

Constitution of

AusHeritage Ltd

Australian Company Number (ACN 071 155 701)

Australian Business Number (ABN 71 071 155 701)

Revision November 2020.

CONSTITUTION
OF
AUSERITAGE LTD.

A PUBLIC COMPANY LIMITED BY GUARANTEE
INCORPORATED UNDER THE CORPORATIONS ACT 2001

1. NAME

The name of the Company is **AusHeritage Ltd.** (the "Company").

2. OBJECTS

The objects for which the Company is established are to promote and enhance the international business performance of the Australia heritage industry (which industry includes conservation architects, material conservators, museum and archive planners, historians, archaeologists and other professionals operating in heritage works, and educational and training institutions involved with heritage works) (the "industry") and to act as a focal point so that private sector international business development activities in the industry can be co-ordinated and rationalised, including but without limiting the foregoing, to:

- (a) act as a forum for the free and frank exchange of views within the industry and between the various sectors of the industry;
- (b) where appropriate, act as industry spokesman to present a single Australian voice to outside bodies both government and others;
- (c) facilitate the exchange of international business development information and experience;
- (d) obtain on a timely basis and make available to the Company members, market information and intelligence relating to current or future international business opportunities, including opportunities for involvement in overseas development projects;
- (e) develop and implement innovative market entry strategies for the industry as a whole by setting up various sub-groups as required;
- (f) foster new approaches to international business development that focus on the industry rather than individual company approach;
- (g) facilitate the formation of Australian consortia to win international projects;
- (h) develop opportunities for new approaches to market entry;
- (i) liaise with public sector bodies to gain access to, and improve the heritage focus of, government international funding and support programs, and
- (j) act as a consultant in its own right in relation to any of the aforementioned objects.

3. INTERPRETATION

3.1 Definitions

In this Constitution:

"AusHeritage" or **"Company"** means AusHeritage Ltd (ACN 071 155 701);

"Associate Member" means any person who has been admitted to membership as an Associate Member of the Company and who is not yet eligible for Full membership and who is interested in building up expertise in areas relevant to the objectives of the Company.

"Board" means the Directors meeting as a board of directors;

"Constitution" means this Constitution as adopted, or as from time to time altered by special resolution;

"Corporations Act" means the Corporations Act 2001 (Cwth);

"Directors" means the directors for the time being of the Company and includes alternate Directors;

"Emerging Professional" means an individual person who is a student or at an early stage of his/her professional career in heritage.

"Full Member" means each Foundation Member and any other person who is admitted to Full membership in accordance with this Constitution

"Honorary Life Member" means any person considered by the Board to have offered outstanding service and/or support to AusHeritage.

"Register" means the register of members to be kept pursuant to the Corporations Act;

"Registered Office" means the registered office of the Company;

"Seal" means the common seal of the Company, if one is adopted by the Board for use by the Company; and

"Secretary" means any person appointed to perform the duties of a Secretary of the Company and includes any deputy or Acting secretary.

3.2 Interpretation

- (a) In every case where in this Constitution general expressions are used in connection with powers, discretions or things, such general expressions shall not be limited to or controlled by the particular powers, discretions or things with which the same are connected. Any words and expressions of authority merely and shall not be construed as words or expressions denoting directions or compulsory trusts.
- (b) Every reference to a form of communication or the giving of notice or to the conduct of a meeting shall include communicating

electronically, the giving of notice electronically or the holding and conduct of a virtual meeting electronically as may be determined by the Board from time to time.

4. LIMITATION OF LIABILITY

4.1 The liability of the members is limited.

4.2 Each member of the Company undertakes to contribute to the property of the Company in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for payment of the debts and liabilities of the Company contracted before he, she or it ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required but each member shall not be required to contribute more than \$50.

5. MEMBERS

5.1 Number of members

The number of members of the Company is unlimited but is not to be less than 5 members.

5.2 Classes of members

- (a) There shall be four classes of member:
 - (i) Full Member
 - (ii) Associate Member
 - (iii) Emerging Professional
 - (iv) Honorary Life member

5.3 Full Members

- (a) The Board may accept for admission as a Full Member any applicant considered by the Board in its absolute discretion as likely to further the objects of the Company and otherwise regarded by the Board as suitable for Full Membership of the Company.
- (b) A Full Member shall be entitled to receive notices of general meetings to attend and be heard at general meetings and to vote.

5.4 Associate members

- (a) An Associate Member shall be conditionally accepted for a period of three years, after which time his or her contribution to the Company will be evaluated in a transparent manner. An Associate Member may be admitted to Full membership, or be extended as an Associate Member or be rejected on the basis of non-participation or unsatisfactory performance.
- (b) An Associate Member shall be entitled to receive notices of general meetings, to attend and be heard at general meetings. An Associate Member is not entitled to vote.

5.5 Emerging Professional Members

- (a) An Emerging Professional shall be recognised within AusHeritage to maintain professional relevance and expertise for future generations and to achieve inter-generational engagement to secure AusHeritage's continuity, including through mentorship. He or she

may be conditionally accepted for a period of five years, after which time his or her contribution to the Company will be evaluated in a transparent manner. The Emerging Professional may be admitted to Associate membership or continue for a time specified by the Board as an Emerging Professional member.

- (b) An Emerging Professional Member shall be entitled to receive notices of general meetings and to attend. He or she may be heard at general meetings at the discretion of the Chairman. Emerging Professionals are not entitled to vote.

5.6 Honorary Life Members

- (a) Up to two persons may be appointed as Honorary Life Members in any one year.
- (b) An Honorary Life Member shall be entitled to receive notices of general meetings to attend and be heard at general meetings. Honorary Life Members are not entitled to vote.

5.7 General Provisions as to Membership

- (a) Any person wishing to become a member of the Company shall make application for membership in writing in such form as shall be prescribed by the Board from time to time and shall lodge the joining fee payable pursuant to clause 5.12(a) with the Secretary. The application for membership shall specify the applicant's desired class of membership.
- (b) No person shall be admitted to membership unless that person agrees in writing to be bound by the Constitution of the Company.
- (c) Every application for membership of the Company shall be considered at a meeting of the Board and shall be accepted or rejected at such meeting by ballot by simple majority.
- (d) Where the Board in considering an application for membership pursuant to clause 5.7(c) considers that further information in respect of the applicant is required to assess that application for membership, the Board may adjourn the meeting to a day to be specified at the time and place as the Board appoints.
- (e) When an applicant has been admitted to membership of the Company, the Secretary shall enter the name of the member and his class of membership in the register and shall forthwith notify such applicant of his or her admission to membership.

5.8 Change of Control of Member

- (a) Each member, not being an individual, shall notify the Board of any change in control of that member within 1 month of that change having occurred. If the Board does not approve of that change in control, the Board may terminate the membership of the member in accordance with clause 5.11.

- (b) For the purpose of this clause, a change in control of a member shall, be deemed to have occurred when, if in relation to a member, which is a corporation:
 - (i) any transfer of any shares in the capital of that party is approved or registered in its books;
 - (ii) any beneficial interest in any share in the capital of that party is transferred, assigned or dealt with;
 - (iii) any new shares in the capital of that party are issued; or
 - (iv) any other action is taken or attempted to be taken;
 - (v) which will or is likely to have the effect that any shareholder of that member as at the date the member became a member, will cease to beneficially own and control more than 20% of:
 - (A) the shareholder's voting rights in the member;
 - (B) the rights to receive dividend from the member;
 - (C) the rights to participate in any return or distribution of capital of the member; or
 - (D) the rights to appoint or elect the board of directors or other governing body of that member.

5.9 Member's Representative

- (a) A member, not being an Individual, may appoint one person to represent it at a particular general meeting or at all general meetings.
- (b) A representative appointed pursuant to this clause, whilst his or her appointment shall remain unrevoked, may at any general meeting to which his or her appointment relates exercise the same powers on behalf of the member appointing him or her as the member would itself have exercised had it been a natural person who as a member was entitled to vote.

5.10 Members Bound by Constitution

Any person, incorporate body or association admitted as a member pursuant to this Constitution shall be deemed to have agreed to further the objects of the Company and to be bound by and observe the provisions of the Constitution and the Bylaws (if any) made hereunder.

5.11 Cessation of Membership

A person who is for the time being a member of the Company shall automatically cease to be such a member if:

- (a) he or she has not paid any subscription levied after 6 months' notice that the same is due and payable;
- (b) a trade complaint is made and sustained against the member to the DFAT, ASIC, AusTrade or the Commonwealth Government or any successor from time to time to those organisations;
- (c) the member resigns from membership by notice in writing to the Company;

- (d) the Board does not approve of a change in control of the member in accordance with clause 5.8; or
- (e) the member is given written notice by the Company that the member has been expelled from membership of the Company pursuant to a resolution of 75% of all the Directors at a duly constituted meeting of the Board.
- (f) No member shall be expelled from membership of the Company unless:
 - (i) that member is given not less than 7 days written notice of that meeting;
 - (ii) that member is given a reasonable opportunity by the Directors to attend that meeting in person or by its representative and to make oral or written representations to the Directors, but shall not be entitled to vote on the question of the proposed expulsion; and
 - (iii) The Directors have considered any such representations.

5.12 Subscriptions

(a) Joining Fee

Members shall pay an initial joining fee to the Company as determined from time to time by the Board or prescribed in the Bylaws.

(b) Payment of Joining Fee

The joining fee shall be payable and received by the Board with the application for membership.

(c) Annual Subscription

Members shall pay an annual subscription to the Company as determined from time to time by the Board or prescribed in the Bylaws.

(d) Payment of Subscription

All subscriptions shall be due and payable on 31 July each year or on such other date as may be prescribed in the Bylaws.

6. PROHIBITION ON DIVIDENDS

The income and property of the Company where and when so ever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company provided that nothing herein contained shall prevent the payment in good faith or remuneration to any officers or servants of the Company or to any member of the Company or other person in return for any service actually rendered to the Company nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest on money borrowed from any member of the Company at a rate not exceeding the rate charged by the Company bankers from time to time on overdraft accounts of under \$100,000 plus 2% or reasonable and proper rent for premises demised or let

by any members of the Company.

7. GENERAL MEETINGS

7.1 Annual General Meeting

(a) The Company shall, in addition to any other meeting held by the Company hold a general meeting to be called the Annual General Meeting and to be specified as such in the notices calling it, at least once in every calendar year and within 5 months after the end of every financial year of the Company. The Annual General Meeting shall be held at such time and place or as the Directors shall appoint and may be held electronically as a virtual meeting.

7.2 Convening a General Meeting

(a) General meetings shall be convened whenever the Directors think fit or on requisition of the members pursuant to the Corporations Act, or in default may be convened by the requisitioning members as provided by the Corporations Act.

7.3 Notice of Meetings

(a) Subject to the Provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, 21 days of notice at least specifying the place or method in the case of a meeting to be held electronically, the day and hour of meeting and in case of special business the general nature of such business shall be given to the members and to such other persons as are entitled to receive such notices from the Company by notice sent by post, electronically or otherwise served as hereinafter provided.

7.4 No Invalidation for Lack of Notice

(a) The accidental omission to give notice of any general meeting or the non-receipt of any such notice by any of the members or any other person entitled to receive such notice shall not invalidate any resolution passed at any such meeting.

7.5 Business at Annual General Meeting

(a) The business of an Annual General Meeting shall be to receive and consider the profit and loss accounts, the balance sheet and the reports of Directors, including a Chairman's report and any notices and papers and of the auditor's report if required, to elect Directors, to appoint auditors (if necessary) and to transact any other business which under this Constitution ought to be transacted at an Annual General Meeting and all business transacted at any other general meeting shall be deemed special.

(b) Not less than 14 days before each Annual General Meeting and not more than 4 months after the close of each financial year, a copy of the reports of Directors are to be laid before the Company at the Annual General Meeting and shall be sent to all persons entitled to receive notices of general meetings.

7.6 Quorum

- (a) 50% or more of the Full Members present personally or by proxy or by attorney or by duly authorised representative shall be a quorum for a meeting and no business shall be transacted at any meeting unless the quorum requisite is present at the commencement of business.

7.7 Chairperson

- (a) The Chairperson of the Board and in his or her absence a Deputy Chairperson (if any) shall be entitled to take the chair at every meeting. If there is no Chairperson or a Deputy Chairperson or if at any meeting he or she is not present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present may choose a Chairperson. In default of their doing so, the Full Members present shall choose one of the directors to be Chairperson. If no Director present is willing to take the chair, the Full members present shall choose one of their number to be Chairperson.

7.8 Failure to obtain Quorum

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting if convened upon a requisition of members shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place, or as a virtual meeting, or to such other day time and place, or as a virtual meeting, as the Directors may appoint by notice to the members. If at such adjourned meeting a quorum is not present, those Full Members present personally or by proxy or by attorney or duly authorised representative (being not less than 2) shall be a quorum.

7.9 Voting

- (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands:
 - (i) By the Chairperson;
 - (ii) By at least 3 Full Members present or by proxy or by attorney or representative and representing not less than 5% of the total voting rights of all the Full members having the right to vote at the meeting,
 - (iii) Unless a poll is demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book or electronic file containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 - (iv) The demand for a poll may be withdrawn.

7.10 Poll

If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of a poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately.

7.11 Chairman’s Casting Vote

In the case of equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a 2nd casting vote.

7.12 Voting Rights

At any general meeting, every Full member who is present in person or by proxy or by attorney or by other duly authorised representative shall have one vote on a show of hands and one vote on a poll.

7.13 No vote unless Subscriptions paid

No Full member shall be entitled to vote at any general meeting unless all moneys presently payable by that member to the Company have been paid at least 24 hours before the commencement of any general meeting.

7.14 Objection to Voter’s Qualification

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

7.15 Proxy

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. To be effective, the instrument appointing a proxy must be received by the Company at least 48 hours before the commencement of the meeting. A proxy need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Name of the Company

I,

of,

being a Full Member of the Company hereby appoint

of

or failing him or her,

8.3 Term & Election of Directors

- (a) At each Annual General Meeting, one third of the Directors shall retire. If the number of Directors at the time of convening the Annual General Meeting is not divisible by 3, the number of Directors to retire shall be rounded to the closest whole number. The Directors to retire are those voluntarily retiring, then those who have been longest in office since their election and, as between persons who became Directors on the same day, those to retire shall (unless otherwise agreed between them) be determined by ballot amongst Directors.
- (b) A retiring director is eligible for re-election.

8.4 Manner of Election of Directors

Directors shall be elected from those persons nominated in writing by Full Members and received in the Registered Office or by the Secretary at least 28 days prior to the Annual General Meeting. Notice of the candidates for election as Directors shall be forwarded to the Members at least 7 days prior to the Annual General Meeting. A resolution for the election of Director shall be voted on individually and a resolution shall not be put for the joint election of more than one Director.

8.5 Office Bearers

(a) Chairperson

There shall be a Chairperson of the Board and three Deputy Chairpersons each of whom, shall be elected by the Board from amongst the Directors.

(b) Secretary

The Secretary shall be the Company Secretary. There shall be a Secretary elected by the Board.

(c) Treasurer

There shall be a Treasurer elected by the Board.

(d) Casual Vacancies

- (i) Subject to Clause 8.1, the Directors shall have power from time to time and at any time to appoint any other eligible persons to be Directors to fill casual vacancies or as additions to the Board.
- (ii) If appointed to fill a vacancy, the Director so appointed shall retire at the same time as if he or she had become a Director on the day on which the Director in whose place he or she is appointed was last elected and shall then be eligible for re-election.
- (iii) If appointed as an addition to the Board, any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election but shall

not be taken into account in determining the Directors who are to retire at that meeting.

8.6 Removal of Directors

- (a) The Full Members may by resolution, notice of which is given to the Company at least two months prior to the meeting at which the removal is to be considered, remove any Director before the expiration of his or her period of office and may by resolution appoint another eligible person in his or her stead.
- (b) A copy of the notice proposing the removal must be given to the Director whose removal is proposed as soon as practicable after it is received.

8.7 Remuneration of Directors

The Directors may be paid travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or official activities but subject as aforesaid the Directors shall not be paid or entitled to any remuneration for holding office as Directors.

8.8 Proceedings if Office Vacant

The continuing Directors may act notwithstanding any vacancy on the Board but so that if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, the remaining Directors may only act for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or of convening a general meeting of the Company or in emergencies but for no other purpose.

8.9 Vacation of Office

The office of a Director shall become vacant of a Director:

- (a) ceases to be a Director by virtue of the Corporations Act;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) becomes prohibited from being a Director by reason of any order made under the Corporations Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his or her office by notice in writing to the Company;
- (f) absents himself or herself from at least 3 consecutive meetings of the Directors without special leave of absence from the Directors and the Directors resolve that his or her office be vacated;
- (g) is removed pursuant to this Constitution.

8.10 Conflict of Interest

- (a) No Director shall be disqualified by his or her office from holding any office or place of profit under the Company or under any company in which the Company shall be a shareholder or otherwise interested or from contracting with the Company either as a vendor, purchaser or broker, solicitor, accountant or otherwise, nor shall any such contract

or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director be liable to account to the Company for any profit arising from any such office or place or profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established, but the nature of his or her interest must be declared by him or her at the meeting of the Directors at which the contract or arrangement is determined on if his or her sole interest then exists or in any other case at the first meeting of the Directors after the acquisition of his or her interest.

- (b) No Director shall as a Director vote in respect of any contract or proposed contract or arrangement in which he or she has directly or indirectly a personal material interest unless that Director has disclosed such interest to the meeting of the Directors at which the contract or proposed contract or arrangement is voted upon.
- (c) A Director may affix or attest the affixing of the seal to a contract or to an instrument containing an arrangement in which he or she is interested.
- (d) No Director shall as a Director vote in respect of any determination pursuant to the cessation or acceptance of a member where he or she has directly or indirectly a personal material interest in the said cessation or acceptance.
- (e) A general notice to the effect that a Director is an officer or member of a specified corporation or a member of a specified firm and setting forth the nature and extent of his or her interest in such corporation or firm and that he or she is to be regarded as interested in any contract which may after the date of such notice be made with such corporation or firm shall subject to the Corporations Act be a sufficient declaration under this clause in respect of any contract so made as regards such Director.
- (f) A Director shall not be deemed to be interested in any contract or proposed contract or arrangement or proposed arrangement by reason only that the contract or proposed contract or arrangements or proposed arrangements will be made with or for the benefit of or on behalf of another corporation which by virtue of the provisions of Section 50 of the Corporations Act is deemed to be related to the Company and that he or she is a director of that other corporation nor shall a Director be deemed to be interested in any contract or proposed contract relating to any loan to the Company by reason only that he or she has guaranteed or proposes to guarantee the repayment of such loan or part thereof.
- (g) It shall be the duty of the Secretary to record in the minutes of the meeting any declarations made or notices given by a Director pursuant to this clause.

8.11 Office of Profit

A Director may hold any office other than that of auditor of the Company in conjunction with the office of Director and subject to the provisions of this Constitution upon such terms as to remuneration or otherwise as the Directors may arrange and shall not forfeit his or her office as a Director by reason of holding such office.

8.12 Associate of Auditor not to be Director

A partner, employer or employee of an auditor of the Company shall not be capable of being appointed a Director or alternate Director of the Company.

9. PROCEEDINGS OF DIRECTORS

9.1 Management of the Company's Business

Subject to this Constitution, the Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. The quorum for a meeting of Directors shall be 50% and if a quorum is not present within 30 minutes after the time appointed for the holding of the meeting it will stand adjourned to the same time and place, or as a virtual meeting, 7 days thereafter. The quorum at a meeting so adjourned shall be 50% of the number of Directors. A Director who has an interest as referred to in Clause 8.10 is to be counted in a quorum notwithstanding his or her interest.

9.2 Convening of Meetings

A Director at any time and the Secretary upon request of a Director shall convene a meeting of the Directors.

9.3 Alternate Directors

(a) Any Director may from time to time appoint any person which is approved by the Board (whether a member of the Company or not) to be his or her alternate Director to act in his or her place at any meeting or meetings of the Directors at which he or she is not present. Save as hereunder provided an alternate Director so appointed shall be subject to the provisions of this Constitution with regard to Directors. The appointee while he or she holds office as an alternate Director shall (subject to his or her giving to the Company an address within Australia at which notices may be served upon him or her) be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the Director for whom he or she is alternate is not personally present and generally to perform all the functions of that Director as a Director in his or her absence and where the alternate is himself or herself a Director he or she shall have a separate vote on behalf of the Director for whom he or she is alternate in addition to his or her own vote. Any appointment so made may be revoked at any time by the appointor and any appointment or revocation under this clause shall be effected by written notice, letter, or electronic message or other form of visible communication from such appointor to the Company.

(b) Every alternate Director shall whilst acting as a Director be

responsible to the Company for his or her own acts and defaults and shall not be deemed to be the agent of the Director by whom he or she was appointed.

- (c) An alternate Director shall vacate office if the appointer ceases to be a Director provided that unless the Director who appointed him or her is absent no alternate Director shall take part in any meeting of the Directors without the approval of the Chairperson of the meeting or have any vote at that meeting.
- (d) An instrument appointing an alternate Director as nearly as circumstances will permit shall be in the following form to the effect of the following:

To: AusHeritage Ltd.

I, the undersigned being a Director of the Company appoint

of

to act as alternate Director in my place and to exercise and discharge all my duties as a Director.

Dated:

Signature:

Name (block letters):

or in such other form as the Directors may from time to time prescribe or approve or in particular cases accept.

9.4 Voting

Questions arising at any meetings of the Directors shall be decided by a majority of votes and in cases of an equality of votes the Chairpersons shall have a 2nd or casting vote.

9.5 Chairperson

At every meeting of the Board, the Chairperson shall preside as the Chair or in the event of his or her absence or if there is no Chairperson, or if he or she is not present within 15 minutes of the time appointed for the holding of the meeting or is unwilling to act, a Deputy Chairperson shall preside. If a Deputy Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting, or if a Deputy Chairperson is not willing to act, the Directors present shall elect one of their number to be Chairperson of that meeting.

9.6 Power of Meetings

A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors generally.

9.7 Attendance at meetings

The Board may from time to time by resolution invite representatives of any company, firm, association, organisation, group or educational institutions or

any branch thereof, department of government (either Commonwealth, State or Municipal), or any other person to attend a meeting of the Directors. Any such representative or person so invited shall have the right to attend the meeting of the Directors and with the consent of the Chairperson may take part in all discussions thereat but shall not be entitled to vote.

9.8 Committees

The Directors may delegate any of their powers to committees consisting of such Full Members of their body as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors. The meetings and proceedings of any such committee of 2 or more Full Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Clause.

9.9 Validity of Acts

All acts done at any meeting of the Directors or of a committee or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of the Committee (as the case may be) and had been entitled to vote.

9.10 Resolution of Directors

A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall, be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.

9.11 Delegation of Voting Rights

A Director who is unable to attend any meetings of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him or her at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he or she is so authorised in addition to his or her own vote. Any such authority must be in writing or by electronic message or other form of visible communication which must be produced at the meeting at which the same is to be used and be left with the Secretary for retention with the Company's records.

10. MINUTES

10.1 Minutes to be Kept

The Directors shall cause minutes to be duly recorded provided for the purpose of:

- (a) all appointments of officers;
- (b) all names of the Directors present at each meeting of Directors and of

- any committees of Directors;
- (c) all orders made by the Directors and of committees of Directors;
 - (d) all resolutions and proceedings of general meetings and meetings of the Directors and committees;

and any minutes of any meeting of the Directors or of any committee or of the Company if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in those minutes.

10.2 Maintenance

The books or electronic files containing the minutes of the proceedings at general meetings of the Company shall be kept in the office or the principal place of business of the Company or with the Secretary and in the archives and shall be open to the inspection of any Full Member or Associate Member of the Company without charge. Any Full Member or Associate member shall be entitled to be furnished within 7 days after he or she has made a request in that behalf with a copy of any minutes.

11. POWERS AND DUTIES OF DIRECTORS

11.1 Management of the Company's Affairs

The control, management and conduct of the Company shall be vested in the Board.

11.2 AICD Code of Conduct

The Directors shall at all times comply with the Code of Conduct published from time to time by the Australian Institute of Company Directors.

11.3 Appointment of Attorney

The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

12. SECRETARY, SEAL, CHEQUES, ELECTRONIC TRANSFERS

12.1 Secretary

The Secretary who shall be a natural person shall in accordance with the Corporations Act be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

12.2 The Seal

The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a 2nd Director or by some other person appointed by the

Directors for the purpose.

12.3 Cheques, Electronic Transfers

- (a) All negotiable instruments and electronic transfers shall be accepted, made, drawn or endorsed for and on behalf of the Company and all cheques or orders for payment shall be signed in such a manner as the Directors may from time to time prescribe.
- (b) Cheques, electronic transfers or other negotiable instruments paid to the Company's banker for collection and requiring the endorsement of the Company may be endorsed on its behalf in such manner as the Directors may from time to time prescribe.

13. ACCOUNTS AND AUDIT

13.1 Accounting Records

The Directors shall cause to be kept such accounting records as correctly record and explain the transactions and financial position of the Company and enable true and fair accounts of the Company to be prepared from time to time and shall cause those accounting records to be kept in a manner that will enable the accounts of the Company to be conveniently and properly audited in accordance with the Corporations Act.

13.2 Profit & Loss Account and Balance Sheet

- (a) At each Annual General meeting, the Directors shall lay before the Company a profit and loss account for the period since the preceding account.
- (b) A duly audited balance sheet made out as at a date to which the profit and loss account is made up shall be made out and laid before the Company at its Annual General Meeting. The balance sheet shall be in the form and contain the matters required by the Corporations Act and shall be accompanied by or have attached thereto the reports, statements and declarations required by the Corporations Act to be attached to or accompany the same.
- (c) Not less than 21 days before each Annual General Meeting and not more than 4 months after the close of each financial year, a copy of every profit and loss account and balance sheet relating to that financial year (including every document required by law to be attached thereto) which is to be laid before the Company at the Annual General Meeting and if required a copy of any Auditors' Report or other statement thereon, shall be sent to all persons entitled to receive notices of general meetings.

13.3 Provision to Members

Any member of the Company shall be entitled to be furnished on demand without charge with a copy of the last profit and loss account and balance sheet of the Company (including every document required by law to be attached thereto) together with a copy of any Auditors', or other statement,

13.4 Auditors

Auditors may be appointed and remunerated and their duties regulated in

accordance with the provisions of the Corporations Act.

13.5 Member Direction

Members who are entitled to at least 5% of the votes may, in accordance with the provisions of Section 294A of the Corporations Act, give the Company a direction to prepare a financial report and directors report for a financial year and to send them to Members.

13.6 Annual Accounts Conclusive

Every account of the Directors when and if audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within 3 months after having been approved. Whenever any error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

14. NOTICES

14.1 Service of Notices

A notice may be given by the Company to any member either personally or by sending it by post or by electronic means to him or her at his or her registered address, if any, within Australia supplied by him or her to the Company for the giving of notices to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. A notice sent electronically shall be deemed to be delivered on the next day after being sent.

14.2 Entitlement to Notice

Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those who (having no registered address within Australia) have not supplied the Company an address within Australia for the giving of notices to them; and
- (b) any auditor for the time being of the Company.

No other persons shall be entitled to receive notices of general meetings.

15. INDEMNITY

15.1 Discharge of Duties

Every Director, Secretary, manager and other officer or servant of the Company shall be indemnified by the Company against (and it shall be the duty of the Directors out of the funds of the Company to pay) all costs, losses and expenses by which any such Director, Secretary, manager and other officer or servant may incur or become liable to pay by reason of any contract entered into or act or thing done by him or her such as Director, Secretary, manager and other officer or servant or in any way of discharge of his or her duties including travelling expenses.

15.2 Court Proceedings

Every Director, Secretary, Auditor and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any

liability incurred by him or her in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Corporations Act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.

16. WINDING UP

16.1 Voluntary Winding Up

The Company shall be wound up voluntarily whenever a special resolution of which at least 21 days' notice has been given to all members entitled to receive such notice has been duly passed at a general meeting of members requiring the Company to be wound up.

16.2 Corporations Act to Apply

The provisions of the Corporations Act relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in this Constitution.

16.3 Distribution of Net Assets

If upon the winding up or dissolution of the Company, there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to any one or more institutions having objects similar to the objects of the Company and which prohibit the distribution of income and property amongst members to an extent as least as great as is imposed on the Company under or by virtue of the Constitution, such institution or institutions to be determined by the Full Members of the Company at or before the time of dissolution and in default thereof by a judge of the Supreme Court of Victoria or of a court of equivalent jurisdiction in the place where the Company has its registered office, as may have or acquire jurisdiction in regard to charitable funds.

17. BYLAWS

17.1 Power to make Bylaws

The Board shall have power from time to time to make any Bylaws which in its opinion are necessary or desirable for the proper control, administration and management of the Company's affairs, operations, finances, interests, effects and property and to amend and repeal from time to time the Bylaws.

17.2 Amendment or Repeal

The Company in general meeting may amend or repeal Any Bylaw made by the Board.

17.3 Bylaws to be read down

A Bylaw shall:

- (a) Be subject to this Constitution;
- (b) not be inconsistent with any provision contained in this Constitution, and;
- (c) when in force shall be binding in all members and Directors and shall have the same effects as this Constitution.