any of its objects referred to in clause 1.

21. Effect of Cessation of Membership

- 21.1 If any Member ceases to be a Member under this Constitution, the Member remains liable to pay to the Company any money which, at the time of the Member ceasing to be a Member, the Member owes to the Company on any account and for any sum not exceeding \$100 for which the Member is liable under clause 8 of this Constitution.

MEETINGS OF MEMBERS

22. Calling of General Meeting

- 22.1 A majority of Members of the Board may call a general meeting whenever they see fit.
22.2 Except as permitted by the Law, a general meeting, to be called the "**annual general meeting**", must be held at least once in every calendar year.
22.3 Except as provided in the Law, no Member may call a general meeting.
22.4 Any Director may call a general meeting in accord with the Law.

23. Amount of Notice of Meeting

- 23.1 Subject to the provisions of the Law as to short notice, at least 21 days' notice of a general meeting must be given in writing to those Members who are entitled to receive notices from the Company.

24. Members Entitled to Notice of General Meeting

- 24.1 Written notice of a meeting of the Members must be given individually to:
(1) each Member; and
(2) the Company's auditor.
24.2 No other person is entitled to receive notice of general meetings.

25.1 How Notice is Given

- 25.1 The Company may give the notice of meeting to a Member:
(1) personally; or
(2) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or
(3) by sending it to the facsimile number for the Member; or
(4) by sending it to the electronic address of the Member.

26. When Notice is Given

- 26.1 A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by facsimile or other electronic means is taken to be given on the business day after it is sent.

27.1 Contents of Notice

- 27.1 A notice of a general meeting must:
(1) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
(2) state the general nature of the meeting's business;
(3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
(4) contain a statement setting out that the Member has a right to appoint a proxy.

28. Notice of Adjourned Meeting

- 28.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

29. Accidental Omission to Give Notice

29.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any Member entitled to receive notice of a general meeting under this Constitution does not invalidate the proceedings of or any resolution passed at the meeting.

30. Postponement of General Meeting

30.1 The Board may postpone the holding of any general meeting whenever it sees fit (other than a meeting requisitioned by Members as provided by the Law) for not more than 42 days after the date for which it was originally called.

30.2 Whenever any meeting is postponed (as distinct from being adjourned under clause 28) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

31. Technology

31.1 The Company may hold a meeting of its Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

32. Quorum

32.1 The quorum for a meeting of the Members is 50 per cent of Ordinary Members (up to the next whole number) entitled to vote and the quorum must be present at all times during the meeting.

32.2 If an individual is attending both as a representative of a Member and as a proxy for one or other Members, the individual is counted only once for the purpose of forming a quorum.

32.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:

- (1) where the meeting was called by the Members or upon the requisition of Members, the meeting is dissolved; or
- (2) in any other case, the meeting is adjourned to the date, time and place the Board specifies. If the Board does not specify 1 or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified - the same day in the next week;
 - (b) if the time is not specified - the same time; and
 - (c) if the place is not specified - the same place.

32.4 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the Members present may only deal with the following matters:

- (a) the appointment or approval of Directors;
- (b) the approval of any financial or other material necessary for the conduct of the Company or the compliance with any regulatory requirement or the Law.

33. Chair at General Meetings

33.1 The Chair, if present, presides as Chair at every general meeting.

33.2 Where a general meeting is held and:

- (1) there is no Chair; or
- (2) the Chair is not present within 20 minutes after the time appointed for the holding of the meeting or is unwilling to act

the Vice-Chair if present presides as Chair of the meeting or, if the Vice-Chair is not present or is unwilling to act, the Members present may appoint any 1 of their number to be Chair of the meeting.

33.3 The Chair must adjourn a meeting of Members if the Members present with a majority of votes at the meeting agree or direct that the Chair must do so.

34. Business at Adjourned Meetings

34.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

PROXIES

35. Who Can Appoint a Proxy

35.1 An Ordinary Member who is entitled to attend and cast a vote at a meeting of the Members may appoint another Ordinary Member as the Member's proxy to attend and vote for the Member at the meeting.

36. Rights of Proxies

36.1 A proxy appointed to attend and vote for a Member has the same rights as the Member:

- (1) to speak at the meeting;
- (2) to vote (but only to the extent allowed by the appointment); and
- (3) to join in a demand for a poll.

36.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

36.3 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

37. When Proxy Form Must Be Sent to All Members

37.1 If the Company sends a Member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

- (1) if the Member requested the form or list - the Company must send the form or list to all Members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
- (2) otherwise - the Company must send the form or list to all its Members entitled to appoint a proxy to attend and vote at the meeting.

38. Appointing a Proxy

38.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:

- (1) the Member's name and address;
- (2) the Company's name;
- (3) the proxy's name or the name of the office held by the proxy; and
- (4) the meetings at which the appointment may be used.

38.2 An appointment may be a standing one.

38.3 An undated appointment is taken to have been dated on the day it is given to the Company.

38.4 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

- (1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (2) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (3) if the proxy is the Chair- the proxy must vote on a poll, and must vote that way;
- (4) if the proxy is not the Chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

38.5 An appointment does not have to be witnessed.

38.6 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

39. Form of Proxy Sent Out by Company

39.1 A form of proxy sent out by the Company may be in a form determined by the Board but must:

- (1) enable the Member to specify the manner in which the proxy must vote in respect of a particular transaction; and
- (2) leave a blank for the Member to fill in the name of the person primarily appointed as proxy.

- 39.2 The form may provide that if the Member leaves it blank as to the person primarily appointed as proxy or if the person named as proxy fails to attend, the Chair of the meeting is appointed proxy.
- 39.3 Despite clause 39.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

ALLIED HEALTH PROFESSIONS AUSTRALIA LIMITED
ABN 60 083 141 664

..... of, being a Member of the above-named company, appoint of or, in his or her absence, of as my proxy to vote for me on my behalf at the *annual general/*general meeting of the company to be held on and at any adjournment of that meeting.

This form is to be used *in favour of/*against the resolution.

Signed Date _____

40. Receipt of Proxy Documents

- 40.1 For an appointment of a proxy for a meeting of the Members to be effective, the proxy's form of appointment must be received by the Company at least 48 hours before the meeting.
- 40.2 If a meeting of the Members has been adjourned, an appointment and any authority received by the Company at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
- 40.3 The Company receives an appointment when it is received at any of the following:
- (1) the Company's registered office;
 - (2) a facsimile number at the Company's registered office; or
 - (3) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting.
- 40.4 An appointment of a proxy is ineffective if:
- (1) the Company receives the appointment at either or both a facsimile number or electronic address in accordance with clause 40.3; but
 - (2) a requirement (if any) in the notice of meeting that:
 - (a) the facsimile transmission be verified in a way specified in the notice; or
 - (b) the proxy produce the appointment at the meeting
- is not complied with.

41. Validity of Proxy Vote

- 41.1 Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes, the Member revokes the proxy's appointment.

VOTING AT MEETINGS OF MEMBERS

4.2. How Vote May Be Exercised

- 42.1 Subject to clauses 45 and 46 at any general meeting of Members, each Ordinary Member present has 1 vote on a show of hands and on a poll.
- 42.2 The vote may be exercised in person or by proxy.

43. Voting Disqualification

- 43.1 An Ordinary Member is not entitled to vote at a general meeting if the annual membership fee of the Member is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

44. Objections to Right to Vote

- 44.1 A challenge to a right to vote at a meeting of Members:
- (1) may only be made at the meeting; and
 - (2) must be determined by the Chair, whose decision is final.
- 44.2 A vote not disallowed following the challenge is valid for all purposes.

45. How Voting is Carried Out

- 45.1 A resolution put to the vote at a meeting of the Members must be decided on a show of hands unless a poll is demanded.
- 45.2 On a show of hands, a declaration by the Chair is conclusive evidence of the result. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

46. Matters on Which a Poll May Be Demanded

- 46.1 A poll may be demanded on any resolution.
- 46.2 A demand for a poll may be withdrawn.

47. When a Poll is Effectively Demanded

- 47.1 At a meeting of the Members, a poll may be demanded by:
- (1) at least 3 Members entitled to vote on the resolution; or
 - (2) the Chair.
- 47.2 The poll may be demanded:
- (1) before a vote is taken;
 - (2) before the voting results on a show of hands are declared; or
 - (3) immediately after the voting results on a show of hands are declared.

48. When and How Polls Must Be Taken

- 48.1 A poll demanded on a matter other than the election of a Chair or the question of an adjournment must be taken when and in the manner the Chair directs.
- 48.2 A poll on the election of a Chair or on the question of an adjournment must be taken immediately.
- 48.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 48.4 The result of the poll becomes the resolution of the meeting at which the poll was demanded.

49. Chair's Casting Vote

- 49.1 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a Member or proxy.
- 49.2 The Chair has a discretion both as to use of the casting vote and as to the way in which it is used.

ANNUAL GENERAL MEETING

50. Business of an Annual General Meeting

- 50.1 The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:
- (1) the consideration of the annual financial report, Directors' report and auditor's report;
 - (2) the appointment of the auditor;
 - (3) the fixing of the auditor's remuneration;
 - (4) the fixing of the annual membership fee; and
 - (5) confirmation of nominated Directors of the Board.
- 50.2 All other business transacted at an annual general meeting and all other business transacted at any other general meeting is special business.

- 50.3 The business of the annual general meeting also includes any other business which under this Constitution or the Law ought to be transacted at an annual general meeting.
- 50.4 The Chair of the annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.
- 50.5 If the Company's auditor or the auditor's representative is at the meeting, the Chair of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

51. Resolutions Proposed by Members

- 51.1 No Member may at any meeting of Members move any resolution relating to special business unless:
- (1) the Member is an Ordinary Member; and
 - (2) the Ordinary Member has given not less than 14 business days' prior notice in writing of the Ordinary Member's intention to move an ordinary resolution or a special resolution at the meeting by leaving the notice and a signed copy of the resolution at the registered office of the Company;
- or
- (3) the resolution has previously been approved by the Board.
- 51.2 Upon receiving the notice the Secretary must:
- (1) subject to the notice period referred to in 51.1(2) and even if the notice convening the meeting has already been dispatched, immediately notify the Ordinary Members of the proposed resolution; or
 - (2) otherwise include notice of the proposed resolution in the notice convening the meeting.

APPOINTMENT OF DIRECTORS

52. Office Bearers

- 52.1 The office bearers of the Company are:
- (1) the Chair;
 - (2) the Vice-Chair; and
 - (3) the Chair of the Board's finance committee who shall be a Director.

53. Directors Membership

- 53.1 A Director and any alternate Director must be a natural person and a current individual member of an Ordinary Member or currently employed as the Chief Executive Officer (or of equivalent office) of an Ordinary Member at all times whilst he, she or they hold office as a Director of the Company. Neither a Director nor any alternate Director must be a Member of the Company but a Director (and an alternate Director when acting as a Director) is entitled to notice of and to attend and speak at every general meeting.

54. Appointment of Board Members

- 54.1 At each Annual General Meeting of the Company each Ordinary Member shall confirm its existing respective appointee as Director or notify the Company Secretary of any replacement appointee. Each such person appointed as a Director will comprise the Board.
- 54.2 The number of Directors appointed must be equal to at least half the number of Ordinary Members plus one.
- 54.3 The election of the Company's office bearers from those Directors appointed pursuant to clause 54.1 shall be undertaken by the Board at the Annual General Meeting in such manner as the Board may determine. In the case where there is equality of votes for nominees to an office bearer position a ballot must be taken. The Director with the greatest number of votes is declared to be elected to that position, but in the event of a further equality of votes, the contested position will be determined by lot.

55. Director Qualifications

- 55.1 No person may be a Director unless that person is formally nominated by an Ordinary Member or such other Member as this Constitution permits, and the signed consent of that Director is provided to the Secretary.

APPOINTMENT OF BOARD BETWEEN AGMS

56. Casual Vacancies

- 56.1 The Board from time to time may:
- (1) fill a casual vacancy for Chair by inviting a Director to fill the vacant office;
 - (2) fill any casual vacancy arising for office bearers by appointing a Director to fill the vacant office;
 - (3) fill any casual vacancy arising in the Board by inviting the Member whose Director has retired to nominate a replacement Director.

57. Insufficient Directors

- 57.1 In the event of a vacancy or vacancies in the office of a Director, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or convening a general meeting of the Company.

POWERS OF THE BOARD

58. Validation of Acts of Directors and Secretary

- 58.1 The acts of a Director or Secretary of the Company are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.
- 58.2 Where a person whose office as Director is vacated under a provision of the Law purports to do an act as a Director, that act is as valid, in relation to a person dealing with the Company in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

59. General Business Management

- 59.1 The business of the Company is to be managed by or under the direction of the Board.
- 59.2 The Board may exercise all the powers of the Company except any powers that the Law or this Constitution requires the Company to exercise in general meeting.
- 59.3 No rule made or resolution passed by the Company in general meeting can invalidate any prior act of the Board which would have been valid if that rule or resolution had not been made or passed.

60. Borrowing Powers

- 60.1 Without limiting the generality of clause 63, but subject to clause 6, the Board may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

61. Negotiable Instruments

- 61.1 Any 2 Directors or 1 Director and the Company Secretary may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- 61.2 The Board may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

EXECUTIVE OFFICER

62. Power to Appoint

- 62.1 The Board may appoint any person to the position of executive officer for the period and on the terms (including as to remuneration) that the Board sees fit. The Executive Officer will act as Company Secretary unless the Board otherwise determines under clause 97.
- 62.2 The Executive Officer may attend and speak at meetings of the Board except where the Board otherwise requests.

63. Powers

- 63.1 The Board may, upon terms and conditions and with any restrictions they see fit, confer on an executive officer any of the powers that the Board can exercise.
- 63.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Board.

64. Withdrawal of Appointment or Powers

- 64.1 The Board may revoke or vary:
- (1) an appointment; or
 - (2) any of the powers conferred on an executive officer.

65. Temporary Appointments

- 65.1 If an executive officer becomes incapable of acting in that capacity the Board may appoint any other person to act temporarily as Executive Officer.

COMMITTEES OF BOARD

66. Committees of the Board

- 66.1 The Board may delegate any of its powers to a committee of the Board.
- 66.2 A committee must exercise the powers delegated to it in accordance with any directions of the Board. The effect of the committee exercising a power in this way is the same as if the Board exercised it.
- 66.3 The meetings and proceedings of any committee consisting of 2 or more Directors are governed by the provisions in this Constitution regulating the meetings and proceedings of the Board.

REMOVAL AND RESIGNATION OF DIRECTORS

67. Removal of Directors

- 67.1 Subject to the Law the Company may by resolution remove a Director from office.

68. Resignation of Directors

- 68.1 A Director will resign as a Director by the Member having nominated that Director giving a written notice of resignation to the Company at its registered office.

69. Vacation of Office of Director

- 69.1 In addition to any other circumstances in which the office of a Director becomes vacant under the Law, the office of a Director becomes vacant if the Director:
- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
 - (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (3) is absent from 3 consecutive meetings of the Board without special leave of absence from the Board and the Board declare his or her seat to be vacant;
 - (4) ceases to be qualified as a Director under clause 53 and 55;
 - (5) becomes prohibited from being a Director under or by reason of any order made under the Law;

- (6) is removed by resolution in accordance with clause 67; or
 - (7) resigns from office in accordance with clause 68.
- 69.2 In the event of the office of a Director becoming vacant by reason of death or the circumstances set out in clause 69.1 the Member for whom that Director had been nominated shall be entitled to make a nomination of a replacement Director.

DIRECTORS' INTERESTS

70. Prohibition on Being Present or Voting

- 70.1 Except where permitted by the Law a Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 70.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Board is not prohibited by the Law from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.

71. Directors to Disclose Interests

- 71.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Board or by written notice to the Secretary.
- 71.2 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Board or by written notice to the Secretary the fact and the nature, character and extent of the conflict.
- 71.3 For the purposes of clauses 71.1 and 71.2, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:
- (1) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a member or officer) in respect of a loan to the Company; or
 - (2) the position of the Director as a Director of a related body corporate.

72. Effect of Interest in Contract

- 72.1 If a Director has an interest in a contract or proposed contract with the Company (other than as a Member), or a conflicting interest or duty in relation to any other matter being considered by the Board, and the Director discloses the nature and extent of the interest or duty at a meeting of the Board or by written notice to the Secretary of the Company:
- (1) the contract may be entered into; and
 - (2) if the disclosure is made before the contract is entered into:
 - (a) the Director may retain benefits under the contract even though the Director has an interest in the contract;
 - (b) the Company cannot avoid the contract merely because of the existence of the interest; and
 - (c) the Director is not disqualified from the office of Director.
- 72.2 For the purposes of clause 72.1 "**contract**" includes an arrangement, dealing or other transaction.

73. Other Interests

- 73.1 Without limiting clause 71 or clause 72 a Director may to the extent permitted by the Law:
- (1) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of Director;

- (2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

REMUNERATION OF DIRECTORS

74. Directors' Expenses

74.1 The Company may approve Directors' travelling and other expenses that they properly incur in connection with representing the Company externally.

75. Financial Benefit

75.1 To the extent, if any, required by the Law, a Director must ensure that the requirements of the Law are complied with in relation to any financial benefit given by the Company to the Director.

INDEMNITY AND INSURANCE

76. Indemnity

76.1 To the extent permitted by the Law, the Company indemnifies:

- (1) every person who is or has been an officer of the Company; and
- (2) where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;

against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be):

- (3) to any other person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
- (4) for costs and expenses:
 - (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
 - (b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

77. Insurance

77.1 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against:

- (1) any liability other than a liability incurred by the person as an officer of the Company or a related body corporate arising out of conduct involving:
 - (a) a wilful breach of duty in relation to the Company; or
 - (b) without limiting clause 77.1(1)(a), a contravention of sections 180 to 184 inclusive of the Law; and
- (2) any costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome.

78. Director Voting on Contract of Insurance

78.1 Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

79. Meaning of "Officer"

79.1 For the purposes of clauses 76, 77 and 78, "officer" means a Director, Secretary or executive officer.

INSPECTION OF RECORDS

80. Rights of Inspection

- 80.1 The Board, or the Company by a resolution passed at a general meeting, may authorise a representative of an Ordinary Member to inspect books of the Company.
- 80.2 A representative of a Member other than a Director does not have the right to inspect any document of the Company, other than the minute books for the meetings except as provided by law or authorised by the Board.

81. Confidential Information

- 81.1 Except as provided by the Law, no representative of a Member (not being a Director) is entitled to require or receive any information concerning the business of the Company or any trade secret, secret process or other confidential information of or used by the Company.

BOARD MEETINGS

82. Circulating Resolutions

- 82.1 The Board may pass a resolution without a Board meeting being held provided every Director (except a Director absent from Australia who has not left a facsimile number or email address at which he or she may be given notice) is given notice of the proposed resolution. Directors will be requested to sign a document containing a statement that he or she is in favour or not of the resolution set out in the document. The resolution is passed if a majority of Directors vote in favour of the resolution and that majority of Directors would constitute a quorum of Directors pursuant to clause 88 had the meeting of the Board been convened.
- 82.2 Separate copies of a document may be used for signing by the Board if the wording of the resolution and statement is identical in each copy.
- 82.3 The resolution is passed when the last Director making up a majority signs and that majority constitutes a quorum.
- 82.4 A facsimile or email addressed to or received by the Company and purporting to be signed or sent by a Director for the purpose of this clause 82 must be treated as a document in writing signed by that Director.

83. Meetings of the Board

- 83.1 The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it sees fit.
- 83.2 The minutes of any meeting of the Board must state the method of meeting and the persons present.

84. Calling Board Meetings

- 84.1 A Director may at any time, and the Secretary must on the requisition of a Director, call a meeting of the Board.

85. Notice of Meeting

- 85.1 Reasonable notice of every Board meeting must be given to each Director except that it is not necessary to give notice of a meeting of the Board to any Director who:
- (1) has been given special leave of absence; or
 - (2) is absent from Australia and has not left a facsimile number or email address at which he or she may be given notice.
- 85.2 Any notice of a meeting of the Board must be given in writing, and whether by facsimile, electronic mail or any other means of written communication.

86. Technology Meeting of the Board

- 86.1 A Board meeting may be held using any technology consented to by all the Board. The consent may be a standing one. A Director may only withdraw the consent within a reasonable period before the meeting.

- 86.2 If a Board meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 86.3 The following provisions apply to a technology meeting:
- (1) each of the Directors taking part in the meeting must be able to have clear and effective real time communication with each of the other Directors taking part in the meeting; and
 - (2) at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting.
- 86.4 If the Secretary is not present at a technology meeting the Board must ensure that proper minutes are taken.
- 86.5 A Director may not leave a technology meeting by disconnecting his or her link to the meeting unless that Director has previously notified the Chair of the meeting.
- 86.6 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the Chair to leave the meeting.

87. Chairing Board Meetings

- 87.1 The Chair is the chair of all meetings of the Board.
- (1) No Chair is elected; or
 - (2) Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chair is the Chair of the meeting, but if:
 - (3) The Vice-Chair has not been elected; or
 - (4) The Vice-Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act
 - (5) the Directors present must elect a Director present to chair the meeting.

88. Quorum

- 88.1 The quorum for a Board meeting is 50 per cent of all Directors (up to the next whole number) entitled to vote. The quorum must be present at all times during the meeting.

89. Passing of Board Resolutions

- 89.1 A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- 89.2 The Chair has a casting vote if necessary in addition to any vote he or she has as a Director. The Chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

MINUTES

90. Minutes to be Kept

- 90.1 The Board must keep minute books in which it records within 1 month:
- (1) proceedings and resolutions of meetings of the Members;
 - (2) proceedings and resolutions of Board meetings (including meetings of a committee of the Board); and
 - (3) resolutions passed by the Board without a meeting.
- 90.2 The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:
- (1) the Chair of the meeting; or
 - (2) the Chair of the next meeting.
- 90.3 The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- 90.4 Without limiting clause 90.1 the Board must record in the minute books:
- (1) all appointments of officers and executive employees;
 - (2) the names of the Directors present at all meetings of the Board and the Company;
- and

- (3) the method by which a meeting of the Board was held.

ACCOUNTS, AUDIT AND RECORDS

91. Accounts

- 91.1 The Board must cause proper accounting and other records to be kept in accordance with the Law.
- 91.2 The Board must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Law.

92. Audit

- 92.1 A registered company auditor must be appointed.
- 92.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

EXECUTION OF DOCUMENTS

93. Common Seal

- 93.1 The Company may, but need not, have a common seal.

94. Use of Common Seal

- 94.1 If the Company has a common seal the Board must provide for its safe custody.
- 94.2 The common seal may not be fixed to any document except by the authority of a resolution of the Board or of a committee of the Board duly authorised by the Board.
- 94.3 The Company executes a document with its common seal if the fixing of the seal is witnessed by:
- (1) 2 Directors;
 - (2) a Director and a Secretary of the Company; or
 - (3) a Director and another person appointed by the Board for the purpose.

95. Execution of Document as a Deed

- 95.1 The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with clause 94.

96. Execution - General

- 96.1 The same person may not sign in the dual capacities of Director and Secretary.
- 96.2 A Director may sign any document as Director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this Constitution as to execution despite his or her interest.
- 96.3 Clause 94 does not limit the ways in which the Board may authorise documents (including deeds) to be executed on behalf of the Company.

97. Company Secretary

- 97.1 The Company Secretary shall be appointed by the Board in accordance with clause 62.1.
- 97.2 Where the Executive Officer has been appointed as Company Secretary under clause 62.1, the Board may, however, remove the Executive Officer as Company Secretary and appoint another person in his or her stead to be the Company Secretary.
- 97.3 The role of the Company Secretary shall be to ensure that the Company complies with the Law and its other statutory and regulatory obligations.

INADVERTENT OMISSIONS

98. Formalities Omitted

- 98.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly prejudiced any Member financially. The decision of the Board is final and binding on all Members.

WINDING UP

99. Winding Up

- 99.1 If upon the winding up or dissolution of the Company any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members but must be given or transferred to some other institution or institutions determined by the Members at or before the time of dissolution.
- 99.2 If the Members do not make the necessary determination under clause 99.1, the Company may apply to the Supreme Court to determine the institution or institutions.
- 99.3 No institution is eligible to receive property under this clause 99 unless:
- (1) it has objects similar to the objects of the Company; and
 - (2) its Constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under clauses 5 and 6 and this clause 99.

CHANGES TO THE CONSTITUTION

100. Changes to Constitution

- 100.1 The provisions of this Constitution may be altered extended or modified upon no less than three quarters of Members present and entitled to vote at a general meeting, voting in favour of such a resolution, subject to the approval of the Australian Securities and Investments Commissions.