
Constitution of Q Shelter Ltd

A company limited by guarantee

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Constitution

Q Shelter Ltd

1 Definitions and interpretation

1.1 Definitions

In this document:

Term	Definition
ACNC Legislation	means the: <ul style="list-style-type: none"> (a) <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth); and (b) <i>Australian Charities and Not-for-profits Commission Regulation 2022</i> (Cth).
Advisory Group	Means an Advisory Group established by the Board under rule 12.3.
Annual General Meeting	has the meaning given in rule 7.1(a).
Appointed Director	has the meaning given in rule 10.2(b).
ASIC	means the Australian Securities and Investments Commission.
Board	means the board of Directors.
Business Day	means a day that is not a Saturday, Sunday or public holiday where the Office is located.
Chair	means the chair of the Board.
Committee	means a committee established by the Board under rule 12.2(a).
Company	means Q Shelter Ltd.
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Corporations Legislation	means the: <ul style="list-style-type: none"> (a) Corporations Act; and (b) <i>Corporations Regulations 2001</i> (Cth).
Director	means a person appointed to the office of director of the Company.
Elected Director	has the meaning given in rule 10.2(a).
Liability	for the purposes of rule 21, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.

Term	Definition
Member	means any person who holds membership of the Company under the Constitution.
Member Representative	has the meaning set out in rule 5.6(a).
Membership Fee	has the meaning set out in rule 6(a).
Objects	has the meaning set out in rule 2.1.
Office	means the registered office of the Company.
Officer	means a Director or Secretary of the Company or a person: <ul style="list-style-type: none"> (a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; (b) who has the capacity to affect significantly the Company's financial standing; or (c) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board or the Company).
Proceedings	has the meaning set out in rule 21.1.
Register	means the register of Member of the Company established under the Corporations Act.
Registered Address	means the address of the Member specified in the Register or another other address notified by the Member to the Company as the place they will accept service of notices.
Related Body Corporate	has the meaning given by section 9 of the Corporations Act.
Replaceable Rules	means the replaceable rules under the Corporations Act and includes any replaceable rules that become or may become a provision of the Corporations Act.
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.
Special Resolution	means a resolution: <ul style="list-style-type: none"> (a) for which the requisite notice has been given under rule 8.3(b)(iii); and (b) that has been, or is proposed to be, passed by at least 75% of the votes cast by Members entitled to vote on the resolution.
Surplus Assets	has the meaning set out in rule 4.2(a).

1.2 Interpretation

In this document:

- (a) a reference to a rule is a reference to a rule in this document and references to this Constitution;
- (b) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (c) a reference to a person includes a body corporate, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
- (d) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (e) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day; and
- (f) a reference to 'month' means calendar month.

1.3 Replaceable Rules

The Replaceable Rules do not apply to the Company.

1.4 Headings

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

1.5 Application of the Corporations Legislation

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Corporations Legislation has the same meaning as in that provision; and
- (b) subject to rule 1.5(a), an expression in a rule that has a defined meaning for the purposes of the Corporation Legislation has the same meaning as in the Corporations Legislation.

1.6 Application of ACNC Legislation

The Company must only comply with the ACNC Legislation and any reference to the ACNC Legislation in the Constitution, to the extent that it is registered by the Australian Charities and Not-for-profits Commission.

2 Objects and powers

2.1 Objects of Company

The Company is established for the public charitable objects of organising, conducting, and promoting the relief of poverty, sickness, destitution, helplessness, suffering, misfortune,

disability, or distress caused or contributed by unmet housing needs and homelessness (**Objects**).

2.2 Achieving the Objects

To achieve the Objects, the Company may, without limitation:

- (a) harness the resources of the community in support of the Objects;
- (b) establish and maintain affiliations and information exchange with other organisations having similar objects to the Objects;
- (c) seek or receive donations and legacies to apply to the Objects;
- (d) promote the Objects in any manner the Board considers appropriate; and
- (e) do things incidental or conducive to the attainment of the Objects.

2.3 Powers of the Company

The Company has all the powers of an individual and a body corporate, subject to rule 2.4.

2.4 No power to issue shares

The Company has no power to issue or allot shares.

3 Non-profit nature of the Company

3.1 Not-for-profit

The income and property of the Company must be applied solely for the promotion of the Objects.

3.2 No income or property to a Member

No income or property of the Company may be paid or transferred, directly or indirectly, to a Member except as provided under rule 4.2 or for payments to a Member:

- (a) in carrying out the Objects;
- (b) in return for services rendered by, or goods supplied, by the Member to the Company in the ordinary and usual course of business;
- (c) for reasonable and proper rent for premises leased by the Member to the Company;
- (d) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

3.3 No income or property to a Director

No income or property of the Company may be paid or transferred, directly or indirectly, to a Director except as provided under rule 14.2 or for payments to a Director approved by the Board to reimburse out of pocket expenses incurred by a Director in performing a duty as a Director.

4 Winding up

4.1 Limited liability on winding up

- (a) If the Company is wound up, the Member must contribute the guarantee amount to the assets of the Company for the:
 - (i) payment of the debts and liabilities of the Company; and
 - (ii) costs of winding up.
- (b) The maximum liability of the Member under rule 4.1(a) is \$10.

4.2 Distribution of surplus on winding up

- (a) Any property that remains after the winding up or dissolution of the Company, and upon satisfaction of all the Company's debts and liabilities, becomes surplus assets (**Surplus Assets**).
- (b) Subject to rule 4.2(c), Surplus Assets must not be distributed to a Member.
- (c) Subject to rule 4.3, any Surplus Assets must be given to another charitable fund, authority or institution:
 - (i) with objects similar to the Objects; and
 - (ii) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution.
- (d) The charitable fund, authority or institution to receive any Surplus Assets under rule 4.2(c) must be decided by the Members at or before the time of the winding-up or dissolution. If the Members do not wish to decide, or do not decide, the Board may decide. If the Members or the Board do not decide, the decision must be referred to the Supreme Court of the state or territory in which the Office is located.

4.3 Deductible gift recipient

If the Company is endorsed as a deductible gift recipient, then:

- (a) upon the revocation of its endorsement as a deductible gift recipient; or
- (b) upon its winding up,

any Surplus Assets must be transferred to another charitable fund, authority or institution:

- (c) with objects similar to the Objects;
- (d) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution; and
- (e) to which income tax deductible gifts of money or property, as described in item 1 of the table in section 30-15 of the *Income Tax Assessment Act 1997* (Cth), can be made.

5 Membership

5.1 Members

- (a) The Members are:
 - (i) the persons named as Members with their consent in the application for registration of the Company; and
 - (ii) subject to rule 5.8, any other persons admitted to membership under this Constitution from time to time.
- (b) The number of Members is unlimited.

5.2 Classes

The only class of membership is ordinary membership.

5.3 Admission to membership

- (a) Any person may apply for membership of the Company if they are supportive of the objects of the Company.
- (b) An application for membership must be:
 - (i) in a form approved by the Board; and
 - (ii) accompanied by any other documents or payments which the Board requires from time to time.
- (c) The Board may in its absolute discretion accept or reject any application for membership.
- (d) The Board does not need to give a reason for the rejection of an application for membership.
- (e) If an application for membership is rejected, the Secretary must notify the applicant in writing and return any fee paid by the applicant.
- (f) If an application for membership is accepted:
 - (i) the name and details of that person must be entered in the Register; and
 - (ii) the Secretary must notify the applicant in writing of the acceptance.
- (g) A person admitted to membership, so long as they pay the Membership Fee (if any) and otherwise remain a Member under this Constitution, is entitled to:
 - (i) receive notice of and attend any general meeting of the Company; and
 - (ii) vote at any general meeting of the Company.

5.4 Voting rights of Members

Each Member is entitled to one vote on a show of hands and on a poll.

5.5 Notice by Members

A Member must promptly notify the Secretary in writing of:

- (a) any change in their qualification to being a Member; and
- (b) any change in their address or contact details.

5.6 Member Representative

- (a) If a Member is a body corporate, it must nominate one individual (**Member Representative**) to represent it in the Company.
- (b) A Member Representative must consent to the nomination in writing.
- (c) The Member Representative can exercise any of the rights and powers granted to the Member.

5.7 Register of Members

The Company must establish and maintain a Register.

5.8 Resignation and termination of membership

- (a) A person ceases to be a Member if the person:
 - (i) resigns as a Member by giving written notice to the Company;
 - (ii) has not paid their Membership Fee;
 - (iii) if an individual, dies;
 - (iv) if a body corporate, is wound up or deregistered;
 - (v) within three months of the Secretary giving a written request to the Member, has not responded in writing confirming that they wish to remain a Member; or
 - (vi) is terminated by the Board under rule 5.8(b).
- (b) The Board, having been made aware, may terminate a Member's membership if the Member:
 - (i) becomes bankrupt or insolvent;
 - (ii) is of unsound mind or is a patient under laws relating to mental health or whose estate is administered under the laws about mental health;
 - (iii) is convicted of an indictable offence;
 - (iv) has conducted themselves in a way the Board consider to be injurious or prejudicial to the character, reputation or interests of the Company; or

- (v) is in any other way in breach of its obligations under this Constitution.
- (c) The rights or privileges of membership may be reinstated at the absolute discretion of the Board.
- (d) Membership is personal to the Member and is not transferable.

5.9 Associates, affiliates and supporters

- (a) The Board may in its absolute discretion adopt a policy to recognise individuals or body corporates as associates, affiliates or supporters of the Company.
- (b) For the avoidance of doubt, any associate, affiliate or supporter of the Company is not a Member under this Constitution, the Corporations Legislation, the ACNC Legislation or otherwise at law.

6 Membership Fees payable

- (a) The Board may set an annual fee for membership from time to time (**Membership Fee**) in a manner and to an amount determined by the Board in its absolute discretion, including any amount to be payable on a pro rata basis.
- (b) For the avoidance of doubt, the Board may adopt a policy, which it may amend from time to time in its absolute discretion, in relation to Membership Fees and determining timing for payment and eligibility criteria for any discounts that it wishes to apply .

7 Annual General Meeting

7.1 Annual General Meeting

- (a) The Company must hold a general meeting, to be called the **Annual General Meeting**, at least once in every calendar year.
- (b) At each Annual General Meeting, the Company must hold an election of Elected Directors as set out in rule 10.3(a).

7.2 Provisions about general meetings apply to Annual General Meetings

The provisions of this Constitution about general meetings apply, with necessary changes, to Annual General Meetings.

8 General meetings

8.1 Calling a general meeting

- (a) A general meeting of the Company may be called by:
 - (i) the Board; or
 - (ii) the written request of not less than one third of the Members.
- (b) General meetings will be held at the times and places and in the manner decided by the Board.

8.2 Postponing or cancelling a general meeting

The Directors may:

- (a) postpone a general meeting;
- (b) cancel a general meeting; or
- (c) change the place for a general meeting,

if they consider that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.

8.3 Notice of general meetings

- (a) Notice of a general meeting must be given to each person who at the time of giving the notice is a Member, Director or auditor of the Company.
- (b) The Directors may decide the content of a notice of a general meeting, but the notice must include:
 - (i) the place, date and time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this in accordance with rule 8.9);
 - (ii) the general nature of the business to be transacted at the meeting;
 - (iii) if a Special Resolution is proposed, the words of that resolution; and
 - (iv) a statement that Members have the right to appoint a proxy and information about the Company's proxy requirements.
- (c) Unless the Members resolve otherwise:
 - (i) no business may be transacted at a general meeting unless the general nature of the business is stated in the notice calling the meeting; and
 - (ii) except with the approval of the Directors or the chair of the general meeting, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to that resolution and a copy of which has been made available to the Members to inspect or obtain.
- (d) A person may waive notice of any general meeting by written notice to the Company.
- (e) Subject to rule 8.3(f), at least 21 days' notice must be given of a general meeting.
- (f) The Company may call a general meeting on shorter notice if all the Members entitled to attend and vote at the general meeting agree beforehand.

8.4 Non-receipt of notice

- (a) The:
 - (i) non-receipt of a notice of any general meeting by; or

- (ii) accidental omission to give notice to,

any person entitled to notice does not invalidate anything done (including the passing of a resolution) at that meeting.
- (b) A person's attendance at a general meeting waives any objection that person may have to:
 - (i) a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

8.5 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chair of the meeting and the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum at a general meeting is five Members present and entitled to vote at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for the general meeting:
 - (i) the meeting stands adjourned to the day, and at the time and place, the Directors present decide; or
 - (ii) if they do not make a decision, to the same day in the next week at the same time and place.
- (d) At an adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

8.6 Chair of general meetings

- (a) The Chair is entitled to take the chair at every general meeting.
- (b) If at any general meeting:
 - (i) the Chair is not present at the specified time for holding the meeting; or
 - (ii) the Chair is present but unwilling to act as chair of the meeting,the Deputy Chair is entitled to take the chair at the meeting.
- (c) If at any general meeting:
 - (i) there is no Chair or Deputy Chair;
 - (ii) the Chair and Deputy Chair are not present at the specified time for holding the meeting; or

- (iii) the Chair and the Deputy Chair are present but each is unwilling to act as chair of the meeting,

the Directors present may choose another Director as chair of the meeting and if no Director is present or if each of the Directors present are unwilling to act as chair of the meeting, any Member chosen by the Members present is entitled to take the chair at the meeting.

8.7 Acting chair

- (a) A chair of a general meeting may, for any item of business or discrete part of the meeting, vacate the chair in favour of another person nominated by him or her to be the acting chair of that meeting.
- (b) Where an instrument of proxy appoints the chair of the meeting as proxy for part of the proceedings for which an acting chair has been nominated, the instrument of proxy is taken to be in favour of the acting chair for the relevant part of the proceedings.

8.8 Conduct at general meetings

The chair of a general meeting:

- (a) has charge of the general conduct of the meeting and the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chair'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
- (c) may terminate discussion or debate on any matter whenever the chair of the meeting considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chair of the meeting under this rule is final.

8.9 Using technology to hold general meetings

- (a) The Company may hold a general meeting at two or more places using any technology that gives the Members entitled to attend the meeting a reasonable opportunity to participate.
- (b) Anyone using this technology is taken to be present in person at the meeting if they can hear and be heard by other participants.

8.10 Adjournment and postponement by the chair of the meeting

- (a) Despite rules 8.2(a) and 8.2(c), where the chair of the meeting considers that:
 - (i) there is not enough room for the number of Members who wish to attend the meeting in person; or
 - (ii) a postponement is necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out,

the chair of the meeting may postpone the meeting before it has started, whether or not a quorum is present.

- (b) A postponement under rule 8.10(a) is to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place is taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).
- (c) The chair of the meeting may at any time during the course of the meeting:
 - (i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting; and
 - (ii) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for any period or periods he or she decides without effecting an adjournment – no business may be transacted and no discussion may take place during any suspension of proceedings unless the chair of the meeting otherwise allows.
- (d) The chair's rights under rules 8.10(a) and 8.10(c) are exclusive and, unless the chair of the meeting requires otherwise, no vote may be taken or demanded by the Members present about any postponement, adjournment or suspension of proceedings.
- (e) Only unfinished business may be transacted at a meeting resumed after an adjournment.
- (f) Where a meeting is postponed or adjourned for 30 days or more, notice of the postponed or adjourned meeting must be given as in the case of the original meeting.

8.11 Continuation of business

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

8.12 Representation at general meetings

Subject to this Constitution, each Member entitled to vote at a general meeting may vote:

- (a) in person; or
- (b) by not more than one proxy.

8.13 Appointment of proxies

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy may, but need not, be a Member.
- (c) A proxy may be a Member who is not entitled in their own right to vote on a particular resolution.
- (d) The document appointing a proxy must:
 - (i) be in the form approved by the Board;
 - (ii) set out the name of the person to be appointed as proxy;

- (iii) set out the period of appointment including whether it is valid only for stipulated meetings;
 - (iv) be signed by the appointing Member; and
 - (v) be received by the Company at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.
- (e) The document appointing a proxy may but need not require the appointing Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution.
- (f) Unless otherwise specified or revoked, a proxy appointment is valid:
- (i) for 12 months after the date of its execution; and
 - (ii) for any adjournment of the meeting, as well as for the meeting to which it relates.

9 Votes of Members

9.1 Decisions at general meetings

- (a) Unless a Special Resolution is required, questions arising at a general meeting must be decided by a majority of votes cast by the Members present and entitled to vote. A decision made in this way is for all purposes, a decision of the Members.
- (b) If at a general meeting the votes are equal on a proposed resolution:
- (i) the chair of the meeting does not have a casting vote; and
 - (ii) the proposed resolution is taken as lost.
- (c) A resolution put to the vote of a general meeting must be decided by the Members present and entitled to vote on a show of hands, unless a poll is demanded:
- (i) before the show of hands is taken;
 - (ii) before the result of the show of hands is declared; or
 - (iii) immediately after the result of the show of hands is declared.
- (d) On a show of hands, where the chair of a general meeting has two or more appointments that specify different ways to vote on a resolution, the chair of the meeting must not vote as a proxy on that resolution.
- (e) Unless a poll is duly demanded:
- (i) a declaration by the chair of a general meeting; or
 - (ii) an entry in the Company's minute book:
- that a resolution has on a show of hands:

- (iii) been carried;
- (iv) carried unanimously;
- (v) carried by a particular majority; or
- (vi) lost,

is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

9.2 When poll may be demanded

- (a) A poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) A poll may only be demanded by the chair of a meeting.
- (c) No poll may be demanded on the election of a chair of a meeting.

9.3 Taking a poll

- (a) If a poll is demanded under rule 9.2, it may be taken and the result of the poll reported in the manner and at the time the chair of the meeting directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- (b) The demand for a poll may be withdrawn.
- (c) In the case of any dispute about the admission or rejection of a vote, the chair's decision is final.

10 The Board

10.1 First Directors

- (a) The first Directors are those persons named as Directors in the application for incorporation of the Company (**First Directors**).
- (b) Subject to rules 10.3(a) and 10.3(c), for the purposes of rules 10 and 11, the First Directors are Elected Directors.
- (c) The period of service under rule 10.3(b) or rule 10.4(c) (as the case may be at the relevant time) for each of the First Directors commences at the first Annual General Meeting of the Company following registration with ASIC, as though those First Directors were elected at that meeting, and no prior term of service is to be counted.

10.2 Directors

The Board must consist of not less than three and not more than ten Directors, comprising:

- (a) not more than seven Directors elected under rule 10.3(a) or deemed to be elected under rule 10.1(b) (**Elected Directors**);
- (b) not more than three Directors appointed by the Board under rule 10.4 (**Appointed Directors**).

10.3 Elected Directors

- (a) The election of Elected Directors will occur in accordance with any policy or procedure approved by the Board from time to time or, if no such policy or procedure exists, then as follows:
 - (i) any Member or the Board may nominate a person qualified under rule 10.5(a) to serve as an Elected Director;
 - (ii) a nomination under rule 10.3(a)(i) must be in the form approved by the Board from time to time;
 - (iii) the nomination by a Member and the candidate's signed consent must be left at the Office at least 30 days, and at most 45 days, before the meeting, however the Board may nominate at any time before the notice of meeting is issued to the Members;
 - (iv) the candidates' names (in alphabetical order of surname) must be forwarded to the Members with the notice of Annual General Meeting;
 - (v) at the Annual General Meeting each Member is entitled to cast a vote 'for' or 'against' a named candidate for a vacant position under rule 10.2(a) for which they have been nominated;
 - (vi) where the number of candidates is equal to or less than the number of vacant positions, each candidate must obtain majority approval of the Members in order to be elected to the Board; and
 - (vii) where the number of candidates exceeds the number of vacant positions, the candidates receiving the highest number of votes 'for' are elected, in progressive order, until all vacant positions are filled.
- (b) Subject to rule 10.1(c), an Elected Director who has held office for a continuous period of nine Annual General Meetings, regardless of whether they took office on the Board as an Elected Director, an Appointed Director or to fill a casual vacancy (under rule 10.6(a)):
 - (i) must retire at the conclusion or adjournment (as the case may be) of that ninth Annual General Meeting; and
 - (ii) is not eligible, from the day they retire, to be a Director.
- (c) Subject to rule 10.6(c), the relevant period under rule 10.3(b) for an Elected Director who is not a First Director, commences on the day the Director first took office on the Board.

10.4 Appointed Directors

- (a) The Board may appoint any person qualified under rule 10.5(b) as an Appointed Director for their particular skills and experience for a term of not more than three years.

- (b) The Board may develop a policy, including a skills matrix, that sets out a process for appointing Appointed Directors from time to time.
- (c) An Appointed Director who has held office for a continuous period of nine years, regardless of whether they took office on the Board as an Elected Director, an Appointed Director or to fill a casual vacancy (under rule 10.6(a)):
 - (i) must retire no later than on the last day of that nine year period; and
 - (ii) is not eligible, from the day they retire, to be a Director.

10.5 Qualifications for Directors

- (a) An Elected Director must:
 - (i) be a natural person;
 - (ii) be a Member;
 - (iii) be supportive of the Objects;
 - (iv) not be excluded from election or appointment to the Board by operation of rule 10.3(b) or rule 10.4(c); and
 - (v) not be prevented from holding the office of director of a company by the Corporations Legislation or ACNC Legislation.
- (b) An Appointed Director must:
 - (i) be a natural person;
 - (ii) be, in the opinion of the Board, supportive of the Objects;
 - (iii) not be excluded from election or appointment to the Board by operation of rule 10.3(b) or rule 10.4(c); and
 - (iv) not be prevented from holding the office of director of a company by the Corporations Legislation or ACNC Legislation.
- (c) For the avoidance of doubt and subject to rule 10.1(c) and rule 10.6(c), if a Director is during the relevant period of service under rule 10.3(b) or rule 10.4(c), both an Elected Director and an Appointed Director, the period of service is the aggregated continuous period from the day the Director took office on the Board.

10.6 Casual vacancies

- (a) In addition to its power under rule 10.4(a) to appoint Directors, the Board has power to appoint in its absolute discretion any person qualified under rule 10.5(a) it deems fit as a Director to fill a casual vacancy among the Elected Directors.
- (b) Any Director appointed under rule 10.6(a) holds office until the conclusion or adjournment (as the case may be) of the next Annual General Meeting.
- (c) Any period served under rule 10.6(b) is not to be included in the calculation of continuous period served on the Board under rule 10.3(b) or rule 10.4(c).

10.7 Appointment of Chair and Deputy Chair

The Directors:

- (a) must elect a Director to act as Chair;
- (b) must elect the Chair annually;
- (c) may elect a Director to act as Deputy Chair; and
- (d) if electing a Deputy Chair, must elect the Deputy Chair annually.

11 Vacation of office

11.1 Resignation

A Director may resign from the Board by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary, or on a later date specified in the notice.

11.2 Retirement of Directors

- (a) Each Elected Director must retire from office not later than at the third Annual General Meeting following their election or deemed election under rule 10.1(b).
- (b) Not less than one third of the Elected Directors must retire at each Annual General Meeting.
- (c) To facilitate rule 11.2(b), the Elected Directors to retire are:
 - (i) those who have been in office the longest since their last election; or
 - (ii) in the event that there are multiple Elected Directors who were elected at the same time, the Elected Directors to retire must be determined:
 - (A) by the Board; or
 - (B) by lot.
- (d) A retiring Elected Director retains office until the conclusion or adjournment (as the case may be) of the general meeting at which the Elected Director must retire and may, if eligible and subject to rule 10.5(a):
 - (i) be nominated under rule 10.3(a) for re-election under rule 10.2(a); or
 - (ii) be appointed under rule 10.2(b),as the case may be.
- (e) An Appointed Director, upon retirement may, if eligible and subject to rule 10.5(a):
 - (i) be re-appointed by the Board under rule 10.2(b); or
 - (ii) be nominated under rule 10.3(a) for election under rule 10.2(a),

as the case may be.

- (f) A Director retiring under rule 10.6(b), retains office until the conclusion or adjournment (as the case may be) of the meeting at which the Director must retire and may, if eligible and subject to rule 10.5(a):
 - (i) be nominated under rule 10.3(a) for election under rule 10.2(a); or
 - (ii) be appointed under rule 10.2(b),as the case may be.

11.3 Removal

- (a) An Elected Director may be removed from office by ordinary resolution of the Members at a general meeting of the Company convened for that purpose. At the meeting, the Director must be given the opportunity to present their case orally or in writing.
- (b) An Elected Director removed under rule 11.3(a) retains office until the dissolution or adjournment of the general meeting at which the Director is removed.

11.4 Disqualification

In addition to the circumstances prescribed by rules 11.1 to 11.3, the office of a Director becomes immediately vacant upon that person:

- (a) dying;
- (b) becoming an insolvent under administration, suspending payment to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
- (c) becoming a person of unsound mind or a patient under laws about mental health, or whose estate is administered under laws about mental health;
- (d) being absent from meetings of the Board for three consecutive meetings without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be given;
- (e) being removed from office under the Corporations Legislation or ACNC legislation;
- (f) being prohibited from being a director of a company by reason of the operation of the Corporations Legislation or the ACNC Legislation; or
- (g) being convicted of an indictable offence.

12 Powers of the Board

12.1 General powers

- (a) The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by this document) may exercise all powers and do all things as are within the power of the Company and are not by this document, Corporations Legislation or the ACNC Legislation, directed or required to be exercised or done by the Company in general meeting.

- (b) The Board may make regulations and by-laws consistent with the Constitution, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Member (including the terms of entry of the Member to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind any regulations and by-laws.
- (c) A regulation or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting.
- (d) A resolution or regulation made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

12.2 Establishment of Committees

- (a) The Board may at its absolute discretion establish or dismiss Committees from time to time.
- (b) The Board may, subject to the Corporations Legislation or, if applicable, the ACNC Legislation, delegate any of its powers to Committees consisting of one or more Directors or any other person the Board thinks fit.
- (c) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

12.3 Establishment of Advisory Group

- (a) The Board may, in its absolute discretion, establish or dismiss a volunteer Advisory Group from time to time in order to receive specific input and guidance from the community.
- (b) The Board must adopt a separate terms of reference for any Advisory Group established under this rule.
- (c) The Board must not delegate any of its powers to such Advisory Group at any time or for any purpose.

12.4 Exercise of voting power in other corporations

The Board may exercise the voting power conferred by the shares or other membership right in any corporation owned or controlled by the Company at the Board's discretion (including voting in favour of any resolution appointing any of the Directors as directors of that corporation). A Director may vote in favour of the exercise of those voting rights even if the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

13 Proceedings of the Board

13.1 Meetings of the Board

- (a) Subject to the Corporations Legislation, the Directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of Directors to constitute a quorum, constitutes a meeting of the Board. All the provisions in this Constitution relating to meetings of the Directors apply, as far as they can and with any necessary changes, to meetings of the Directors by telephone or other electronic means.
- (c) A meeting by telephone or other electronic means is to be taken to be held at the place where the Chair is or at any other place the Chair decides on, if at least one of the Directors involved was at that place for the duration of the meeting.
- (d) A Director taking part in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs where one or more Directors cease to participate, the Chair may adjourn the meeting until the difficulty is remedied or may, where a quorum of Directors remains present, continue with the meeting.

13.2 Convening of meetings of the Board

A meeting of the Board must be convened if:

- (a) called by the Chair or the Board at any time; or
- (b) called by the Secretary, upon the request of any two Directors.

13.3 Notice of meetings of the Board

- (a) Notice of a meeting of the Board must be given to each person who is, at the time the notice is given a Director, except a Director on leave of absence approved by the Board.
- (b) A notice of a meeting of the Board:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may, if necessary, be given immediately before the meeting; and
 - (iv) may be given in person, by post, by telephone or by electronic means.
- (c) A Director may waive notice of a meeting of the Board by giving notice to that effect in person, by post, by telephone or by electronic means.
- (d) Failure to give a Director notice of a meeting of the Board does not invalidate anything done or any resolution passed at the meeting if:
 - (i) the failure occurred by accident or inadvertent error; or

- (ii) the Director attended the meeting or waived notice of the meeting (whether before or after the meeting).
- (e) A person who attends a meeting of the Board waives any objection that person may have to a failure to give notice of the meeting.

13.4 Quorum at meetings of the Board

- (a) No business may be transacted at a meeting of the Board unless a quorum of Directors is present at the time the business is dealt with.
- (b) The quorum for a meeting of the Board is a simple majority of the Directors.
- (c) If there are any vacancies in the offices of Directors, the remaining Directors may act provided that their number is sufficient to constitute a quorum, otherwise they may act only:
 - (i) in an emergency;
 - (ii) to increase the number of Directors to a number sufficient to constitute a quorum; or
 - (iii) to call a general meeting of the Company.

13.5 Chair of meetings of the Board

- (a) The Chair is entitled (if present within ten minutes after the time appointed for the meeting and willing to act) to preside as chair at a meeting of the Board.
- (b) If at a meeting of the Board:
 - (i) there is no Chair;
 - (ii) the Chair is not present within ten minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is present within that time but is not willing or declines to act as chair of the meeting,

the Deputy Chair if any, if then present and willing to act, is entitled to be chair of the meeting or if the Deputy Chair is not present or is unwilling or declines to act as chair of the meeting, the Directors present must elect one of themselves to chair that meeting.

13.6 Decisions of the Board

- (a) The Directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) The Directors must aim to make decisions by consensus of the Board in the first instance.
- (c) If consensus on a particular decision is not met, then any questions arising at a meeting of the Board must be decided by a majority of votes cast by the Directors present and entitled to vote on the matter.

- (d) If at a meeting of the Board the votes are equal on a proposed resolution, the chair of the meeting has a casting vote.

13.7 Circular resolution of Directors

- (a) A resolution in writing of which notice has been given to all the Directors and which is signed by all the Directors entitled to vote on that resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
- (b) The resolution may consist of several documents in the same form each signed by one or more of the Directors.
- (c) A Director may consent to a resolution by:
 - (i) signing the document containing the resolution (or a copy of that document); or
 - (ii) giving to the Company a written notice (including by electronic means) addressed to the Chair signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.

13.8 Establishment of Committees

- (a) The Board may at its absolute discretion establish or dismiss Committees from time to time.
- (b) The Board may, subject to the Corporations Legislation or, if applicable, the ACNC Legislation, delegate any of its powers to Committees consisting of one or more Directors or any other person the Board thinks fit.
- (c) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

13.9 Proceedings of Committees

- (a) Committee proceedings are governed by the proceedings in this document that apply to meetings and proceedings of the Board.
- (b) A Committee must follow instructions imposed by the Board.
- (c) A Committee is under the control and direction of the Board and has no power in the management of the Company.

13.10 Validity of acts

- (a) Acts of the Board, a Committee or a Director, even if it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or that any of them were disqualified, are valid as if each person was duly appointed and qualified and continued to be a Director or a member of the Committee (as the case may be).
- (b) If the number of Directors is reduced below the minimum number fixed under this document, the continuing Directors may act to increase the number of Directors to that number, or to call a general meeting of the Company, but for no other purpose.

14 Duties of Directors

14.1 Duties of Directors

The Directors must comply with their duties as directors at law and with the duties described in Governance Standard 5 made under the ACNC Legislation.

14.2 Directors may contract with the Company

- (a) No contract or arrangement with the Company or any other person by a Director, or any contract or arrangement by or for the Company, or any other person in which a Director is in any way interested, may be avoided for the reason of the interest of the Director.
- (b) Subject to rule 14.4, a Director need not account to the Company for any profit realised by any contract or arrangement, by reason of:
 - (i) holding the office; or
 - (ii) the fiduciary relationship established by the office,
of director of the Company.

14.3 Director's interests

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) holding an unpaid office (except auditor) or unpaid position or role in the Company or a Related Body Corporate of the Company;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company, or in which it has an interest;
 - (iii) being a member, creditor or otherwise being interested in any body corporate (including the Company), partnership or entity, except as auditor of the Company;
 - (iv) entering into any agreement or arrangement with the Company; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with rule 14.4 on the disclosure of the Director's interests.
- (c) If a Director has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a written resolution), except as provided under rule 14.3(e):
 - (i) that Director must not be present at the meeting while the matter is being discussed;
 - (ii) that Director must not be counted in a quorum at the meeting of the Board that considers the matter relating to the interest;

- (iii) that Director must not vote on the matter;
 - (iv) the Company can proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (v) the Director may retain the benefits under the transaction that relates to the interest even though the Director has the interest; and
 - (vi) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (d) If an interest of a Director is required to be disclosed under rule 14.4, rule 14.3(c)(iv) applies only if the interest is disclosed before the transaction is entered into.
- (e) A Director may still be present at a meeting of the Board and vote on a matter in which that Director has a material personal interest if:
- (i) their interest arises because they are a Member, and the other Members have the same interest;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a director of the Company;
 - (iii) their interest relates to a payment by the Company under rule 14.2, or any contract relating to an indemnity that is allowed under the Corporations Legislation;
 - (iv) the ASIC makes an order allowing the Director to vote on the matter, or it is otherwise permitted under the Corporations Legislation; or
 - (v) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

14.4 Disclosure of interests

- (a) Subject to rule 14.4(b), a Director who has a perceived or actual material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of their interest.
- (b) A Director with a material personal interest in a matter that relates to the affairs of the Company is not required to give notice in the following circumstances:
 - (i) if all of the following conditions are met:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company;
 - (B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and

- (C) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
- (ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Corporations Legislation and that standing notice is still effective in relation to the interest; or
- (iii) as otherwise permitted under this Constitution or the Corporations Legislation.

15 Secretary

- (a) The Board may in its absolute discretion appoint and remove a Secretary from time to time.
- (b) Only a natural person who has provided the Company with a signed consent may be Secretary.
- (c) The Secretary may be a Director.
- (d) The Secretary holds office on the terms and conditions the Board decides.

16 Execution of documents

The Company may sign a document without a seal, including a deed, by having the document signed by:

- (a) two Directors;
- (b) a Director and a Secretary; or
- (c) in any other manner permitted by law.

17 Financial records

17.1 Keeping of financial records

- (a) The financial year of the Company ends at 30 June each year.
- (b) Proper books and financial records must be kept, recording the financial affairs of the Company. The Company must comply with the relevant accounting and auditing requirements of the Corporations Act.
- (c) The Board must provide to each Member at the end of each financial year, a copy of the financial report including a copy of the auditor's report and any other documentation as required by the ACNC Legislation or Corporations Act.
- (d) The Board must lay before the Members at each annual general meeting the financial statements.

17.2 Banking of money

All the money of the Company must be deposited in an account in the name of the Company at a bank chosen by the Board.

17.3 Appointment of auditor

If required by the Corporations Legislation or, if applicable, the ACNC Legislation, the Company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the Company.

18 Minutes

18.1 Contents of minutes

The Board must ensure that minutes are duly recorded in any manner it thinks fit and include:

- (a) the names of the Directors present at each meeting of the Board and Committees (if any); and
- (b) details of all resolutions and proceedings of meetings of the Board and Committees.

18.2 Signing of minutes

The minutes of a meeting of the Board or of a Committee, if signed by the chair of the meeting or by the chair of the next meeting, are prima facie evidence of the matters stated in the minutes.

19 Maintaining and inspection of records

19.1 Maintaining records

- (a) The Company must retain its records for at least seven years.
- (b) The Directors must take reasonable steps to ensure that the Company's records are kept safe and secure.

19.2 Inspection by Members

Except as provided by law, the Constitution or as authorised by a Directors' resolution, a person who is not a Director does not have the right to inspect any of the Board papers, books, records or documents of the Company.

19.3 Access by Director

The Company may enter into contracts, and procure that its subsidiaries enter into contracts, on any terms the Directors think fit, to grant a Director or former Director continuing access for a specified period after the Director ceases to be a Director, to Board papers, books, records and documents of the Company which relate to the period during which the Director or former Director was a Director of the Company.

20 Notices

20.1 Service of notices

- (a) A notice may be given by the Company to the Members:
 - (i) personally, to the Member or Member Representative, as applicable;

- (ii) by leaving it at the Member's Registered Address; or
- (iii) by sending it to the electronic address (if any) nominated by the Member.

20.2 When notice deemed to be served

- (a) A notice sent by post is considered served at the expiration of 48 hours after the envelope containing the notice is posted. It is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (b) A notice served on the Member Representative or left at the Member's Registered Address is considered served when delivered.
- (c) A notice served on the Member by electronic means is considered served when the electronic message is sent.

20.3 Signature to notice

The signature on any notice given by the Company may be written or printed.

20.4 Reckoning of period of notice

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service is not to be counted in the number of days or other period.

20.5 Notification of change of address

The Member must notify the Company of any change of its address and any new address must be entered in the Register. Upon entry it becomes the Member's Registered Address.

21 Indemnity, insurance and access

21.1 Proceedings

For the purposes of rule 21, '**Proceedings**' include the outcomes of the proceedings and any appeal about those Proceedings.

21.2 Indemnity in favour of Directors, Secretaries and other Officers

Subject to the Corporations Act and rule 21.3, the Company must indemnify each Director, Secretary and other Officer to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, Director, Secretary or other Officer of the Company, other than:

- (a) a Liability owed to the Company or a related body corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G of the *Corporations Act 2001* (Cth) or a compensation order under section 1317H of the *Corporations Act 2001* (Cth); or
- (c) a Liability owed to a person other than the Company or a related body corporate of the Company that did not arise out of conduct in good faith.

21.3 Indemnity for legal costs

The Company must indemnify each Director, Secretary and other Officer to the maximum extent permitted by law, against any Liability for legal costs incurred by them in respect of a Liability incurred by them because of their holding office as, and acting in the capacity of, Director, Secretary or other Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Director, Secretary or other Officer is found to have a Liability for which they could not be indemnified under rule 21.2;
- (b) in defending or resisting criminal Proceedings in which the Director, Secretary or other Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 21.3(c) does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) in Proceedings for relief to the Director, Secretary or other Officer under the Corporations Act in which the court denies the relief.

21.4 Indemnity for employees

Subject to the Corporations Act and rule 21.5, the Company may indemnify an employee, who is not a Director, Secretary or Executive Officer of the Company, to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, an Officer of the Company, other than:

- (a) a Liability owed to the Company or a related body corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Act or a compensation order under section 1317H Corporations Act; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

21.5 Indemnity for legal costs of employees

The Company may indemnify an employee other than a Director, Secretary or Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred in respect of a Liability as, or because of their holding office as, and acting in the capacity of, an Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under rule 21.4;
- (b) in defending or resisting criminal Proceedings in which the Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 21.5 does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or

- (d) in Proceedings for relief to the Officer under the Corporations Act in which the court denies the relief.

21.6 Insurance for the benefit of Directors, Secretaries and other Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been a Director, Secretary or other Officer of the Company acting in that capacity against:

- (a) costs and expenses in defending any Proceedings, whether civil or criminal, whatever their outcome; or
- (b) a Liability arising from negligence or other conduct.

21.7 When insurance may not be provided by the Company

The Company must not pay, nor agree to pay, a premium for a contract insuring a person who is or has been a Director, Secretary or other Officer or an employee who is also an Officer of the Company, against a Liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty about the Company; or
- (b) a contravention of section 182 or section 183 Corporations Act.

21.8 Access

- (a) A Director has a right of access to the financial records of the Company at all reasonable times.
- (b) Where the Board considers it appropriate, the Company may:
 - (i) give a Director or former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
 - (ii) bind itself in any contract with a Director or former Director to give that access.

22 Amendment to the Constitution

Any amendment to this Constitution must be approved by a Special Resolution at a general meeting of the Company.