

Constitution of: Professional Women in Australian Pest Management Limited

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Constitution of Professional Women in Australian Pest Management Limited

1. GENERAL

1.1 Type of Company

The Company is a not-for-profit public company limited by guarantee.

1.2 Liability of Members

The liability of the members is limited.

1.3 Replaceable rules

The Replaceable Rules do not apply to the Company.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this document:

Board means the Directors acting collectively under this document.

CEO means the chief executive officer of the Company.

Company means the company named at the beginning of this document or whatever its name is for the time being.

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

Director means a person who is, for the time being, a director of the Company.

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

Register means the register of members kept as required by sections 168 and 169 of the Corporations Act.

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

2.2 Interpretation

In this document:

(a) A reference to:

(i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;

(ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;

- (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
- (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.
- (j) A word (other than a word defined in rule 2.1) which is defined by the Corporations Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Corporations Act.

3. OBJECTS AND POWERS

3.1 Objects of the Company

The objects of the Company are:

- (a) to provide a unified voice for women in Australian Pest Management;
- (b) to provide assistance and advice on training, Continuing Professional Development (CPD), technical and learning materials, and training packaging;
- (c) to undertake projects aimed at improving various aspects of training and CPD in the pest management industry;
- (d) to provide policy advice in respect of training and CPD in the pest management industry;
- (e) to give assistance and advice on legislation that may impact on pest management training and related matters;
- (f) to support the development and growth of partnerships that will support PWAPM and opportunities for further development;
- (g) to provide a responsive and supportive service;

- (h) to increase services through strategic promotion and connecting members to networking opportunities via conferences, meetings and online forums.
- (i) to promote a positive public image and build awareness to the value of the pest management industry to current and future members.
- (j) to maintain and promote the Company as a recognised quality assured organisation; and
- (k) to do things incidental or conducive to the attainment of these objects.

3.2 Separate objects

Each of the objects in rule 3.1 is a separate object of the Company and must not be construed by reference to any other object.

3.3 Powers of the Company

The Company has all the powers of an individual and a body corporate, subject to rule 3.4.

3.4 No power to issue shares

The Company has no power to issue or allot shares.

4. NOT FOR PROFIT NATURE OF COMPANY

4.1 Not for profit

- (a) The Company must apply its income and assets solely towards promoting the objects of the Company as stated in rule 3.1.
- (b) No part of the Company's income or assets may be paid or transferred, directly or indirectly, to any member of the Company except to for payments to the member:
 - (i) in return for services rendered by or goods supplied by the member to the company in the ordinary and usual course of business; or
 - (ii) on principal payments on money lent by the member, and interest payments if the interest is at a commercial rate.

4.2 No distribution of profits to the Members on winding up

- (a) Where property remains after the winding-up or dissolution of the Company, and satisfaction of all its debts and liabilities, it must not be distributed to the Members.
- (b) Property referred to in rule 4.2(a) must be given to another fund, authority or institution with objects similar to the objects of the Company and a prohibition on distribution of its income and property to the Members to an extent at least as great as is imposed on the Company under this document.
- (c) The fund, authority or institution to receive property under rule 4.2(b) must be decided by the Members at or before the time of the dissolution.

4.3 Limited liability on winding up

- (a) If the Company is wound up the Members must contribute the guarantee amount to the assets of the Company for the:
 - (i) payment of the debts and liabilities of the Company contracted before the Member ceased to be a Member; and
 - (ii) costs of winding up.
- (b) The guarantee amount referred to in rule 4.3(a) is the maximum liability of a Member and is fixed at \$10.

5. MEMBERSHIP

5.1 Membership

Subject to rule 5.5, the members are:

- (a) the initial members named in the application for the Company's registration; and
- (b) any other person that holds office as a the Directors admit as a Member of the Company in accordance with rule 6, subject to rule 5.2 .

5.2 Consent

A person must provide written consent to be a member of the Company.

5.3 Classes

- (a) There are 3 classes of membership:
 - (i) individual members;
 - (ii) business sponsor members; and
 - (iii) life members.
- (b) A person is eligible to be an individual member if that person is involved in pest management and supports the objects of the Company.
- (c) An organisation is eligible to be a business sponsor member if that organisation satisfies the criteria for a business sponsor member determined by the Board from time to time.
- (d) If, in the opinion of the Board, a person whether or not they are a member of the Company, has made a significant contribution to the Company or the pest management industry the Board may nominate that person as a life member of the Company.
- (e) A person nominated under becomes a life member of the Company on the later of:
 - (i) the person consenting in writing to be a life member; and
 - (ii) the nomination being approved by a special majority of the Board.

5.4 Member rights

A member:

- (a) has the right to receive notices of and to attend and be heard at any general meeting; and
- (b) has the right to vote at any general meeting.

5.5 Cessation of membership

A member's membership will cease, on the date:

- (a) the Secretary receives written notice of resignation from that member;
- (b) if the member is an individual, the member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence, or
- (c) where the member is not an individual, if:
 - (i) a liquidator is appointed in connection with the winding-up of the member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the member; or
- (d) the members in general meeting resolve by a special resolution, to terminate the membership of a member whose conduct or circumstances in the opinion of the members renders it undesirable that the member continue to be a member of the Company. The member must be given at least 21 days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is passed.

5.6 Non transferable

Membership is personal to each member and is not transferable.

6. ADMISSION

6.1 Applications

Applications for membership of the Company must be in writing, approved by the applicant and in a form approved by the Directors in their absolute discretion.

6.2 Consideration of applications

- (a) The Directors will consider each application for membership at the next meeting of Directors after the application is received. In considering an application for membership, the Directors may:
 - (i) accept or reject the application; or
 - (ii) ask the applicant to give more evidence of eligibility for membership.
- (b) If the Directors ask for more evidence, their determination of the application for membership is deferred until the evidence is given.
- (c) The Directors do not have to give any reason for rejecting an application for membership.

6.3 Notice

As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's first Membership Fee (if any).

6.4 Time of membership

An applicant for membership becomes a member:

- (a) if the applicant has received a request for payment of a Membership Fee, when the Membership Fee is paid; or
- (b) if applicant is not required to pay a Membership Fee, when the applicant's name is entered onto the Register.

If the first Membership Fee of an applicant for membership is not paid within 30 days after the date the applicant is notified of acceptance of their application for membership, the Directors will cancel their acceptance of the applicant for membership of the Company.

7. MEMBERSHIP FEE

7.1 Determination of Membership Fee

- (a) The Directors may determine the membership fee payable for one or more members, or classes of members, for different amounts and at different times (**Membership Fee**).
- (b) The Directors will review all Membership Fees before the end of the Company's Financial Year and prescribe the Membership Fees for the following year.

7.2 Membership Fee due

- (a) A member must pay the Membership Fee each year on or before the date prescribed by the Directors.
- (b) If a member does not pay the Membership Fee within 30 days after it becomes due, the Directors:
 - (i) will give the member notice of that fact; and
 - (ii) if the Membership Fee remains unpaid 21 days from the date of that notice, will declare that member's membership forfeited.

7.3 Cessation of membership and Membership Fees

In the event the member ceases to be a member pursuant to rule 7.2(b)(ii) or rule 5.5:

- (a) the Company will not refund to the member any Membership Fee; and
- (b) the member will remain liable for and will pay to the Company all Membership Fees which were due at the date of ceasing to be a member.

8. REGISTER OF MEMBERS

- (b) The Company must set up and maintain a register of members.
- (c) In accordance with section 169 of the Corporations Act, the Register must contain the following information:
 - (i) the name and address of each member;
 - (ii) the date on which the entry of the member's name in the Register is made;
 - (iii) the name and details of each person who stopped being a member within the last seven years;

the date on which the person stopped being a member; and an index of members' names if the Company has more than 50 members and the Register itself is not kept in a form that operates effectively as an index.

9. REPRESENTATIVES

9.1 Appointment of Representative

- (a) Any corporation or organisation which is a member may by written notice to the Secretary:
 - (i) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act; and
 - (ii) remove a Representative.
- (b) A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- (c) The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- (d) The appointment of a Representative may set out restrictions on the Representative's powers.

9.2 Representatives' rights

A Representative is entitled to:

- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
- (b) stand for election as an office bearer or Director; and
- (c) be counted towards a quorum on the basis that the member corporation or organisation is to be considered personally present at a general meeting by its Representative.

10. GENERAL MEETINGS

10.1 General meetings

- (a) The Company must hold an annual general meeting.
- (b) Apart from the annual general meeting a special general meeting may be call by the Board or a member.
- (c) General meetings of the Company may be held at the times and places and in the manner decided by the Board.
- (d) A person who is invited by the Board or the Chair to attend a general meeting, may be present at that meeting.

10.2 Notice of meeting

Subject to rule 10.3, at least 21 days' written notice of a general meeting must be given individually to:

- (a) each member;
- (b) each Director; and
- (c) the auditor (if the Company is required to appoint an auditor).

10.3 Short notice

- (a) Subject to rule 10.3(b), notice of a meeting may be provided less than 21 days before the meeting if:
 - (i) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand; or
 - (ii) for any special general meeting, members with at least 5% of the votes that may be cast at the meeting agree beforehand.
- (b) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (i) remove a director;
 - (ii) appoint a director in order to replace a director who was removed; or
 - (iii) remove an auditor (if the Company has appointed an auditor).
- (c) Notice of a general meeting must include:
 - (i) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) the general nature of the meeting's business; and
 - (iii) if applicable, that a special resolution is to be proposed and the words of the proposed resolution.

10.4 Technology

- (a) The Company may hold a meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- (b) Anyone using this technology is taken to be present in person at the meeting.

10.5 Accidental omission

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

11. Proceedings at meetings of members

11.1 Business of general meetings

- (a) The business of an annual general meeting is:
 - (i) conducting any business required by the Corporations Act to be held at an annual general meeting;
 - (ii) to receive and consider the financial and other reports required by this constitution, the Corporations Act to be laid before each annual general meeting;
 - (iii) when relevant to appoint or replace an auditor; and
 - (iv) to transact any other business which, under this document, is required to be transacted at an annual general meeting.
- (b) All other business transacted at an annual general meeting and all business transacted at other general meetings is special business.
- (c) The auditor and their representative may attend and be heard on any part of the business of a meeting concerning the auditor. The auditor or their representative, if present at the meeting, may be questioned by the Members about the audit.

11.2 Quorum

The quorum for a general meeting is present of the number of members, in person or by electronic means equivalent to the number of Directors who currently hold office.

11.3 Quorum not present

If a quorum is not present within 15 minutes after the time for which a general meeting is called:

- (a) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
- (b) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

11.4 Chairing meetings of members

- (a) The chair of the Board is entitled to chair meetings of members.
- (b) If the chair is not present at the time for which a meeting is called or is unwilling to act, the members present must elect a Director present to chair the meeting.

11.5 General conduct of meeting

- (a) Except as set out in the Corporations Act, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as decided by the Chair.
- (b) The Chair may at any time he or she considers it necessary for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members.

11.6 Adjournment

The chair of a general meeting at which a quorum is present:

- (a) may; and
- (b) must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.

11.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

11.8 Members resolutions

- (a) On any member's resolution each member has one vote.
- (b) The Company may pass a Member's resolution by each member signing and dating a written resolution setting out the terms of the decision.

12. ENTITLEMENT TO VOTE

12.1 Number of votes

Each member entitled to vote has one vote. For the purposes of clarity, a member is entitled to vote if that member has not been issued with a notice to pay its Membership Fee in accordance with rule 7.2(b).

12.2 Casting vote of chairperson

If an equal number of votes is cast for and against a resolution at a meeting of members, the chairperson has a casting vote whether or not the chairperson is a member.

12.3 Decision on right to vote

A member or Director may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairperson, whose decision is final.

13. HOW VOTING IS CARRIED OUT

13.1 Method of voting

A resolution put to the vote at a meeting of members must be decided on a show of hands, unless a poll is demanded under rule 13.2, either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairperson's declaration of a decision on a show of hands is final.

13.2 Demand for a poll

A poll may be demanded on any resolution (except a resolution concerning the election of the chairperson of a meeting) by:

- (a) at least a simple majority of the members entitled to vote on the resolution; or
- (b) the chairperson.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

13.3 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and in the manner that the chairperson of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place in the manner that the chairperson of the meeting directs; and
- (c) the result of the poll is the resolution of the meeting at which the poll was demanded.

14. PROXIES

14.1 Appointment of proxies

- (a) A member entitled to vote at a general meeting may appoint a proxy to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company.
- (b) An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - (i) the member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and

- (iv) the meeting(s) at which the appointment may be used.

14.2 Deposit of proxy appointment forms and proxy appointment authorities

An appointment of a proxy is not effective for a particular meeting of members unless the proxy appointment form is received by the Company at its registered office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

14.3 Appointment for particular meeting, standing appointment and revocation

A member may appoint a proxy to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy may, but need not, be a member.

14.4 Position of proxy if member present

The appointment of a proxy is not revoked by the member attending and taking part in the general meeting, but if the member votes on a resolution, the proxy is not entitled to vote, and must not vote, as the member's proxy on the resolution.

14.5 More than one current proxy appointments

An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than one proxy of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

14.6 Continuing authority

An act done at a meeting of members by a proxy is valid even if, before the act is done, the appointing member:

- (c) dies or becomes mentally incapacitated;
- (d) becomes bankrupt or an insolvent under administration or is wound up; or
- (e) revokes the appointment or revokes the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

15. THE BOARD

15.1 Number of Directors

- (a) The number of Directors will not be less than 3, the minimum specified by the Corporations Act, nor more than 9 Directors unless the Company in general meeting by resolution changes the maximum number.
- (b) The initial Directors of the Company are the persons who have consented to act as directors and are set out in the Company's application for registration as a Company (the Initial Directors). Those persons hold office subject to this Constitution.

15.2 President and Deputy President

- (a) The CEO of the Company holds office as the President of the Company.
- (b) The Deputy President is elected by the members at a general meeting.

16. ELECTION AND APPOINTMENT OF DIRECTORS

16.1 Election

- (a) Apart from the Directors appointed under rule 17, the members may elect a Director by a resolution passed in a general meeting.
- (b) Each of the Directors must be appointed by a separate resolution, unless:
 - (i) the members present have first passed a resolution that the appointments may be voted on together, and
 - (ii) no votes were cast against that resolution.

16.2 Eligibility

A person is eligible for election as a Director of the Company if they:

- (a) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a Director at a general meeting and has been a Director since that meeting);
- (b) give the Company their signed consent to act as a Director of the Company; and
- (c) are not ineligible to be a Director under the Corporations Act.

17. CASUAL DIRECTORS

- (a) The Directors may appoint a person as a Director to fill a casual vacancy or as an additional director if that person meets the eligibility criteria under rule 16.2.
- (b) Any person appointed under this rule holds office until the next general meeting.

18. TERM OF OFFICE

18.1 Term

- (a) A Director holds office for a period of 2 years.
- (b) Other than a Director appointed under rule 17, a Director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which their term expires.
- (c) A Director whose term expires under rule 18.1(b) may nominate for election or re-election, subject to rule 18.2(d).
- (d) A Director who has held office for a continuous period of eight years or more may only be re-appointed or re-elected by a special resolution of the members.

18.2 Cessation of Director's appointment

A person automatically ceases to be a Director if the person:

- (a) becomes disqualified from managing corporations under Part 2D.6 of the Corporations Act and is not given permission or leave to manage the Company under section 206F or 206G of the Corporations Act;
- (b) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (c) fails to attend three (3) consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;
- (d) resigns by notice in writing to the Company;
- (e) is removed from office under rule 18.3;
- (f) is convicted on indictment of an offence and the Directors do not within one month after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director; or
- (g) is directly or indirectly interest in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act.

18.3 Removal from office

The members by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D of the Corporations Act.

18.4 Too few Directors

If the number of Directors is reduced below the minimum required by rule 15.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number; and
- (b) to convene a meeting of members.

19. POWERS OF THE BOARD

19.1 Powers generally

- (a) Except as otherwise required by the Corporations Act, any other applicable law or this document, the Board:
 - (i) has power to manage the business of the Company; and
 - (ii) may exercise every right, power or capacity of the Company except those which must be exercised by the Company in general meeting and/or by the members.
- (b) The Board may make regulations, by-laws and policies consistent with this document, 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 members and amend or rescind any regulations and by-laws.
- (c) A regulation, policy or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting. 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.

19.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 19; or
- (b) in accordance with a delegation of the power under rule 15.

20. NEGOTIABLE INSTRUMENTS

The Board must decide the manner (including the use of electronic signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

21. LOCAL MANAGEMENT

- 21.1 The Directors will appoint a chief executive officer (**CEO**) who will be responsible for :
 - (a) the day-to-day management of the Company;
 - (b) delivering to the Directors within a reasonable time after the end of each Financial Year the annual reports of the Company describing the level of activity, achievements and such other information as required in sufficient detail and containing the audited financial statements for the Financial Year as necessary to meet the financial and other reporting requirements of the Company under the Corporations Act; and
 - (c) carrying out such other activities for the Company,in accordance with the directions of the Directors.
- 21.2 The Directors may appoint such other executives as it sees fit to provide support for the CEO on operational issues relating to the Company.

22. DELEGATION OF BOARD POWERS

22.1 Power to delegate

The Board may delegate, in writing, any of its powers, other than those which by law must be dealt with by the Board to:

- (a) a committee or committees;
- (b) a Director;
- (c) an employee of the Company; or
- (d) any other person.

22.2 Power to revoke delegation

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

22.3 Terms of delegation

- (a) A delegation of powers under rule 22.1 may be made:
 - (i) for a specified period or without specifying a period; and
 - (ii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- (b) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

22.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

22.5 Deemed limitations

The following limitations and requirements will be deemed imposed by the Board in any delegation of powers:

- (a) The delegate may only make decisions directly related to the matters which have been delegated.
- (b) A resolution of any sub-committee will not become effective until 7 days after the Board has received written notice of the resolution. The resolution will not become effective if the Board resolves to invalidate the resolution before the expiry of the 7 day period.

23. DIRECTORS' DUTIES AND INTERESTS

23.1 Compliance with duties under the Corporations Act and general law

Each Director must comply with his or her duties under the Corporations Act and under the general law.

23.2 Director can hold other offices etc

A Director may:

- (a) hold any office or place of profit or employment other than that of the Company's auditor or any, partner, director or employee of the auditor;
- (b) be a member of any corporation (including the Company) or partnership other than the Company's auditor; or
- (c) be a creditor of any corporation (including the Company) or partnership; or
- (d) enter into any agreement with the Company.

23.3 Disclosure of interests

Each Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) to the other Directors.

23.4 Director interested in a matter

- (a) Each Director who has a material personal interest in a matter that is being considered at a meeting of the Board (or that proposed in a circular resolution) must not, except as provided under rule 23.4(b):
 - (i) be present at the meeting while the matter is being discussed; or
 - (ii) vote on the matter.
- (b) A Director may be counted in a quorum at a Board meeting that considers, and votes on, any matter in which that Director has an interest.
- (c) The Company may 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.
- (d) The Director may retain benefits under the transaction even though the Director has the interest.
- (e) The Company cannot avoid the transaction merely because of the existence of the interest.

23.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

24. DIRECTORS' REMUNERATION

24.1 Payments to Directors

- (a) The Company is prohibited from paying fees to a Director.
- (b) With the approval of the Board the Company may pay to a Director:

- (i) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- (ii) reasonable remuneration where the Director is an employee of the Company and the terms of employment have been approved by the Board;
- (iii) interest on money lent by the Director to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts; reasonable remuneration for goods supplied by the Director to the Company in the ordinary course of business; and
- (iv) reasonable rent for premises leased by the Director to the Company.

25. OFFICERS' INDEMNITY AND INSURANCE

25.1 Officer's right of indemnity

Rules 25.2 and 25.3 apply:

- (a) to each person who is or has been a director, secretary or executive officer of the Company;
- (b) to any other officers or former officers of the Company;
- (c) if the Directors so determine, to any auditor or former auditor of the Company,

each an **Officer** for the purposes of this rule.

25.2 Indemnity

- (a) The Company must indemnify every Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (**Liabilities**) incurred by the Officer as an officer of the Company.
- (b) The Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an Officer in defending an action for a Liability incurred as an Officer.
- (c) The indemnity in this rule:
 - (i) does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance;
 - (ii) is enforceable without the Officer having to first incur any expense or make any payment; and
 - (iii) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an officer or auditor of the Company.

25.3 Insurance

Subject to the Corporations Act and any other applicable law, the Company may enter into, and pay premiums on, a contract of insurance in respect of any Officer against any Liability as an officer or auditor of the Company including, but not limited to:

- (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.

25.4 Contract

Subject to the Corporations Act, the *Competition and Consumer Act 2010* (Cth) and any other applicable law, the Company may, without limiting an Officer's rights under this rule 25, enter into an agreement with an Officer, to give effect to the rights of the Officer under this rule 25 on any terms and conditions that the Board thinks fit.

25.5 Directors' access to documents

If the Board agree, the Company must give a Director or former director access to:

- (a) certain documents, including documents provided for or available to the Board, and
- (b) any other documents referred to in those documents.

26. BOARD MEETINGS

26.1 Convening Board meetings

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

26.2 Notice of Board meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director who is in Australia; and
- (b) may give that notice orally (including by telephone) or in writing,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

26.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D of the Corporations Act. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the chairperson of the meeting is located.

26.4 Chairing Board meetings

The President will chair Board meetings. If the President is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Deputy President will chair the Board meeting. If the Deputy President is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

26.5 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is a majority of Directors and a quorum must be present for the whole meeting. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D of the Corporations Act, the Board must resolve the basis on which Directors are treated as present.

26.6 Majority decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chairperson of a Board meeting has a deliberative vote and a casting vote.

26.7 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

26.8 Written resolution

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

26.9 Additional provisions concerning written resolutions

For the purpose of rule 26.8:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document; and
- (b) an electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

26.10 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

27. SECRETARY

27.1 Appointment of Secretary

The Board:

- (a) must appoint at least one individual; and
- (b) may appoint more than one individual,

to be a Secretary either for a specified term or without specifying a term.

27.2 Terms and conditions of office

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

27.3 Cessation of Secretary's appointment

The person automatically ceases to be a Secretary if the person:

- (a) is not permitted by Corporations Act to be a secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G of the Corporations Act;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 27.4.

27.4 Removal from office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

28. MINUTES

28.1 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's members;
- (b) the names of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 22);
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures and notices of Directors' interests.

28.2 Minutes as evidence

A minute recorded and signed in accordance with section 251A of the Corporations Act is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

28.3 Inspection of minute books

The Company must allow members to inspect, and provide copies of, the minute books for the meetings of members in accordance with section 251B of the Corporations Act.

29. FINANCIAL REPORTS AND AUDIT

29.1 Company must keep financial records

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the auditor to inspect those records at all reasonable times.

29.2 Appointment of auditor or reviewer

If required by the Corporations Act, the Company must appoint a qualified auditor or reviewer. No member may act as auditor or reviewer of the Company.

30. FINANCIAL YEAR

30.1 Company's financial year

The Company's financial year is from 1 July to 30 June, unless the Board pass a resolution to change the financial year.

31. WINDING UP

31.1 Surplus assets not to be distributed to members

If the Company is wound up, any surplus assets must not be distributed to a member or a former member of the Company.

31.2 Distribution of surplus assets

- (a) Subject to the Corporations Act and any other applicable law, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more organisations:
 - (i) with purpose(s) similar to, or inclusive of, the purpose(s) in rule 3.1; and
 - (ii) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company.
- (b) The decision as to the organisation(s) to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

32. NOTICES

32.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
 - (iii) sent by electronic message to the electronic address (if any) nominated by that person.

32.2 Overseas members

A member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

32.3 When notice is given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally:
 - (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day;
- (b) if it is sent by electronic message:
 - (i) by 5.00 pm (local time in the place from which it is sent or given) on a business day – on that day; or
 - (ii) after 5.00 pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day – on the next business day; and
- (c) if it is sent by mail:
 - (i) within Australia - three business day after posting; or
 - (ii) to a place outside Australia - five business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

32.4 Business days

For the purposes of rule 25.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

32.5 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

32.6 Notices to "lost" members

If:

- (a) on two or more consecutive occasions a notice served on a member in accordance with this rule is returned unclaimed or with an indication that the member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a member is not at the address shown in the Register or notified to the Company under rule 32.2,

the Company may give effective notice to that member by exhibiting the notice at the Company's registered office for at least 48 hours.

This rule ceases to apply if the member gives the Company notice of a new address.