

CLAYTON UTZ

Constitution of
Diplomacy Training Program Limited
ACN 003 925 148

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Diplomacy Training Program Limited ACN 003 925 148 ("Company")

CONSTITUTION

1. Preliminary

1.1 Definitions and interpretation

Schedule 1 applies and forms part of this Constitution.

1.2 Nature of the Company

- (a) The Company is a public company limited by guarantee.
- (b) Each Member undertakes to contribute an amount not exceeding \$2 to the property of the Company if the Company is wound up:
 - (i) at a time when that person is a Member; or
 - (ii) within one year of the time that person ceased to be a Member,for:
 - (iii) payment of the debts and liabilities of the Company contracted before that person ceased to be a Member;
 - (iv) payment of the costs, charges and expenses of winding up the Company; and
 - (v) adjustment of the rights of the contributories among themselves.

1.3 Replaceable rules

The replaceable rules in the Corporations Act do not apply to the Company.

1.4 Objects

- (a) The objects of the Company are to:
 - (i) develop the capacity and skills of community advocates in Indigenous Australia and the Asia-Pacific region through education and training programs to be more effective in their work to end poverty, distress and suffering;
 - (ii) provide community advocates in Indigenous Australia and the Asia-Pacific region with knowledge and education of relevant domestic and international human rights, standards and mechanisms relevant to addressing poverty, suffering and violations of human rights;
 - (iii) provide community advocates in Indigenous Australia and the Asia-Pacific region with training in skills to apply new information and communication technologies to their efforts to end poverty, distress and suffering;
 - (iv) deliver quality education programs to empower community advocates from vulnerable sectors of society in Australia and the Asia-Pacific Region to promote application of universal standards of human rights and the rule of law;
 - (v) seek to raise funds from its Members and the public to assist in the pursuit of these objects;
 - (vi) provide and maintain such facilities and equipment as may be required by and for the purposes of the Company; and
 - (vii) do all things that are necessary for these objects to be achieved.
- (b) The Company is non-political, non-religious and non-profit making, and is not an advocacy organisation.
- (c) The Company will only apply the income and property of the Company in promoting the

objects of the Company.

1.5 No distribution to Members

- (a) Subject to Article 1.5(b), the Company must not make any distributions to any Members, whether by way of dividend, surplus on winding up or otherwise.
- (b) Article 1.5(a) does not prevent the payment in good faith by the Company to a Member of:
 - (i) reasonable remuneration to any Member in consideration for services rendered or goods supplied by that Member to the Company in the ordinary course of business;
 - (ii) interest at a reasonable rate on money borrowed by the Company from any Member;
 - (iii) reasonable rent for premises leased to the Company by any Member; or
 - (iv) any other reasonable amount of a similar character to those described in this Article 1.5(b).

2. Gift Fund

2.1 Maintenance and use of Gift Fund

- (a) The Company must maintain for the objects of the Company at least one fund ("**Gift Fund**") in conformity with applicable requirements of the Income Tax Assessment Act 1997, including the requirements that the Gift Fund be maintained as a fund:
 - (i) to which gifts of money or property for those objects are to be made;
 - (ii) to which any money received by the Company because of such gifts is to be credited; and
 - (iii) that does not receive any other money or property.
- (b) The Company must use the following only for the objects of the Company:
 - (i) gifts made to the Gift Fund;
 - (ii) any money or property received in connection with those gifts.
- (c) The Company shall, upon request, issue or arrange for the issue of receipts in the name of the Company to those members of the public who make contributions to the Gift Fund.

2.2 Management Committee of Gift Fund

The Gift Fund is to be managed by a management committee appointed by the Directors of the Company. The management committee must comprise at least three members. The Directors must ensure that the majority of those charged with the administration of the Gift Fund are persons having a degree of responsibility to the general community by reason of their occupation or standing in the community.

2.3 Public invited to contribute to Gift Fund

The Company will invite the general public to make gifts to the Gift Fund for the purpose of carrying out the objects of the Company.

2.4 Australian Taxation Office to be advised of changes

The Australian Taxation Office must be notified of any alterations made to the Gift Fund rules.

2.5 Winding up or revocation of consent

At the first occurrence of either:

- (a) the winding up of the Company's Gift Fund; or
- (b) the revocation of the Company's endorsement under Subdivision 30-BA of the Income Tax Assessment Act 1997 or any successive legislation;

the Company must transfer any surplus assets of the Gift Fund to a fund, authority or institution whose objects are similar to those in Article 1.4 and gifts to which are tax deductible under the Income Tax Assessment Act 1997 or any successive legislation.

3. Members

3.1 Applications

- (a) Any person is eligible to apply to become a Member.
- (b) Each applicant to become a Member must sign and deliver to the Company an application in the following form, or a form to the effect of that form, or a form which the Directors determine, and pay any initial fee which the Directors determine.

"I desire to become a Member of the Diplomacy Training Program Limited and I agree if accepted to be bound by the Constitution of the Company and I authorise my name to be entered on the register of Members. I also agree to pay any Fees as are from time to time determined by the Directors.

Dated this day of 20

Name in full:

Signature"

- (c) The Directors determine whether an applicant may become a Member.
- (d) The Directors are not required to give any reason for the rejection of any application to become a Member.
- (e) If an application to become a Member is accepted, the Company must:
 - (i) give written notice of the acceptance to the applicant; and
 - (ii) enter the applicant's name in the Register.
- (f) If an application to become a Member is rejected, the Company must:
 - (i) give written notice of the rejection to the applicant; and
 - (ii) refund in full the Fee (if any) paid by the applicant.

3.2 No transfers

The rights of being a Member are not transferable whether by operation of law or otherwise.

3.3 Ceasing to be a Member

A person will cease to be a Member:

- (a) if the Member resigns in accordance with Article 3.4;
- (b) if the Member is expelled under Article 3.5; or
- (c) if a Member is an individual:
 - (i) death or bankruptcy of that Member; or
 - (ii) that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health; or
- (d) if a Member is not an individual, the deregistration or termination of that Member under the laws of its formation or its governing document.

3.4 Resignation

- (a) A Member may resign as a Member by giving the Company notice in writing.
- (b) Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.

3.5 Expulsion

- (a) Subject to Article 3.5(c), the Directors may resolve to expel a Member if:
 - (i) an Expulsion Event occurs in respect of the Member; and
 - (ii) the Company gives that Member at least 10 Business Days notice in writing:
 - A. stating the Expulsion Event and that the Member is liable to be expelled; and
 - B. informing the Member of its right under Article 3.5(c).
- (b) The Directors may resolve to expel a Member if the Member does not pay a Fee within 40 Business Days after the due date for its payment.
- (c) Before the passing of any resolution under Article 3.5(a), a Member is entitled to give the Directors, either orally or in writing, any explanation or defence of the Expulsion Event the Member may think fit.
- (d) Where a resolution is passed under Article 3.5(a) or 3.5(b), the Company must give that Member notice in writing of the expulsion within 10 Business Days of the resolution.
- (e) A Member may by notice in writing to the Company within 10 Business Days of receipt of the notice referred to in Article 3.5(d), request that a resolution under Article 3.5(a) be reviewed by the Company at the next general meeting.
- (f) If a request under Article 3.5(e) is made, the Directors must propose at the next general meeting of the Company that a resolution be moved to confirm the expulsion of the Member concerned.
- (g) A resolution under Article 3.5(a) takes effect on:
 - (i) if the Member gives a notice under Article 3.5(e), the date (if any) the resolution is confirmed by a general meeting of the Company; or
 - (ii) if the Member does not give a notice under Article 3.5(e), the date of the resolution.
- (h) A resolution under Article 3.5(b) takes effect on the date of the resolution.
- (i) The Directors may reinstate an expelled Member on any terms and at any time as the Directors resolve, including a requirement that all amounts due but unpaid by the expelled Member are paid.

4. Fees

- (a) The Company (under the control of the Directors) may require the payment of fees or levies by Members in the amounts and at the times as the Directors resolve, including payments by instalments.
- (b) The Company (under the control of the Directors) may make Fees payable for one or more Members for different amounts and at different times.
- (c) The Directors may revoke or postpone Fees or extend the time for payment of Fees.
- (d) The Company must give Members at least 20 Business Days notice of Fees.
- (e) A notice of Fees must be in writing and specify the amount of the Fee, the time and place of payment of the Fee and the person to whom that Fee must be paid.

- (f) A Fee is not invalid if either or both a Member does not receive notice of the Fee or the Company accidentally does not give notice of the Fee to a Member.
- (g) A Member must pay to the Company the amount of each Fee made payable by the Member to the persons and at the times and places specified in the notice of the Fee.
- (h) If a Fee is payable in one or more fixed amounts on one or more fixed dates, the relevant Member must pay to the Company those amounts on those dates.

5. Certificates

- (a) The Company may issue to each Member, free of charge, a certificate evidencing that person as a Member.
- (b) The Company may issue a replacement certificate of being a Member if:
 - (i) the Company receives and cancels the existing certificate; or
 - (ii) the Company is satisfied that the existing certificate is lost or destroyed, and the Member pays any fee as the Directors resolve.

6. Proceedings of Members

6.1 Written resolutions of Members

While the Company has only one Member, the Company may pass a resolution by that Member signing a record in writing of that resolution.

6.2 Who can call meetings of Members

- (a) Subject to the Corporations Act, one or more Directors may call a meeting of Members at a time and place as the Director or Directors resolve.
- (b) The Directors must call and arrange to hold a general meeting on the request of Members made in accordance with the Corporations Act.
- (c) The Members may call and arrange to hold a general meeting as provided by the Corporations Act.

6.3 Annual General Meeting

- (a) The Company must hold an AGM if required by, and in accordance with, the Corporations Act.
- (b) The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
 - (i) the consideration of the annual financial report, directors' report and auditor's report for the Company;
 - (ii) the election of directors;
 - (iii) the appointment of the auditor of the Company; and
 - (iv) the fixing of the remuneration of the auditor of the Company.

6.4 How to call meetings of Members

- (a) The Company must give not less than Prescribed Notice of a meeting of Members.
- (b) Notice of a meeting of Members must be given to each Member, each Director and any auditor of the Company.
- (c) Subject to Article 6.12(h), a notice of a meeting of Members must:
 - (i) 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);

- (ii) state the general nature of the business of the meeting; and
 - (iii) set out or include any other information or documents specified by the Corporations Act.
- (d) A person may waive notice of any meeting of Members by notice in writing to the Company to that effect.
- (e) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not be invalid if either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.

6.5 Right to attend meetings

- (a) Each Member and any auditor of the Company is entitled to attend any meetings of Members.
- (b) Subject to this Constitution, each Director is entitled to attend and speak at all meetings of Members.

6.6 Meeting at more than one place

- (a) A meeting of Members may be held in 2 or more places linked together by any technology that:
- (i) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
 - (ii) enables the chair to be aware of proceedings in each place; and
 - (iii) enables the Members in each place to vote on a show of hands and on a poll.
- (b) If a meeting of Members is held in 2 or more places under Article 6.6(a):
- (i) a Member present at one of the places is taken to be present at the meeting; and
 - (ii) the chair of that meeting may determine at which place the meeting is taken to have been held.

6.7 Quorum

- (a) A quorum for a meeting of Members is 3 Members entitled to vote at that meeting.
- (b) In determining whether a quorum for a meeting of Members is present each Member present, and each person present as a proxy, attorney or representative of a Member who is not present, is counted, and is counted only once.
- (c) A quorum for a meeting of Members must be present at the commencement of the meeting. If a quorum is present at the commencement of a meeting of Members, it is taken to be present throughout the meeting unless the chair otherwise determines.
- (d) If a quorum is not present within 30 minutes after the time appointed for a meeting of Members:
- (i) if the meeting was called under Article 6.2(b) or Article 6.2(c), the meeting is dissolved; and
 - (ii) any other meeting is adjourned to the date, time and place as the Directors may by notice to the Members appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned.
- (e) If a quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members, the meeting is dissolved.

6.8 Chair

- (a) The chair of Directors must (if present within 15 minutes after the time appointed for the

holding of the meeting and willing to act) chair each meeting of Members.

- (b) If at a meeting of Members:
 - (i) there is no chair of Directors;
 - (ii) the chair of Directors is not present within 15 minutes after the time appointed for the holding of a meeting of Members; or
 - (iii) the chair of Directors is present within that time but is not willing to chair all or part of that meeting,

the Directors present may, by majority vote, elect a person present to chair all or part of the meeting of Members.

- (c) Subject to Article 6.8(a) , if at a meeting of Members:
 - (i) a chair of that meeting has not been elected by the Directors under Article 6.8(b); or
 - (ii) the chair elected by the Directors is not willing to chair all or part of a meeting of Members,

the Members present must elect another person present and willing to act to chair all or part of that meeting.

6.9 General conduct of meetings

- (a) Subject to the Corporations Act, the chair of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (b) The chair of a meeting of Members may delegate any power conferred by this Article 6.9 to any person.
- (c) The powers conferred on the chair of a meeting of Members under this Article 6.9 do not limit the powers conferred by law.

6.10 Resolutions of Members

- (a) Subject to the Corporations Act, a resolution is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution.
- (b) Unless a poll is requested in accordance with Article 6.11, a resolution put to the vote at a meeting of Members must be decided on a show of hands.
- (c) A declaration by the chair of a meeting of Members that a resolution has on a show of hands been passed, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

6.11 Polls

- (a) A poll may be demanded on any resolution at a meeting of Members.
- (b) A poll on a resolution at a meeting of Members may be demanded by:
 - (i) at least 5 Members present and entitled to vote on that resolution;
 - (ii) one or more Members present and who are together entitled to at least 5% of the votes that may be cast on that resolution on a poll; or
 - (iii) the chair of that meeting.
- (c) A poll on a resolution at a meeting of Members may be demanded:
 - (i) before a vote on that resolution is taken; or
 - (ii) before or immediately after the results of the vote on that resolution on a show

of hands are declared.

- (d) A demand for a poll may be withdrawn.
- (e) A poll demanded on a resolution at a meeting of Members must be taken in the manner and at the time and place the chair directs.
- (f) A poll demanded on a resolution at a meeting of Members for the election of a chair of that meeting or the adjournment of that meeting must be taken immediately.
- (g) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- (h) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

6.12 Adjourned, cancelled and postponed meetings

- (a) Subject to the Corporations Act, the chair:
 - (i) may adjourn a meeting of Members to any day, time and place; and
 - (ii) must adjourn a meeting of Members if the Members present with a majority of votes that may be cast at that meeting agree or direct the chair to do so. The chair may adjourn that meeting to any day, time and place.
- (b) No person other than the chair of a meeting of Members may adjourn that meeting.
- (c) The Company is only required to give notice of a meeting of Members resumed from an adjourned meeting if the period of adjournment exceeds the Prescribed Period.
- (d) Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.
- (e) Subject to the Corporations Act and this Article 6.12, the Directors may at any time postpone or cancel a meeting of Members by giving notice not less than 5 Business Days before the time at which the meeting was to be held to each person who is, at the date of the notice:
 - (i) a Member;
 - (ii) a Director; or
 - (iii) auditor of the Company.
- (f) A general meeting called under Article 6.2(b) must not be cancelled by the Directors without the consent of the Members who requested the meeting.
- (g) A general meeting called under Article 6.2(c) must not be cancelled or postponed by the Directors without the consent of the Members who called the meeting.
- (h) A notice adjourning or postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in 2 or more places, the technology that will be used to facilitate this).

6.13 Number of votes

- (a) Subject to this Constitution and any rights or restrictions attached to a class of Membership, on a show of hands or on a poll at a meeting of Members, every Member present has one vote.
- (b) In the case of an equality of votes on a resolution at a meeting of Members, the chair of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the chair of that meeting has in respect of that resolution.
- (c) A Member present at a meeting of Members is not entitled to vote on any resolution if any amount due and payable in respect of that person's Membership has not been paid.

- (d) A Member present at a meeting of Members is not entitled to vote on a resolution at that meeting where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (e) The Company must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Member where that person is not entitled to vote on that resolution.
- (f) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member is present in person at that meeting.

6.14 Objections to qualification to vote

- (a) An objection to the qualification of any person to vote at a meeting of Members may only be made:
 - (i) before that meeting, to the Directors; or
 - (ii) at that meeting (or any resumed meeting if that meeting is adjourned), to the chair of that meeting.
- (b) Any objection under Article 6.14(a) must be decided by the Directors or the chair of the meeting of Members (as the case maybe), whose decision, made in good faith, is final and conclusive.

6.15 Proxies, attorneys and representatives

- (a) A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll:
 - (i) in person or, if the Member is a body corporate, by its representative appointed in accordance with the Corporations Act;
 - (ii) by not more than one proxy; or
 - (iii) by not more than one attorney.
- (b) A proxy, attorney or representative of a Member need not be a Member.
- (c) A Member may appoint a proxy, attorney or representative for:
 - (i) all or any number of meetings of Members; or
 - (ii) a particular meeting of Members.
- (d) An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains:
 - (i) the name and address of that Member;
 - (ii) the name of the Company;
 - (iii) the name of the proxy or the name of the office of the proxy; and
 - (iv) the meetings of Members at which the proxy may be used.

An instrument appointing a proxy may be in the following form:

*"I/we, of
 being a member of the Diplomacy Training Program Limited ACN 003 925 148
 hereby appoint of
 or failing him/her of
 as my proxy to vote for me on my behalf at the general meeting of Diplomacy Training
 Program Limited to be held on the
 day of 20 and at any adjournment of that meeting. My proxy is
 hereby authorised to vote +in favour of/+against/+ as he/she sees fit on the following
 resolutions:*

Signed this day of 20

....."

+ delete whichever is not desired.

- (e) The chair of a meeting of Members may determine that an instrument appointing a proxy is valid even if it contains only some of the information specified in Article 6.15(d).
- (f) An instrument appointing an attorney or representative must be in a form as the Directors may prescribe or accept.
- (g) Subject to the Corporations Act, the decision of the chair of a meeting of Members as to the validity of an instrument appointing a proxy, attorney or representative is final and conclusive.
- (h) Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may:
 - (i) agree to a meeting of Members being called by shorter notice than is required by the Corporations Act or this Constitution;
 - (ii) agree to a resolution being either or both proposed and passed at a meeting of Members of which notice of less than the Prescribed Period is given;
 - (iii) speak on any resolution at a meeting of Members on which the proxy or attorney may vote;
 - (iv) vote at a meeting of Members (but only to the extent allowed by the appointment);
 - (v) demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote; and
 - (vi) attend and vote at any meeting of Members which is rescheduled or adjourned.
- (i) Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may vote on:
 - (i) any amendment to a resolution on which the proxy or attorney may vote;
 - (ii) any motion not to put that resolution or any similar motion; and
 - (iii) any procedural motion relating to that resolution, including a motion to elect the chair of a meeting of Members, vacate the chair or adjourn that meeting,even if the appointment directs the proxy or attorney how to vote on that resolution.
- (j) The Company must only send a form of proxy to Members in respect of a meeting of Members which provides for the Member:
 - (i) to appoint a proxy of the Member's choice, but may specify who is to be appointed as proxy if the Member does not choose; and
 - (ii) to vote for or against each resolution, and may also provide for the Member to abstain from voting on each resolution.
- (k) If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is:
 - (i) the person specified by the Company in the form of proxy in the case the Member does not choose; or
 - (ii) if no person is so specified, the chair of that meeting.
- (l) A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a meeting of Members.

- (m) An appointment of proxy or attorney for a meeting of Members is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) before or at the time scheduled for commencement of that meeting (or any adjournment of that meeting).
- (n) Unless the Company has received notice in writing not less than 24 hours before the time scheduled for the commencement of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy, attorney or representative is, subject to this Constitution, valid even if, before the person votes:
 - (i) that Member revokes the appointment of that person; or
 - (ii) that Member revokes the authority under which the person was appointed by a third party.

7. Directors

7.1 Number of Directors

- (a) The Company must have not less 3, and not more than 12, Directors.
- (b) The Company in general meeting may by ordinary resolution alter the maximum or minimum number of Directors provided that the minimum is not less than 3.
- (c) If the number of Directors is below the minimum fixed by this Constitution, the Directors must not act except in emergencies, or for appointing one or more directors in order to make up a quorum for a meeting of Directors, or to call and arrange to hold a meeting of Members.

7.2 Appointment of Directors

- (a) Subject to Article 7.1, the Directors may appoint any person as a Director.
- (b) The Company in general meeting may by ordinary resolution appoint any person as a Director.
- (c) A Director need not be a Member.
- (d) All acts done by a Director, or a person acting as a Director, including in a meeting of Directors, will, notwithstanding that it was afterwards discovered that there was a defect in the appointment of that person as a Director, or that the Director was otherwise disqualified, be valid as if that person had been duly appointed and was qualified to be Director.

7.3 Vacation of office

- (a) A Director may resign from office by giving the Company notice in writing.
- (b) Subject to the Corporations Act, the Company in general meeting convened on Prescribed Notice may by ordinary resolution remove any Director, and if thought fit, appoint another person in place of that Director.
- (c) A Director ceases to be a Director if:
 - (i) the Director becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health;
 - (ii) the Director is absent without the consent of the Directors from 3 successive meetings of the Directors and the other Directors resolve that his or her office be vacated;
 - (iii) the Director resigns or is removed under this Constitution;
 - (iv) the Director is an Executive Director and ceases to be an employee of the Company or of a related body corporate of the Company;
 - (v) the Director becomes an insolvent under administration; or

- (vi) the Corporations Act so provides.

7.4 Term of appointment of Directors

- (a) Except as provided for in Article 7.3, a Director is appointed for a term of three years.
- (b) The Company in general meeting may by ordinary resolution extend the term of appointment of a Director to a specified date or appoint the director for a further term of up to three years.
- (c) Except as provided for in Article 7.3, the number of terms (whether consecutive or not consecutive) a Director may serve is unlimited.

7.5 Alternate Directors

A Director may not appoint a person as an alternate director of that Director.

7.6 Remuneration of Directors

- (a) The Company must not pay any fees to a Director for performing that person's duties and responsibilities as a Director.
- (b) The Company must not pay any amount to a Director under this Article 7.6 unless that payment has been approved by the Directors.
- (c) The remuneration of the Executive Directors:
 - (i) must, subject to the provisions of any contract between each of them and the Company, be fixed by the Directors; and
 - (ii) must not be set as a commission on, or percentage of, operating revenue.
- (d) If a Director performs extra or special services the Company may, subject to the Corporations Act and this Article 7.6, pay remuneration or provide benefits to that Director as the Directors resolve from time to time (which resolution may apply generally in relation to particular classes of services or persons, or specifically in relation to a particular service or person).
- (e) The Company may pay reasonable travelling, accommodation and other expenses that a Director properly incurs in connection with the business of the Company.

7.7 Interests of Directors

- (a) A Director may:
 - (i) hold an office or place of profit (except as auditor) in the Company, on any terms as the Directors resolve;
 - (ii) hold an office or otherwise be interested in any related body corporate of the Company or other body corporate in which the Company is interested; or
 - (iii) act, or the Director's firm may act, in any professional capacity for the Company (except as auditor) or any related body corporate of the Company or other body corporate in which the Company is interested,and retain the benefits of doing so, if the Director discloses in accordance with the Corporations Act the interest giving rise to those benefits.
- (b) If a Director discloses the interest of the Director in accordance with the Corporations Act:
 - (i) the Director may contract or make an arrangement with the Company, or a related body corporate of the Company or a body corporate in which the Company is interested, in any matter in any capacity;
 - (ii) the Director may, subject to the Corporations Act, be counted in a quorum for a meeting of Directors considering that contract or arrangement;

- (iii) the Director may, subject to the Corporations Act, vote on whether the Company enters into the contract or arrangement, and on any matter that relates to the contract, arrangement or interest;
- (iv) the Director may sign on behalf of the Company, or witness the affixing of the common seal of the Company to, any document in respect of the contract or arrangement;
- (v) the Director may retain the benefits under the contract or arrangement; and
- (vi) the Company cannot avoid the contract or arrangement merely because of the existence of the Director's interest.

8. Officers

8.1 Managing Director

- (a) The Directors may appoint one or more of themselves as a managing director, for any period and on any terms (including as to remuneration) the Directors resolve.
- (b) Subject to any agreement between the Company and a managing director, the Directors may remove or dismiss a managing director at any time, with or without cause.
- (c) The Directors may delegate any of their powers (including the power to delegate) to a managing director.
- (d) The Directors may revoke or vary:
 - (i) the appointment of a managing director; or
 - (ii) any power delegated to a managing director.
- (e) A managing director must exercise the powers delegated to him or her in accordance with any directions of the Directors.
- (f) The exercise of a power by a managing director is as effective as if the Directors exercised the power.
- (g) A person ceases to be a managing director if the person ceases to be a Director.

8.2 Secretary

- (a) The Directors may appoint one or more Secretaries, for any period and on any terms (including as to remuneration) the Directors resolve.
- (b) Subject to any agreement between the Company and a Secretary, the Directors may remove or dismiss a Secretary at any time, with or without cause.
- (c) The Directors may revoke or vary the appointment of a Secretary.

8.3 Indemnity and insurance

- (a) To the extent permitted by law, the Company must indemnify each Relevant Officer against:
 - (i) a Liability of that person; and
 - (ii) Legal Costs of that person.
- (b) To the extent permitted by the law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (c) To the extent permitted by the law, the Company may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against:
 - (i) a Liability of that person; and
 - (ii) Legal Costs of that person.

- (d) To the extent permitted by law, the Company may enter into an agreement or deed with:
 - (i) a Relevant Officer; or
 - (ii) a person who is, or has been an officer of the Company or a subsidiary of the Company,

under which the Company must do all or any of the following:

- (iii) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
- (iv) indemnify that person against any Liability of that person;
- (v) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
- (vi) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

9. Powers of the company and directors

9.1 General powers

- (a) The Company may exercise in any manner permitted by the Corporations Act any power which a public company limited by guarantee may exercise under the Corporations Act.
- (b) The business of the Company is managed by or under the direction of the Directors.
- (c) The Directors may exercise all the powers of the Company except any powers that the Corporations Act or this Constitution requires the Company to exercise in general meeting.

9.2 Execution of documents

- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by:
 - (i) 2 Directors;
 - (ii) a Director and a Secretary; or
 - (iii) a Director and another person appointed by the Directors for that purpose.
- (b) The Company may execute a document without a common seal if the document is signed by:
 - (i) 2 Directors;
 - (ii) a Director and a Secretary; or
 - (iii) a Director and another person appointed by the Directors for that purpose.
- (c) The Directors may resolve, generally or in a particular case, that any signature on certificates for Membership may be affixed by mechanical or other means.
- (d) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in the manner and by the persons as the Directors resolve.

9.3 Committees and delegates

- (a) The Directors may delegate any of their powers (including this power to delegate) to a committee of Directors, a Director, an employee of the Company or any other person.
- (b) The Directors may revoke or vary any power delegated under Article 9.3(a).
- (c) A committee or delegate must exercise the powers delegated in accordance with any

directions of the Directors.

- (d) The exercise of a power by the committee or delegate is as effective as if the Directors exercised the power.
- (e) Article 10 applies with the necessary changes to meetings of a committee of Directors.

9.4 Strategic and financial controls

- (a) The Company may by resolution of its Directors:
 - (i) approve any strategic controls (including controls in relation to approving business plans) in the internal policies, procedures or guidelines of the Company;
 - (ii) approve any financial controls (including controls for approving budgets and receiving audited financial accounts) in the internal policies, procedures or guidelines of the Company; or
 - (iii) appoint a person to the position of Chief Executive Officer.
- (b) The Company may by resolution of its Directors delegate the approval of any strategic controls or financial controls under Articles 9.4(a)(i) and (ii) to a committee of Directors, a Director, an employee of the Company or any other person.

9.5 Attorney or agent

- (a) The Directors may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) the Directors resolve.
- (b) The Directors may delegate any of their powers (including the power to delegate) to an attorney or agent.
- (c) The Directors may revoke or vary:
 - (i) an appointment under Article 9.5(a); or
 - (ii) any power delegated to an attorney or agent.

10. Proceedings of directors

10.1 Written resolutions of Directors

- (a) The Directors may pass a Resolution without a meeting of the Directors being held if all the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a documents referred to in Article 10.1(a) may be used for assenting to by Directors if the wording of the resolution and the statement is identical in each copy.
- (c) A Director may signify assent to a document under this Article 10.1 by signing the document or by notifying the Company of the assent of the Director:
 - (i) in a manner permitted by Article 12.3; or
 - (ii) by any technology including telephone.
- (d) Where a Director signifies assent to a document under Article 10.1(c) other than by signing the document, the Director must by way of confirmation sign the document before or at the next meeting of Directors attended by that Director.
- (e) The resolution the subject of a document under Article 10.1(b) is not invalid if a Director does not comply with Article 10.1(d).

10.2 Meetings of Directors

- (a) The Directors must hold at least 3 meetings of Directors each year.
- (b) The Directors may meet, adjourn and otherwise regulate their meetings as they think fit.
- (c) A meeting of Directors may be held using any technology consented to by a majority of the Directors.
- (d) If a meeting of Directors is held in 2 or more places linked together by any technology:
 - (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chair of the meeting that the Director is discontinuing his or her participation in the meeting; and
 - (ii) the chair of that meeting may determine at which place the meeting will be taken to have been held.

10.3 Who can call meetings of Directors

- (a) A Director may call a meeting of Directors at any time.
- (b) On request of any Director, a Secretary of the Company must call a meeting of the Directors.

10.4 How to call meetings of Directors

- (a) Notice of a meeting of Directors must be given to each Director.
- (b) A notice of meeting of Directors must:
 - (i) 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); and
 - (ii) state the general nature of the business of the meeting.
- (c) A Director may waive notice of a meeting of Directors by notice in writing to the Company to that effect.

10.5 Quorum

- (a) Subject to the Corporations Act, a quorum for a meeting of Directors is:
 - (i) if the Directors have fixed a number for the quorum, that number of Directors; and
 - (ii) in any other case, 3 Directors entitled to vote on a resolution that may be proposed at that meeting.
- (b) A quorum for a meeting of Directors must be present at all times during the meeting.
- (c) If there are not enough persons to form a quorum for a meeting of Directors, one or more of the Directors (including those who have an interest in a matter being considered at that meeting) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

10.6 Chair

- (a) The Directors may elect a Director as chair of Directors or deputy chair of Directors for any period they resolve, or if no period is specified, until that person ceases to be a Director.
- (b) The Directors may remove the chair of Directors or deputy chair of Directors at any time.
- (c) The chair of Directors must (if present within 15 minutes after the time appointed for the holding of the meeting and will to act) chair each meeting of Directors.
- (d) If:

- (i) there is no chair of Directors; or
- (ii) the chair of Directors is not present within 15 minutes after the time appointed for the holding of a meeting of Directors; or
- (iii) the chair of Directors is present within that time but is not willing to chair all or part of that meeting,

then if the Directors have elected a deputy chair of Directors, the deputy chair of Directors must (if present within 15 minutes after the time appointed for the holding of the meeting and will to act) chair all or part of the meeting of Directors.

(e) Subject to Articles 10.6(c) and 10.6(d), if:

- (i) there is no deputy chair of Directors; or
- (ii) the deputy chair of Directors is not present within 15 minutes after the time appointed for the holding of a meeting of Directors; or
- (iii) the deputy chair of Directors is present within that time but is not willing to chair all or part of that meeting,

the Directors present must elect one of themselves to chair all or part of the meeting of Directors.

(f) A person does not cease to be a chair of Directors or deputy chair of Directors if that person retires as a Director at a meeting of Members and is re-elected as a Director at that meeting.

10.7 Resolutions of Directors

- (a) A resolution of Directors is passed if more votes are cast in favour of the resolution than against it.
- (b) Subject to Article 7.7 and this Article 10.7, each Director has one vote on a matter arising at a meeting of the Directors.
- (c) Subject to the Corporations Act, in case of an equality of votes on a resolution at a meeting of Directors, the chair of that meeting has a casting vote on that resolution in addition to any vote the chair has in his or her capacity as a Director in respect of that resolution.

11. Dividends and profits

The Company may not pay dividends to Members of the Company.

12. Notices and payments

12.1 Notice to Members

- (a) The Company may give notice to a Member:
 - (i) in person;
 - (ii) by sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member; or
 - (iii) by sending it to the fax number or electronic address (if any) nominated by that Member.
- (b) If the address of a Member in the Register is not within Australia, the Company must send all documents to that Member by air-mail, air courier or by fax.
- (c) Any notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

12.2 Notice to Directors

The Company may give notice to a Director:

- (a) in person;
- (b) by sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person;
- (c) by sending it to the fax number or electronic address (if any) nominated by that person; or
- (d) by any other means agreed between the Company and that person.

12.3 Notice to the Company

A person may give notice to the Company:

- (a) by leaving it at the registered office of the Company;
- (b) by sending it by post to the registered office of the Company;
- (c) by sending it to the fax number at the registered office of the Company;
- (d) by sending it to the electronic address (if any) nominated by the Company for that purpose; or
- (e) by any other means permitted by the Corporations Act.

12.4 Time of service

- (a) A notice sent by post to an address within Australia is taken to be given:
 - (i) in the case of a notice of meeting, one Business Day after it is posted; or
 - (ii) in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (b) A notice sent by post or air-mail to an address outside Australia is taken to be given:
 - (i) in the case of a notice of meeting, 3 Business Days after it is posted; or
 - (ii) in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (c) A notice sent by air courier to a place outside Australia is taken to be given 5 Business Days after delivery to the air courier.
- (d) A notice sent by fax is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax number.
- (e) The giving of a notice by post, air-mail or air courier is sufficiently proved by evidence that the notice:
 - (i) was addressed to the correct address of the recipient; and
 - (ii) was placed in the post or delivered to the air courier.
- (f) A certificate by a Director or Secretary of a matter referred to in Article 12.4(e) is sufficient evidence of the matter, unless it is proved to the contrary.

12.5 Signatures

The Directors may decide, generally or in a particular case, that a notice given by the Company be signed by mechanical or other means.

13. Winding up

13.1 Distributions

- (a) On a winding up of the Company, the Members must determine one or more companies, associations or institutions whose constitution:
 - (i) requires it to pursue only objects similar to those in Article 1.4 and to apply its income in promoting those objects;
 - (ii) prohibits it from making distributions to its members to at least the same extent as in Article 1.5; and
 - (iii) if a company, prohibits it from paying fees to its directors and requires its directors to approve all other payments the company makes to its directors,to whom the liquidator must give or transfer any surplus on winding up.
- (b) If the Members fail to make a determination under Article 13.1(a) within 20 Business Days of the winding up of the Company, the liquidator must make an application to the Supreme Court of New South Wales to make that determination.

Schedule 1 Definitions and Interpretation

1. Definitions

In this Constitution:

"Business Day" means a day except a Saturday, Sunday or public holiday in New South Wales.

"Corporations Act" means the Corporations Act 2001 (Commonwealth).

"Directors" means the directors of the Company for the time being, and if the Company has only one director, that director.

"Executive Director" means a Director who is an employee (whether full-time or part-time) of the Company or of any related body corporate of the Company.

"Expulsion Event" means, in respect of a Member:

- (a) the Member has wilfully refused or neglected to comply with the provisions of this Constitution or a contract to which the Member is a party;
- (b) the conduct of the Member, in the opinion of the Directors, is unbecoming of the Member or prejudicial to the interests or reputation of the Company; or
- (c) the Member is, or any step is taken for the Member to become, an externally administered body corporate (whether or not a body corporate).

"Fee" means a fee or levy payable by Members under Article 3.1.

"Legal Costs" of a person means legal costs incurred by that person in defending an action for a Liability of that person.

"Liability" of a person means a liability incurred by that person as an officer of the Company or a subsidiary of the Company.

"Member" means a person whose name is entered in the Register as a member of the Company.

"Prescribed Notice" means the Prescribed Period or any shorter period of notice for a meeting allowed under the Corporations Act.

"Prescribed Period" means 21 days.

"Register" means the register of Members kept under the Corporations Act and, where appropriate, includes any branch register.

"Relevant Officer" means a person who is, or has been, a Director or Secretary.

"Secretary" means a company secretary of the Company for the time being.

2. Interpretation

(a) In this Constitution:

- (i) a reference to a meeting of Members includes a meeting of any class of Members;
- (ii) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy, attorney or representative; and
- (iii) a reference to a notice or document in writing includes a notice or document given by fax or another form of written communication.

(b) In this Constitution, headings are for convenience only and do not affect interpretation, and unless the context indicates a contrary intention:

- (i) words importing the singular include the plural (and vice versa);
 - (ii) words indicating a gender include every other gender;
 - (iii) the word "**person**" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust;
 - (iv) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
 - (v) the word "includes" in any form is not a word of limitation.
- (c) Unless the context indicates a contrary intention, in this Constitution:
- (i) a reference to an Article or a Schedule is to an article or a schedule of this Constitution;
 - (ii) a reference in a Schedule to a paragraph is to a paragraph of that Schedule;
 - (iii) a Schedule is part of this Constitution; and
 - (iv) a reference to this Constitution is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time.
- (d) Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it.
- (e) Unless the context indicates a contrary intention, in this Constitution:
- (i) an expression in an Article that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision; and
 - (ii) an expression in an Article that is defined in section 9 of the Corporations Act has the same meaning as in that provision.

3. Exercise of Powers

Where this Constitution confers a power or imposes a duty, then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.

4. Severing invalid provisions

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, that does not affect or impair:

- (a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
- (b) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.