

Constitution

Dial Before You Dig WA Limited

Dated December 2016

Table of contents

1.	Preliminary	1
1.1	Definitions	1
1.2	Interpretation.....	2
1.3	Headings	3
1.4	Application of the Corporations Act and the ACNC Act	3
2.	Objects and powers.....	4
2.1	Objects	4
2.2	Exercise of powers.....	4
2.3	Not-for-profit.....	4
2.4	Contribution by Foundation Members	5
3.	Membership.....	5
3.1	Membership	5
3.2	Eligibility and rights of Foundation Members	5
3.3	Eligibility and rights of Ordinary Members	5
3.4	Eligibility and rights of Associate Members	6
3.5	Admission of Members.....	6
3.6	Subscription of Members	6
3.7	Members' Register	7
3.8	Agreement of Members.....	7
3.9	Certificates of Membership	7
3.10	Power to suspend Members	7
3.11	Cessation of Membership	7
3.12	Expulsion of Members	8
3.13	Dishonest and disreputable conduct	9
3.14	Membership not transferable	9
3.15	Equitable and other claims.....	9
3.16	Representatives	9
4.	General meetings	9
4.1	General meeting	9
4.2	Annual General Meeting	10
4.3	Notice of general meetings	10
4.4	Non-receipt of notice of general meeting.....	10
4.5	Postponement or cancellation of meeting	10
5.	Proceedings at general meetings	11
5.1	Quorum at general meetings.....	11
5.2	Proxies, attorneys and Representatives.....	12
5.3	Chairperson of general meeting	13

5.4	Adjournment of general meetings	14
5.5	Voting on a resolution	14
5.6	Polls.....	15
5.7	Resolutions in writing	15
5.8	Auditor's right to be heard	15
5.9	Use of technology at general meetings	15
5.10	Minutes of general meetings	16
6.	Directors.....	16
6.1	Number and composition of Directors	16
6.2	Qualifications of Directors	16
6.3	Rotation and Term of Directors	17
6.4	Appointment of Foundation Directors	17
6.5	Appointment of additional Directors	17
6.6	Vacation of office of Director	18
6.7	Casual Vacancies	18
6.8	Remuneration of Directors	18
6.9	Disclosure of conflicts of interest and other interests.....	18
6.10	Director's access to documents	20
7.	Powers and duties of the Board.....	20
7.1	Board to manage Company	20
7.2	Execution of Company cheques.....	21
8.	Proceedings of the Board	21
8.1	Directors' meetings	21
8.2	Notice of Board meetings.....	21
8.3	Quorum.....	22
8.4	Meeting Proceedings	22
8.5	Questions decided by majority	23
8.6	Written resolution by Directors	23
8.7	Validity of acts of Directors.....	23
8.8	Alternate Directors	23
8.9	Chairperson of Directors	24
8.10	Committees.....	24
8.11	Minutes and records	25
9.	Secretary.....	25
9.1	Appointment of Secretary.....	25
10.	Seals	25
10.1	Common seal.....	25
11.	Inspection of records	26

11.1	Inspection by Members	26
12.	Service of Documents	26
12.1	Method of service.....	26
12.2	Documents sent by post.....	26
12.3	Documents sent by facsimile or electronic transmission.....	26
13.	Audit and accounts	27
13.1	Company to keep accounts.....	27
13.2	Company to audit accounts.....	27
14.	Indemnity and Insurance	27
14.1	Indemnity of officers	27
14.2	Insurance	28
15.	The Constitution	28
15.1	Amending the Constitution	28
16.	Dissolution.....	28
16.1	Dissolution	28

1. Preliminary

1.1 Definitions

The following words have these meanings in this Constitution unless the contrary intention appears.

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Alternate Director means a person appointed as an alternate director under rule 8.8.

Annual General Meeting means the annual general meeting held under rule 4.2.

Associate Member means a person admitted to Membership as an Associate Member of the Company under rule 3.5(d) and the term **Associate Membership** has a corresponding meaning.

Association of Australian Dial Before You Dig Services Limited means the Association of Australian Dial Before You Dig Services Limited ACN 089 413 650.

ATCO Gas Australia means ATCO Gas Australia Pty Ltd ACN 089 531 975.

Board means the board of directors of the Company.

Chairperson means the Chairperson of the Board appointed under rule 8.9.

Company means Dial Before You Dig WA Limited (ACN 095 617 066).

Constitution means this Constitution as amended or substituted from time to time and a reference to a particular rule has a corresponding meaning.

Corporations Act means the *Corporations Act 2001* (Cth).

Dial Before You Dig Services means the One Call or Dial Before You Dig referral service whereby Foundation and Ordinary Members are referred to those undertaking work, at the request of those undertaking work, for the purpose of providing advice to them as to the location of pipes, cables and other infrastructure.

Director means a person elected as a director of the Company and where appropriate, includes an Alternate Director.

Foundation Director means a person nominated as a director of the Company by a Foundation Member under rule 6.4 and elected by the Members entitled to vote at an Annual General Meeting.

Foundation Member means a person admitted to Membership as a Foundation Member of the Company under rule 3.5(d) and the term **Foundation Membership** has a corresponding meaning.

GST has the meaning given in the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

Member means any person who is a Foundation Member, Ordinary Member or Associate Member of the Company and the term **Membership** has a corresponding meaning.

Members' Register means the list of Members of the Company maintained under rule 3.7.

Ordinary Member means a person admitted to Membership as an Ordinary Member of the Company under rule 3.5(d) and the term **Ordinary Membership** has a corresponding meaning.

Ordinary Resolution means a resolution passed by greater than 50% of all persons present and entitled to vote, voting in favour of a resolution.

Registered Office means the registered office of the Company.

Representative means an individual person appointed to represent a Member under rule 3.16.

Secretary means a person appointed under rule 9.1 as secretary of the Company.

Small Registered Charity means an entity registered by the ACNC as a small registered charity in accordance with the ACNC Act.

Special Resolution means a resolution passed by at least 75% of all persons present and entitled to vote, voting in favour of the resolution.

Telstra means Telstra Corporation Ltd ACN 051 775 556.

Water Corporation means the body corporate established by section 4 of the *Water Corporation Act 1995* (WA).

Western Power means Western Power Corporation, the body corporate established by section 4 of the *Electricity Corporation Act 1994* (WA).

1.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) a reference to a person includes a company, partnership, trust, joint venture, unincorporated body, association, sole trader, organisation, authority and entity;
- (c) a reference to a Member present at a general meeting is a reference to a Member present in person or by proxy, attorney or representative;
- (d) the singular includes the plural and vice versa;

- (e) a reference to any legislation or provision, division or subdivision of any legislation includes any amendment to that legislation, provision, division or subdivision, any consolidation or replacement of that legislation, provision, division or subdivision and any subordinate legislation made under that legislation, provision, division or subdivision;
- (f) include and including are not words of limitation;
- (g) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning; and
- (h) a power, an authority or a discretion of a Director, the Board, the Company in general meeting or a Member, may be exercised at any time and from time to time.

1.3 Headings

Headings are used for convenience and do not to affect the interpretation of this Constitution.

1.4 Application of the Corporations Act and the ACNC Act

- (a) Subject to rule, a word or expression used in a rule that deals with a matter deal with by a provision of the Corporations Act or the ACNC Act has the same meaning as in that provision.
- (b) Subject to the law, the provisions of this Constitution displace each section or subsection of the Corporations Act and the ACNC Act that applies (or would apply but for this rule) to the Company.
- (c) The replaceable rules do not apply to the Company except those which operate as mandatory rules for public companies limited by guarantee under the Corporations Act and those which are expressly included in this Constitution.

2. Objects and powers

2.1 Objects

The objects of the Company are:

- (a) to simplify the procedure whereby persons undertaking work near Foundation and Ordinary Member's infrastructure may contact Foundation and Ordinary Members to determine the location of pipes, cables and similar infrastructure;
- (b) to increase community awareness in all parts of the State of Western Australia of the existence and purpose of the Dial Before You Dig Services;
- (c) to achieve a nationally consistent approach to the promotion, marketing and advertising of the Dial Before You Dig Services, with a view to promoting a single widely recognised message to the Western Australian community;
- (d) to obtain membership and be a diligent and active member of the Association of Australian Dial Before You Dig Services Limited; and
- (e) to do all such lawful acts, matters and things as are incidental or conducive to the above objects.

2.2 Exercise of powers

For the sole purpose of promoting, advancing and carrying out the Company objects, the Company has the power and capacity to do all such acts, deeds and things as a company limited by guarantee has capacity and power to do under the Corporations Act and the ACNC Act, including but without limiting the generality of the foregoing, the following:

- (a) To accept or refuse any gift, endowment or bequest made to or acquired by the Company generally for the Company objects or for the purpose of any specific Company object and to undertake, execute and carry out any charitable or other trust which may be considered expedient or desirable in the interests of the Company.
- (b) To subscribe to, become a member of, and co-operate with, any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company objects.
- (c) To do all such other things as are incidental or conducive to the attainment of the Company Objects and the exercise of the powers of the Company.

2.3 Not-for-profit

The assets and income of the Company must be applied solely in furtherance of the above-mentioned objects and no portion must be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

2.4 Contribution by Foundation Members

- (a) Each Foundation Member undertakes to contribute to the Company's property if the Company is dissolved while that person is a Foundation Member or within one year after that person ceases to be a Foundation Member, for payment of the Company's debts and liabilities contracted before that person ceases to be a Foundation Member and of the costs, charges and expenses of the dissolution, such amount as may be required not exceeding \$100.
- (b) The contribution payable under rule 2.4(a) is in addition to any entrance fees, annual subscription fees or other fees which may be payable by the Foundation Members under rule 3.8(b).

3. Membership

3.1 Membership

Membership of the Company will consist of:

- (a) Foundation Membership;
- (b) Ordinary Membership; and
- (c) Associate Membership.

3.2 Eligibility and rights of Foundation Members

- (a) The Foundation Members are:
 - (i) Water Corporation;
 - (ii) Western Power;
 - (iii) ATCO Gas Australia; and
 - (iv) Telstra.
- (b) Foundation Members are entitled to receive notices of, attend and vote at General Meetings.

3.3 Eligibility and rights of Ordinary Members

- (a) Any person who is not a Foundation Member and satisfies the qualifications determined by the Board from time to time, may apply for admission as an Ordinary Member.
- (b) The Board may impose such other qualifications to admission as an Ordinary Member as it thinks fit from time to time.
- (c) Ordinary Members are entitled to receive notice of and attend General Meetings but do not have any voting rights.

3.4 Eligibility and rights of Associate Members

- (a) Any person who is not a Foundation Member or an Ordinary Member and satisfies such other criteria as determined by the Board from time to time, may apply for admission as an Associate Member:
- (b) The Board may impose such other qualifications to admission as an Associate Member as it thinks fit from time to time.
- (c) Associate Members are entitled to receive notice of and attend General Meetings but do not have any voting rights.

3.5 Admission of Members

- (a) Every person applying for admission as a Member must make an application in accordance with the form and conditions prescribed by the Board from time to time, which must set out:
 - (i) the name of the person; and
 - (ii) the registered office and place of business of the person,and be accompanied by any entrance fee (plus the applicable GST) prescribed by the Board from time to time.
- (b) The Board, or such person authorised by the Board from time to time, must following receipt of an application for Membership, consider all applications for Membership and determine the admission or rejection of the applicant as a Member.
- (c) The Board, or such person authorised by the Board from time to time, need not give any reason for rejecting an application for Membership.
- (d) A person must be advised of their admission or non-admission, but admission will not take effect until the Member has paid the first year's subscription fee or such other fees, if any, prescribed by the Board and their name is entered into the Register of Members.
- (e) Subject to rule 3.5(f), no fees will be returned unless specifically provided by the Directors.
- (f) The Board must return to any unsuccessful applicant for admission to Membership any entrance fee, or such other fees, paid by that person.

3.6 Subscription of Members

- (a) The Board may from time to time, determine the amount of the entrance fees, annual subscription fees or other amounts to be paid by each Member.
- (b) Annual subscription fees and other amounts must be paid by 30 June each year, unless otherwise prescribed by the Board.

3.7 Members' Register

Upon appointment or removal of a Member, the Board must update the Members' Register to reflect the appointment or removal of that person as a Member, as soon as practicable after the appointment or removal occurs.

3.8 Agreement of Members

Each Member agrees to:

- (a) comply with this Constitution;
- (b) pay such entrance fees, annual subscription fees and other fees (plus the applicable GST) as may be prescribed in accordance with this Constitution from time to time; and
- (c) comply with all other terms of Membership applicable to the Member, including qualifications and obligations.

3.9 Certificates of Membership

- (a) Each Member will, upon payment of the entrance fee, any other prescribed fees and satisfaction of all qualifications and conditions of Membership or within a reasonable time thereafter, receive from the Company a certificate of Membership issued by the Company and while they remain a Member, will be entitled to hold the certificate.
- (b) Each certificate issued to Members will be in such form as the Board may from time to time determine and will be the property of the Company.
- (c) On termination of Membership for any reason, a Member must return their certificate of Membership to the Board and the certificate of Membership will be recoverable on demand.

3.10 Power to suspend Members

The Board may suspend any Member at such times and for such periods as they think fit.

3.11 Cessation of Membership

- (a) A Member immediately ceases to be a Member:
 - (i) if the Member resigns from Membership by notice in writing to the Company;
 - (ii) if the Member ceases to exist;
 - (iii) if the Member is expelled by the Board under rule 3.12;
 - (iv) if the Member fails to provide an explanation within 30 days of the Board requiring one under rule 3.13; or

-
- (v) in any other circumstances prescribed in the terms of Membership applicable to the Member or in any undertaking given by the Member upon the Member's admission to Membership, as circumstances resulting in immediate termination of Membership;
 - (b) Upon ceasing to be a Foundation Member, the former Foundation Member must procure the resignation of a Foundation Director (if any) who has been nominated by that Foundation Member and elected as a Director.

3.12 Expulsion of Members

- (a) The Foundation Members may, at a meeting of Foundation Members and by a two-thirds majority, expel a Foundation Member where:
 - (i) the Foundation Member becomes insolvent or makes any arrangement or composition with their creditors; or
 - (ii) the Foundation Member fails to comply with:
 - (A) this Constitution;
 - (B) the terms of Foundation Membership applicable to the Foundation Member, including qualifications and obligations; or
 - (C) subject to rule 3.11(a)(v), any undertaking given by the Foundation Member upon their admission to Foundation Membership,

and fails to rectify any non-compliance to the satisfaction of the Foundation Members within 7 days of receipt of a notice from the Foundation Members specifying the non-compliance and seeking rectification.
- (b) The Board may, by two-thirds majority, expel an Ordinary Member or an Associate Member where:
 - (i) the Ordinary Member or Associate Member becomes insolvent or makes any arrangement or composition with their creditors; or
 - (ii) the Ordinary Member or Associate Member fails to comply with:
 - (A) this Constitution;
 - (B) the terms of Ordinary Membership or Associate Membership applicable to the Ordinary Member or Associate Member, including qualifications and obligations; or
 - (C) subject to rule 3.11(a)(v), any undertaking given by the Ordinary Member or Associate Member upon their admission to Ordinary Membership or Associate Membership,

and fails to rectify any non-compliance to the satisfaction of the Board within 7 days of receipt of a notice from the Board specifying the non-compliance and seeking rectification.

3.13 Dishonest and disreputable conduct

- (a) If the Board has to its reasonable satisfaction, reliable evidence that a Member has been guilty of dishonesty or any conduct likely to bring the Member or the Company into disrepute or to be prejudicial to the interests of the Company, the Board may require the Member to appear before it and give an explanation or to furnish a written explanation to it.
- (b) The Board may suspend the Member under rule 3.10 pending receipt of an explanation.
- (c) If the Board is dissatisfied with an explanation, it may expel the Member under rule 3.12.
- (d) If the Directors do not receive an explanation within 30 days of requiring one under rule 3.13(a), the Member will immediately cease to be a Member under rule 3.11(a)(iv).

3.14 Membership not transferable

Membership of the Company is personal to each Member and is not transferable.

3.15 Equitable and other claims

Except as otherwise required by law or provided by this Constitution, the Company is not:

- (a) compelled in any way to recognise a person as holding a Membership upon any trust, even if the Company has notice of that trust; or
- (b) compelled in any way to recognise, or bound by, any equitable, contingent, future or partial claim to or interest in a membership on the part of any other person except an absolute right of ownership in the registered Member, even if the Company has notice of that claim or interest.

3.16 Representatives

- (a) Each Member who is a body corporate, may appoint an individual as their Representative for the purpose of attending, and voting at (if applicable), General Meetings.
- (b) A Member who wishes to appoint a Representative must do so by notifying the Board in writing of the appointment of their Representative.
- (c) A Member may remove or replace their Representative at any time and must notify the Board in writing of any removal or replacement.

4. General meetings

4.1 General meeting

- (a) Any Director may convene a general meeting of the Company whenever they think fit and the Board must convene and arrange to hold a general meeting if required to do so under section 249D of the Corporations Act.

-
- (b) The Board must convene a general meeting of the Company for the purpose which must be specified in the request, within 30 days of receiving a written request to do so signed by not less than 20% of the Members.
 - (c) If the Board fails to convene a general meeting requested under clause 4.1(b), the Members who made the request may convene a general meeting as if they were the Board.

4.2 Annual General Meeting

The Board must convene and hold an Annual General Meeting once every calendar year.

4.3 Notice of general meetings

- (a) 5 days' notice of every general meeting convened under rule 4.1 must be given to:
 - (i) every Member entitled to receive notice;
 - (ii) each Director; and
 - (iii) the Auditor (if any).
- (b) A notice of a general meeting must specify:
 - (i) the place, date and time of the meeting;
 - (ii) the general nature of the business to be dealt with at the meeting;
 - (iii) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting; and
 - (iv) any other matters as are required by the ACNC Act or the Corporations Act.
- (c) If a Special Resolution is to be proposed, the notice of meeting must set out an intention to propose the special resolution and state the resolution.

4.4 Non-receipt of notice of general meeting

The non-receipt of notice of a general meeting by, or the accidental omission to give notice of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting.

4.5 Postponement or cancellation of meeting

- (a) The Board may change the venue for, postpone or cancel a general meeting at its own discretion.
- (b) If a general meeting is called and arranged by the Foundation Members, the Board may not cancel it without the consent of the Foundation Members.

-
- (c) Written notice of cancellation or postponement of a general meeting must be given to each Member entitled to receive notice of the general meeting and to each and such other person as is entitled under the Corporations Act or this Constitution and must specify the reason for cancellation or postponement (as the case may be).
 - (d) A notice postponing the holding of a general meeting must specify:
 - (i) a date and time for the holding of the meeting;
 - (ii) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
 - (iii) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.
 - (e) The only business that may be transacted at a general meeting the holding of which is postponed, is the business specified in the notice of the general meeting convening the meeting.
 - (f) The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by any Member or person entitled to notice, does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.

5. Proceedings at general meetings

5.1 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a Chairperson and the adjournment of the meeting, unless quorum of Foundation Members is present when the meeting proceeds to consider business.
- (b) The presence of fifty (50) per cent PLUS 1 of the Foundation Members present in person or by proxy, attorney or Representative is a quorum at any general meeting, including general meetings which have been adjourned under rule 5.1(c)(ii).
- (c) If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:
 - (i) if convened by, or on requisition of, Foundation Members, is dissolved;
 - (ii) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board appoints by notice to the Foundation Members and others entitled to receive notice of the meeting; and
 - (iii) if, at the adjourned meeting, a quorum is not present within 15 minutes after the time appointed for the meeting, the meeting must be dissolved.

5.2 Proxies, attorneys and Representatives

- (a) A Foundation Member may be present and vote in person or may be represented at any meeting of the Company by:
 - (i) proxy;
 - (ii) attorney; or
 - (iii) Representative.
- (b) Unless the contrary intention appears, a reference to a Foundation Member means a person who is a Foundation Member, or is a proxy, attorney or Representative of that Foundation Member.
- (c) A proxy's authority to speak and vote for a Foundation Member at a meeting is suspended while the Foundation Member is present at the meeting.
- (d) A Foundation Member entitled to attend and vote at a meeting of Foundation Members may appoint another person (whether a Foundation Member or not) as the Foundation Member's proxy or proxies to attend and vote for the Foundation Member at the meeting.
- (e) An appointment of a proxy is valid if it is signed by the Foundation Member making the appointment and contains the following information:
 - (i) the Foundation Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meetings at which the appointment may be used. An appointment may be a standing one.
- (f) An undated appointment is to be taken to have been dated on the day it is given to the Company.
- (g) An appointment may specify the way the proxy is to vote on a particular resolution. In that event:
 - (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (ii) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (iii) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way; and
 - (iv) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

-
- (h) If a proxy is also a Foundation Member, this rule does not affect the way that the person can cast any votes that a person may otherwise have.
 - (i) Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Foundation Member attending the meeting in person.
 - (j) An appointment of a proxy does not need to be witnessed.
 - (k) A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.
 - (l) An instrument appointing a proxy is to be taken to confer authority to demand or join in demanding a poll.
 - (m) An instrument appointing a proxy may not be treated as valid unless the instrument and the power or attorney under which the instrument is signed or, in the case of an unregistered power, a copy of that power or authority certified as a true copy, is or are received by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the Registered Office or at any other place specified for that purpose in the notice convening the meeting.
 - (n) If the notice convening a general meeting specifies a facsimile number to which a proxy and related materials may be sent then receipt by the facsimile machine on that number of a complete and legible facsimile of the document will be taken as a receipt by the Company at a specified place for the purposes of this rule 5.2.
 - (o) A vote given in accordance with the terms of an instrument of proxy or a power of attorney is valid notwithstanding:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the instrument, or of the authority under which the instrument was executed, or of the power,
 - (p) if notice in writing of the death, unsoundness of mind, revocation or resignation has not been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

5.3 Chairperson of general meeting

- (a) If the Board have elected one of their number as a Chairperson of their meetings, that person must (if present within 15 minutes after the time appointed for the meeting and is willing to act) preside as Chairperson at each general meeting.
- (b) If a general meeting is held and the Chairperson referred to under rule 5.3(a) is not present or able and willing to act within 15 minutes after the time appointed for the holding of the general meeting or has signified an intention

not to be present and able and willing, the following may preside as Chairperson of the general meeting (in order of precedence):

- (i) the deputy chairperson (if any);
 - (ii) a Director chosen by a majority of the Directors present; or
 - (iii) the only Director present.
- (c) The Chairperson of a general meeting:
- (i) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - (ii) may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
 - (iii) may terminate discussion or debate on any matter whatever the Chairperson considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the Chairperson under this rule is final.

5.4 Adjournment of general meetings

- (a) The Chairperson of a general meeting may, with the consent of any meeting at which a quorum is present, and must if so directed by the Foundation Members, adjourn the meeting to a new day, time or place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

5.5 Voting on a resolution

- (a) At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded:
 - (i) before the vote is taken;
 - (ii) before the voting results on the show of hands are declared;
 - (iii) by the Chairperson immediately after the voting results on the show of hands are declared; or
 - (iv) by any Foundation Member entitled to vote on the resolution immediately after the voting results on the show of hands are declared.

-
- (b) On a show of hands, a declaration by the Chairperson is conclusive evidence of the result.
 - (c) Except where stipulated by law or the rules of the Constitution, a resolution put to a vote at a general meeting is to be decided by an Ordinary Resolution of the votes cast by the Foundation Members present in person or by proxy at the general meeting.
 - (d) The Chairperson of a general meeting is not entitled to a casting vote in addition to any votes to which the Chairperson is entitled.

5.6 Polls

- (a) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chairperson and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

5.7 Resolutions in writing

- (a) A resolution in writing signed by the Foundation Members (or the Foundation Member if there is only 1 Foundation Member) and containing a statement that they are in favour of the resolution shall be valid as if it had been passed at a duly convened meeting of Members.
- (b) A resolution in writing may consist of several documents in like form, each signed by one or more Members and if so signed, it takes effect on the latest date on which a Member signs one of the documents.
- (c) A document generated by electronic means which purports to be a facsimile of a resolution of the Members is to be treated as a resolution in writing.
- (d) A document bearing a facsimile of a signature is to be treated as signed.

5.8 Auditor's right to be heard

The Auditor (if any) is entitled to attend and be heard at a general meeting on any part of the business of that meeting that concerns the Auditor (if any) in their professional capacity.

5.9 Use of technology at general meetings

- (a) With the consent of the Foundation Members, the Company may hold a general meeting at 2 or more venues using any technology that gives the Members entitled to be heard at a general meeting, a reasonable opportunity to participate.

-
- (b) The Foundation Members may only withdraw their consent by a resolution of the Company at a general meeting.

5.10 Minutes of general meetings

- (a) The Secretary must cause proper minutes of all proceedings of all general meetings and to be taken and then to be entered within 30 days after the holding of each general meeting in a minute book kept for that purpose.
- (b) The Chairperson must ensure that the minutes taken of a general meeting under rule 5.10(a) are checked and signed as correct by the Chairperson of the general meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting.
- (c) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (i) the general meeting to which they relate (in this rule called "the meeting") was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

6. Directors

6.1 Number and composition of Directors

- (a) There must not be less than three Directors.
- (b) Each Foundation Member has a right to nominate 1 Director under rule 6.4 to be elected to the Board.
- (c) The Board has the power to nominate up to 2 Directors under rule 6.5 to be elected to the Board.
- (d) The first Directors are the persons specified in the application for the Company's registration as consenting to act in that capacity. Subject to this Constitution, the Company may, from time to time, in general meeting, increase or decrease the number of Directors appointed under rules 6.1, provided that the Company must not have any less than 3 Directors.

6.2 Qualifications of Directors

- (a) Subject to rule 6.2(c) the Board may determine the particular qualifications and experience (if any) a person must hold in order to be appointed as a Director.
- (b) In assessing whether a person satisfies the criteria determined by the Board under rule 6.2(a) (if any), regard may be had to any information supplied by that person and any information obtained from other sources.

-
- (c) A person is prohibited from being a Director if that person is disqualified from being a Director under the Corporations Act or has been disqualified from being a responsible entity under the ACNC Act.

6.3 Rotation and Term of Directors

- (a) Directors will hold office for a term of 3 years from the date of their election.
- (b) A Director is deemed, upon the passing of the service period determined under this rule 6.3, to have retired from their office of Director and subject to rule 6.2, is eligible to be re-elected to the Board.
- (c) At the Annual General Meeting in every year, 2 Directors must retire from office.
- (d) The Directors to retire in any year shall be those who have been longest in office since their last election and as between persons who become Directors on the same day, those to retire shall, unless otherwise agreed amongst themselves, be determined by lot.
- (e) Subject to rule 6.3(e), a Director must not hold office for a continuous period of more than 9 years.
- (f) The Board may, by Special Resolution, permit a Director to be appointed for more than 9 consecutive years.

6.4 Appointment of Foundation Directors

- (a) Each Foundation Member who wishes to appoint a Foundation Director must nominate a person who satisfies the criteria (if any) under rule 6.2 for appointment as a Foundation Director to the Board.
- (b) The Board, at the next Board meeting following receipt of a nomination, must consider any nominations received and determine by simple resolution, whether a nomination is to be accepted or rejected.
- (c) If the Board accepts a nomination, the Board must put the nominated Foundation Director forward for election at the next Annual General Meeting.
- (d) If the Board determines in its absolute discretion, that a person nominated by a Foundation Member may not be appointed as a Foundation Director, the Board must advise the Foundation Member and the Foundation Member may nominate a further Foundation Director in accordance with rule 6.4(a).
- (e) A Foundation Director may be removed at a general meeting following an Ordinary Resolution of the Foundation Members.

6.5 Appointment of additional Directors

- (a) The Board may nominate up to 2 additional persons to be Directors.
- (b) The Board must put forward any person nominated to be a Director for election at the next Annual General Meeting.

6.6 Vacation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) 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;
- (b) resigns from the office by notice in writing to the Company; or
- (c) is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of 3 months.

6.7 Casual Vacancies

- (a) Subject to ensuring the qualifications, experience and criteria determined by the Board under rule 6.2(a) (if any) are satisfied, a Foundation Member who appointed a Foundation Director, may appoint a new Director to replace a Foundation Director whose office has been vacated pursuant to rule 6.6 and that new Foundation Director will hold office until the next Annual General Meeting at which point they will be eligible to be elected as a Director.
- (b) Subject to ensuring the qualifications, experience and criteria determined by the Board under rule 6.2(a) (if any) are satisfied, the Board may appoint a new Director to replace a Director appointed by the Board under rule 6.5, whose office has been vacated pursuant to rule 6.6 and that new Director will hold office until the next Annual General Meeting at which point they will be eligible to be elected as a Director.

6.8 Remuneration of Directors

- (a) The Directors will not be entitled to be paid out of the funds of the Company as remuneration for their services.
- (b) A Director is entitled, on production of receipts verifying expenditure by the Director, to reimbursement out of the funds of the Company for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a committee or when otherwise engaged on the business of the company.

6.9 Disclosure of conflicts of interest and other interests

- (a) A Director is not prohibited from holding any office or place of profit, other than that of auditor, under the Company or a related body corporate of the Company.
- (b) A Director may, subject to the Corporations Act:
 - (i) be or become a director of or otherwise hold office or a place of profit in any other company promoted by the Company or in which the Company may be interested as vendor, shareholder or otherwise;
 - (ii) contract or make any arrangement with the Company or any related body corporate whether as vendor, purchaser, broker, solicitor or

accountant or other professional person or otherwise and any contract or arrangement entered or to be entered into by or on behalf of the Company or any related body corporate in which any Director is in any way interested is not avoided for that reason; and

- (iii) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or any related body corporate, a related body corporate or any of their respective predecessors in business or their dependants or persons connected with them.
- (c) A Director, or a firm of which the Director is a partner or employee, may act in a professional capacity (other than as auditor) for the Company or any related body corporate, and a Director or a Director's firm is entitled to remuneration for professional services as if the relevant Director were not a Director.
- (d) A Director who:
- (i) holds any office or place of profit under the Company;
 - (ii) holds any office or place of profit referred to in rule 6.9(c);
 - (iii) is involved in a contract or arrangement referred to in rule 6.9(c); or
 - (iv) participates in an association or otherwise under rule 6.9(c),
- is not by reason only of that fact, or any interest resulting from it or the fiduciary relationship established by it liable to account to the Company for any remuneration or other benefits accruing from it.
- (e) A Director who has a material person interest in a contract or arrangement, or proposed contract or arrangement, in a matter being considered or about to be considered by the Board must disclose the nature of that interest to the Board as soon as possible after the relevant facts have come to his or her knowledge and a record of such disclosure must be made.
- (f) Subject to rule 6.9(g), a Director who has disclosed a material personal interest must not:
- (i) be present during any deliberation about that matter; and/or
 - (ii) receive the relevant board papers in relation to that matter; and/or
 - (iii) cast any vote in relation to that matter.
- (g) A Director who has disclosed a material person interest in a matter being considered by the Board may only be present at Board meeting considering the matter and vote on the matter if:
- (i) the remaining Directors who do not have a material personal interest in the matter pass a resolution under section 195(2) of the Corporations Act allowing the Director to vote on the matter; or

-
- (ii) a declaration under section 196 of the Corporations Act has been made in respect of the Director.
 - (h) The Board may make regulations requiring the disclosure of a material personal interest that a Director, and any person considered by the Board to be related to or associated with a Director, may have in any matter concerning the Company or a related corporation. Any regulations made under this rule bind all Directors.

6.10 Director's access to documents

- (a) A Director may inspect the books of the Company at all reasonable times for the purposes of a legal proceeding:
 - (i) to which the person is a party; or
 - (ii) that the person proposes in good faith to bring; or
 - (iii) that the person has reason to believe will be brought against them.
- (b) A person who has ceased to be a director of a company may inspect the books of the company (including its financial records) at all reasonable times for the purposes of a legal proceeding:
 - (i) to which the person is a party; or
 - (ii) that the person proposes in good faith to bring; or
 - (iii) that the person has reason to believe will be brought against them.
- (g) The right in rule 6.10(b) continues for 7 years after the person ceases to be a Director of the Company.

7. Powers and duties of the Board

7.1 Board to manage Company

- (a) The business of the Company is to be managed by the Board, who may exercise all such powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.
- (b) Subject to the Constitution, the provisions of the Corporations Act, the provisions of the ACNC Act and such regulations as may be prescribed by the Company in general meeting, no regulation made by the Company in general meeting may or does invalidate any prior act of the Board that would have been valid if that regulation had not been made.
- (c) The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.

-
- (d) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 members of the Board or in such other manner as the Board from time to time determines.
 - (e) The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Board for such period and subject to such conditions as they think fit.
 - (f) Any power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney

7.2 Execution of Company cheques

All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Board determines from time to time.

8. Proceedings of the Board

8.1 Board meetings

- (a) The Board may meet for the despatch of business and adjourn and otherwise regulate their meetings including holding meetings by way of technology, as they think fit.
- (b) A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Board.

8.2 Notice of Board meetings

- (a) Subject to the Constitution, notice of a meeting of the Board must be given to each person who is, at the time of giving the notice, a Director, except a Director on a leave of absence approved by the Board.
- (b) A notice of a Board meeting:
 - (i) must specify the date, time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting; and
 - (iii) may be given in person or by post, telephone, fax or other electronic means.
- (c) A Director may waive notice of a meeting of the Board by notifying the Board to that effect in person or by post, telephone, fax or other electronic means.

-
- (d) The date, time or place of a Board meeting must not unreasonably prevent a Director from attending a Board meeting.
 - (e) The non-receipt of notice of a meeting of the Board by, or a failure to give notice of a meeting of the Board to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director:
 - (A) has waived or waives notice of that meeting; or
 - (B) has notified or notifies the Company of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or
 - (iii) the Director attended the meeting.

8.3 Quorum

- (a) At a Board meeting, the number of Directors whose presence in person, by technology or by proxy is necessary to constitute a quorum is 50 per cent PLUS 1 of the Directors. For the purposes of this rule, a quorum is present during the consideration of a matter at a meeting of the Directors only if at least 50 per cent PLUS 1 of the Directors entitled to be present during the consideration are present.
- (b) If a quorum is not present within 1 hour after the time appointed for the meeting of the Board, the meeting stands adjourned to the date, time and place as the Board decides.
- (c) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of the Board or is less than the minimum number of Directors fixed under the Constitution, the remaining Directors (if any) may only act to the extent that there is an emergency requiring them to act or to appoint additional Directors required to constitute a quorum.

8.4 Meeting Proceedings

- (a) The linking together by telephone or other electronic means of a sufficient number of the Directors to constitute a quorum constitutes a Board meeting. All the provisions in the Constitution relating to Board meetings apply, so far as they can and with any necessary changes, to Board meetings by telephone or other electronic means.
- (b) A Director who takes part in a Board meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (c) A Board meeting by telephone or other electronic means is taken to be held at the place decided by the Chairperson of the meeting, as long as at least one of the Directors involved was at that place for the duration of the meeting.

-
- (d) The Board may extend an invitation to any person or representative of a corporation it deems appropriate to sit with the Board, provided that any such invitee is not entitled to vote on matters.

8.5 Questions decided by majority

- (a) Questions arising at a Board meeting are to be decided by a simple majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Directors.
- (b) The Chairperson is not entitled to a casting vote.

8.6 Written resolution by Directors

- (a) A resolution in writing signed by all the Directors entitled to vote, excluding Directors who have been given a leave of absence, and containing a statement that they are in favour of a resolution will be valid as if it had been passed at a duly convened meeting of the Board.
- (b) A written resolution may consist of several documents in like form, each signed by one or more Directors and if so signed, it takes effect on the latest date on which a Director signs one of the documents.
- (c) A document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing.
- (d) A document bearing a facsimile of a signature is to be treated as signed.

8.7 Validity of acts of Directors

All acts of the Directors, a committee or a person or committee or member of a committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

8.8 Alternate Directors

- (a) Subject to the Corporations Act and rule 6.2, a Director may, with the written approval of the other Directors and the Foundation Members, appoint a person to be an alternate director in the Director's place for such period and for such reason as the Director sees fit.
- (b) An alternate director is entitled to receive notice of all Board meetings and, if the appointor does not attend a meeting, is entitled to attend and vote in the appointor's place.
- (c) An alternate director may exercise all the powers except the power to appoint an alternate director and, subject to the Corporations Act, may perform all the duties of the appointor insofar as the appointor has not exercised or performed them.
- (d) Whilst acting as a Director, an alternate director is responsible to the Company for the alternate director's own acts and defaults and the appointor is not responsible for them.

-
- (e) An alternate director is not entitled to receive from the Company any remuneration or benefit, other than as provided for by rule 6.8.
 - (f) The appointment of an alternate director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the alternate director has not expired, and terminates in any event if the appointor ceases to be a Director.
 - (g) An appointment, or the termination of an appointment, of an alternate director must be effected by a notice in writing signed by the Director who makes or made the appointment and delivered to the Company.
 - (h) An alternate director is not to be taken into account separately from the appointor in determining the number of Directors.

8.9 Chairperson of Directors

- (a) The Directors must elect one of their number to be Chairperson of their meetings and may also remove a Chairperson so appointed from that office.
- (b) The Directors must also appoint one of their number to be Chairperson in the place of a Chairperson who dies, resigns, is removed from or otherwise vacates the office of Chairperson.
- (c) The office of Chairperson of Directors will rotate each year between Foundation Directors, unless the Directors otherwise decide.
- (d) The Chairperson is entitled to preside at Board meetings but, if the Chairperson is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the Directors present must choose one of their members to be chairperson of the meeting.

8.10 Committees

- (a) The Board may delegate any of its powers, other than powers required by law to be dealt with by Board, to a committee or committees consisting of at least one Director and such other persons as they think fit.
- (b) A committee to which any powers have been delegated under rule **Error! Reference source not found.** must exercise the powers delegated in accordance with any directions of the Board and a power so exercised is deemed to have been exercised by the Board.
- (c) The members of a committee may elect one of their numbers as chairperson of their meetings.
- (d) If a meeting of a committee is held and,
 - (i) a Chairperson has not been elected; or
 - (ii) the Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members of the committee may elect one of their number to be chairperson of the meeting.

- (e) A committee may meet and adjourn as it thinks proper.
- (f) Questions arising at a meeting of a committee are to be determined by a two-thirds majority of votes of the committee members.

8.11 Minutes and records

- (a) The Chairperson must cause minutes of all Board meetings and committee meetings to be made and kept.
- (b) Any minutes of a meeting purporting to be signed by the Chairperson of the meeting or of the next succeeding meeting are (in the absence of proof to the contrary) sufficient evidence of:
 - (i) matters stated in the minutes of the meeting;
 - (ii) the meeting having been duly convened and held; and
 - (iii) the validity of all proceedings at the meeting.

9. Secretary

9.1 Appointment of Secretary

- (a) There must be at least one secretary of the Company who is to be appointed by the Board.
- (b) The Board may suspend or remove a Secretary from that office.
- (c) The Board may vest in a Secretary such powers, duties and authorities as they may from time to time determine and the Secretary must exercise all such powers and authorities subject at all times to the control of the Board.
- (d) The Secretary is entitled to be paid out of the funds of the Company as remuneration for the services rendered as Secretary such sum accruing from day to day as the Board determine.
- (e) If a Secretary, at the request of the Board, performs additional or special duties for the Company, the Company may remunerate the Secretary by payment of a fixed sum or salary to be determined by the Board and that remuneration may be either in addition to or in substitution for any remuneration paid under rule 9.1(d).

10. Seals

10.1 Common seal

- (a) The Company may have:
 - (i) a common seal; and

- (ii) a duplicate common seal, which must be a copy of the common seal with the words “duplicate seal” or “certificate seal” added.
- (b) The Board must provide for the safe custody of each seal of the Company.
- (c) The common seal may be used only by the authority of the Board, or of a committee authorised by the Board to the use of the common seal.
- (d) Every document to which the common seal is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

11. Inspection of records

11.1 Inspection by Members

- (a) Unless otherwise determined by the Board, the Members shall be entitled to inspect only those documents of the Company required to be available for inspection under the Corporations Act or the ACNC Act.
- (b) The Board may determine at what time and place a Member shall be entitled to inspect Company documents and under what conditions.

12. Service of Documents

12.1 Method of service

The Company may give a document to a Member by:

- (a) delivering it personally or to the registered office of the Member;
- (b) sending it by post to the address for the Member in the Members’ Register; or
- (c) sending it to a fax number or electronic address nominated by the Member.

12.2 Documents sent by post

If a document is sent by post, delivery of the document is deemed to be effected by properly addressing, prepaying and posting a letter containing the document, and the document is deemed to have been delivered on the day after the date of its posting.

12.3 Documents sent by facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is to be deemed:

- (a) to be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- (b) to have been delivered on the day following its dispatch.

13. Audit and accounts

13.1 Company to keep accounts

- (a) The Board must cause the Company to keep accounts of the business of the Company in accordance with the requirements of all applicable laws.
- (b) The Company must prepare a financial report for each accounting period under all applicable laws.

13.2 Company to audit accounts

- (a) Subject to rule 13.2(c), unless the Company is required to have its financial report (including any documents required to be attached to or prepared with the financial report) audited pursuant to any written law or a valid direction received by the Company under any written law, the Company must have its financial report (including any documents required to be attached to or prepared with the financial report) either audited or reviewed as determined by the Board.
- (b) The remuneration of the Auditor must be fixed.
- (c) If the Company is a Small Registered Charity, the Company is not required to have its financial report audited or reviewed.

14. Indemnity and Insurance

14.1 Indemnity of officers

- (a) This rule applies to:
 - (i) each person who is or has been a Director, or Secretary of the Company; and
 - (ii) any other officers or former officers of the Company or of its related corporations that the Board decides in each case.
- (b) The Company must indemnify and if requested by a person to whom this rule applies enter into a deed indemnifying, on a full indemnity basis and to the full extent permitted by law, each person to whom this rule applies for all losses or liabilities incurred by the person as an officer of the Company or of a related corporation including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to those proceedings, in which the court grants relief to the person under the Corporations Act.
- (c) The indemnity in this rule 14.1:

- (i) is a continuing obligation and is enforceable by a person to whom rule 14.1 applies even though that person has ceased to be an officer of the Company or of a related corporation; and
- (ii) operates only to the extent that the loss or liability is not covered by insurance.

14.2 Insurance

The Company may, to the extent permitted by law, purchase and maintain insurance for any person who is or has been a Director, Secretary or executive officer of the Company and its related bodies corporate, against:

- (a) any liability incurred by that person as an officer of the Company or of a related corporation which does not rise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 182 or 183 of the Corporations Act; and
- (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Company, whether civil or criminal, and whatever their outcome.

15. The Constitution

15.1 Amending the Constitution

The Constitution may be amended at any time by Special Resolution of Foundation Members entitled to vote.

16. Dissolution

16.1 Dissolution

In the event of the Company being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities must be transferred to a fund, authority or institution with similar purposes which is not carried on for the profit or gain of its individual members. Each of the undersigned, being a person specified in the application for registration of the Company being a person who consents to become a Foundation Member of the Company, agrees to the terms of the foregoing Constitution.