



[Proposed final draft – Application for registration]

Constitution

Victorian Chamber of Commerce and Industry Limited
ACN [TBC]

draft

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Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

Annual Subscription Fee means an annual fee payable by a Member, or class of Member, as determined by the Directors under clause 9.

Application Fee means a fee payable if an application to become a Member is accepted, as determined by the Directors under clause 9.

Auditor means the Company's auditor, if any.

CEO means a person appointed as the Company's chief executive officer under clause 60.

Commissioner means the Federal Commissioner of Taxation in Australia or authorised delegates.

Company means Victorian Chamber of Commerce and Industry Limited ACN [TBC].

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Director includes any person occupying the position of director of the Company and, where applicable, includes a person appointed to the position of an alternate director of the Company.

Directors means all or some of the Directors acting as a board.

Executive Committee has the meaning given to that term in clause 54.1.

Financial Member means a Member who has paid the applicable Annual Subscription Fee for the then current period.

Former President means any person formerly appointed to the office of President but excludes, for the avoidance of doubt, the current President at that time.

Former Rules means the governing document of each of:

- (a) Victorian Chamber of Commerce and Industry, an association of employers registered under the *Fair Work (Registered Organisations) Act 2009* (Cth) to which the Company is the ultimate successor; and
- (b) Victorian Chamber of Commerce and Industry Incorporated (registration # [insert]) the entity to which the Company is the immediate successor, being the governing document in force immediately before, and ceasing to apply on and from, the Incorporation Date.

Former Vice President means any person formerly appointed to the office of Vice President but excludes, for the avoidance of doubt, any current Vice President at that time.

GST means goods and services tax payable pursuant to the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

Incorporation Date means the date on which the Company is registered as a company limited by guarantee under the Corporations Act, being the time at which this Constitution is adopted by the Company as its constitution.

Investment Committee has the meaning given to that term in clause 53.1.

ITAA 1997 means the *Income Tax Assessment Act 1997* (Cth).

Life Member means a person admitted as a Member under clause 8.

Member means a member of the Company under clause 7.

Past President means the most immediately antecedent Former President at that time (who, for the avoidance of doubt, is a Director).

President means the Director appointed as the President of the Company under clause 49.

Principal Purpose has the meaning given to that term in clause 5.1.

Register means the register of Members of the Company.

Representative means a person appointed as such under clause 13 or under section 250D of the Corporations Act.

Responsible Person means an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on the Australian Stock Exchange;
- (e) has received formal recognition from government for services to the community; or
- (f) is approved as a Responsible Person by the Commissioner.

Seal means the Company's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and, if there are joint secretaries, any one or more of those joint secretaries.

Vice President means a Director appointed as Vice President of the Company under clause 50.

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

- 2.1 In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (e) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (f) a reference to a person includes a natural person, partnership, body corporate, trust, association, governmental or local authority or agency or other entity;
- (g) a reference to **A\$, \$A**, dollar or **\$** is to Australian currency; and
- (h) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

- 2.2 Headings are for ease of reference only and do not affect interpretation.

- 2.3 A reference in this Constitution to a Member being present at a general meeting of the Company, or being present at a meeting of a class of Members, is a reference to:

- (a) a Member present at the physical venue (or a physical venue) for the meeting or present by using the virtual meeting technology used for the meeting; or

- (b) a Member present by proxy, attorney or Representative (whether that proxy, attorney or Representative is present at the physical venue (or a physical venue) for the meeting or present by using the virtual meeting technology used for the meeting).

3. Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

4. Transitional provisions

This Constitution has the effect that (and must be interpreted such that):

- (a) every Director, Director's alternate, senior manager and Secretary in office in that capacity as at the Incorporation Date continues in office in that capacity subject to, and is taken to have been appointed or elected under, this Constitution;
- (b) every Member (including, for the avoidance of doubt, every Life Member) as at the Incorporation Date continues to be a Member subject to, and is taken to have become a member of the Company under, this Constitution;
- (c) any register maintained by the Company immediately before the Incorporation Date is taken to be a register maintained under this Constitution;
- (d) any seal adopted by the Company before the Incorporation Date is taken to be the Seal until another Seal is adopted by the Company under this Constitution; and
- (e) unless a contrary intention appears in this Constitution, all persons, things, agreements and circumstances appointed, approved, created or delegated by or under the Former Rules continue to have the same status, operation and effect as if they had occurred under this Constitution on and after the Incorporation Date.

Objects

5. Objects

- 5.1 The Company is a company limited by guarantee, and is a not-for-profit, non-political entity established and located in Australia for the purpose of promoting industry, trade and commerce and economic development in Victoria for employers and persons engaged in industry, trade and commerce (**Principal Purpose**).
- 5.2 Without limiting clause 5.1, the Principal Purpose will be furthered by means and activities including:
 - (a) the promotion of the development of commerce and industry in Victoria including without limitation:
 - (i) primary industry;
 - (ii) the resources and energy sectors;
 - (iii) the manufacturing and industry sectors;
 - (iv) the financial, professional and other services sectors;
 - (v) health, education and hospitality sectors;
 - (vi) communications and information technology sectors; and
 - (vii) charitable, not for profit community and arts sectors;
 - (b) promoting, developing and protecting the interests of employers and persons engaged in industry, trade and commerce;

- (c) securing the advantages of unity of action;
 - (d) forming and encouraging the formation of associations of employers and persons engaged in industry, trade and commerce, together and within industries or groups of industries or sectors of industries;
 - (e) fostering the promotion and development of free enterprise;
 - (f) promoting, developing and protecting the interests of employers in matters concerning employment; and
 - (g) promoting and developing high standards in education and training for employers and persons engaged in industry, trade and commerce.
- 5.3 The Company may only exercise the powers in section 124(1) of the Corporations Act to:
- (a) carry out the Principal Purpose in this clause 5; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 5.3(a).

Income and property of Company

6. Income and property of Company

- 6.1 The income and property of the Company shall be used and applied solely in promotion of the Principal Purpose.
- 6.2 No income or property will be distributed, paid or transferred directly or indirectly to any Member of the Company other than:
- (a) in carrying out the Principal Purpose; or
 - (b) for goods or services which a Member has provided or expenses they have properly incurred at fair and reasonable rates (or rates more favourable to the Company).

Membership

7. Admission

- 7.1 The number of Members with which the Company proposes to be registered is unlimited.
- 7.2 Those persons who were members at the time of the Company's application for registration as a company limited by guarantee under the Corporations Act and are set out in the Company's initial Register on registration as a company limited by guarantee under the Corporations Act are the initial members of the Company in the relevant class specified in the Register. Those persons are Members subject to this Constitution.
- 7.3 The Members will be:
- (a) persons who are Members under clause 7.2 (each of whom satisfied one of the criteria set out in clauses 7.3(b)(i) to 7.3(b)(iii) (inclusive) at the relevant time);
 - (b) persons who are:
 - (i) employers in any trade, business, profession, occupation or calling in Victoria;
 - (ii) sole traders with the potential to employ labour; or
 - (iii) such other persons as the Directors determine from time to time are engaged in any trade, business, profession, occupation or calling in Victoria,

in each case, subject to an application for membership and satisfaction by that person of any further eligibility criteria determined by the Directors from time to time;

- (c) persons who are Life Members under clause 8 (each of whom satisfied the criterion set out in clause 8.1);
 - (d) the current Directors of the Company who are not Representatives of Financial Members; and
 - (e) former Directors or committee members of the Company under clause 35.
- 7.4 A Member has no liability as a Member except as set out in clauses 11.2(b) and 67.
- 7.5 Applications for membership of the Company must be made in writing, signed by the applicant (or authorised representative of the incorporated body or organisation), in a form approved by the Directors or a committee established pursuant to clause 52.1, which may be varied from time to time.
- 7.6 By completing and submitting an application for membership, if accepted, the applicant agrees to be bound by this Constitution and any other rules, by-laws, policies or standards prescribed by the Directors from time to time.
- 7.7 After the receipt of an application for membership, the application will be considered at a meeting of the Directors or a committee established pursuant to clause 52.1 within a reasonable time of receipt of such application as may be determined by the Directors or the relevant committee from time to time. The Directors or such committee will (as the case may be):
- (a) determine the admission or rejection of the applicant; or
 - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 7.8 If an application for membership is accepted, the Company must:
- (a) give written notice of the acceptance to the applicant; and
 - (b) enter the applicant's name in the Register,
- subject to the applicant's payment of any Application Fee and Annual Subscription Fee.
- 7.9 If an application for membership is rejected, the Company must give written notice of the rejection to the applicant and is not required to give any reason for the rejection of the application to become a Member.
- 7.10 The Directors may:
- (a) establish different classes of Members; and
 - (b) prescribe the qualifications, rights, privileges of and benefits available to persons to become a particular class of Member.

8. Life Members

- 8.1 Subject to clause 8.4, any person who has served their term of office with distinction as a Director or as a member of a committee established pursuant to clause 52.1 (including prior to the Company's registration as a company limited by guarantee under the Corporations Act) may be nominated by a Director to become a Member on a honorary basis for life.
- 8.2 Nominations for life membership of the Company will be considered at a meeting of the Directors or a committee established pursuant to clause 52.1 within a reasonable time of receipt of such nomination, as determined by the Directors or the relevant committee from time to time. The Directors or the relevant committee will:
- (a) determine the admission or rejection of the nomination for life membership; or
 - (b) decide to call on the nominee to supply any evidence of eligibility that they consider reasonably necessary.
- 8.3 The rights, privileges and benefits available to Life Members will be as determined by the Directors under clause 7.10.

- 8.4 Notwithstanding any other provision in this Constitution:
- (a) any person who is, or has been, a Life Member is not eligible to serve, or seek election to serve, as a Director unless otherwise approved by the Directors; and
 - (b) for the avoidance of doubt, a person nominated for life membership must not hold the office of Director at the time of that person's nomination for life membership.

9. Membership Fees

- 9.1 The Directors may from time to time determine an Annual Subscription Fee or Application Fee payable by each Member, or class of Member.
- 9.2 If the Directors resolve that there will be an Annual Subscription Fee or Application Fee, the Directors must specifically resolve:
- (a) the amount of the fee (plus GST);
 - (b) the terms of the fee;
 - (c) the due date(s) for payment of the fee; and
 - (d) any benefits or services to which the relevant member is eligible to receive in consideration for payment of the Annual Subscription Fee or Application Fee.
- 9.3 Any Annual Subscription Fee or Application Fee determined under clause 9.2 will apply until the Directors determine otherwise.

10. Rights of Members

- 10.1 Each Member shall have the right:
- (a) to call general meetings under clause 14.2 and receive notice of general meetings of the Company;
 - (b) to be present and to be heard at general meetings of the Company;
 - (c) provided that the Member is a Financial Member:
 - (i) to vote at general meetings of the Company on those matters that the relevant Financial Member is entitled to vote, including on motions;
 - (ii) subject to clause 36.1(a)(i), to nominate for election as a Director; and
 - (iii) subject to clause 36.1(a)(i), to propose or to second the nomination of a person who is a Financial Member or a Representative of a Financial Member for election as a Director; and
 - (iv) to propose motions for consideration at a general meeting of the Company.
- 10.2 The rights and obligations of a Member are personal and are not transferable.

11. Ceasing to be a Member

- 11.1 A Member's membership of the Company will cease:
- (a) if that Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a majority of the Directors present and voting at a meeting of Directors by resolution terminate the membership of that Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company, only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed (for which purpose a Director whose membership as a Member of the Company is in dispute shall be counted in the quorum but shall not vote on the matter); or

- (ii) for a failure to pay any Annual Subscription Fee or other amount due and payable to the Company by that Member within three months from the date on which such amount became due or payable;
- (c) where the Member is an individual, if 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;
- (d) where the Member is not an individual, if:
 - (i) the Member is dissolved or ceases to exist;
 - (ii) is insolvent;
 - (iii) is placed under external administration or makes any composition or arrangement with its creditors;
 - (iv) a liquidator is appointed in connection with the winding-up of the Member; or
 - (v) an order is made by a Court for the winding-up or deregistration of the Member; or
- (e) where, following the passing of a resolution of the Members to wind up the Company, the Company is wound up.

11.2 Any person who ceases to be a Member:

- (a) will not be entitled to any refund (or part refund) of any Annual Subscription Fee; and
- (b) will remain liable for and will pay to the Company all Annual Subscription Fees and other moneys which were due as at the date of ceasing to be a Member.

12. Powers of attorney

- 12.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, the Member must deliver the instrument appointing the attorney to the Company for notation.
- 12.2 If the Company asks a Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 12.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

13. Representatives

13.1 Any corporation or organisation which is a Member may by written notice to the Secretary:

- (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act. Such appointment may be for a specific purpose, such as attendance at a general meeting pursuant to clause 13.6, or as a standing appointment; and
- (b) remove a Representative by giving written notice to the Company of the revocation or by appointing a new Representative.

13.2 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.

- 13.3 A certificate executed under section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 13.4 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.
- 13.5 The appointment of a Representative may set out terms of appointment applying to the Representative, including restrictions on the Representative's powers.
- 13.6 The Company is entitled to assume without enquiring that the terms of appointment of a Representative are complied with, and accordingly is not liable if those terms are not complied with.
- 13.7 Where a Representative is appointed for the purposes of attending a general meeting, the appointment is not valid unless it is received by the Company at least 48 hours before the time for holding the general meeting or adjourned general meeting at:
- (a) the Company's registered office; or
 - (b) a place or electronic address specified for that purpose in the notice of meeting.

General meetings

14. Calling general meeting

- 14.1 The Directors together, and any Director may, at any time, call a general meeting of the Company.
- 14.2 Subject to the Corporations Act, a Member may:
- (a) only request the Directors to call a general meeting of the Company under section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting of the Company except under section 249E or 249F of the Corporations Act.

15. Place and time of general meeting

- 15.1 The place at which a general meeting of the Company is held is taken to be:
- (a) if the general meeting of the Company is held at only one physical venue (whether or not it is also held using virtual meeting technology), that physical venue;
 - (b) if the general meeting of the Company is held at more than one physical venue (whether or not it is also held using virtual meeting technology), the main physical venue of the meeting as set out in the relevant notice of meeting; or
 - (c) if the general meeting of the Company is held using virtual meeting technology only, the registered office of the Company.
- 15.2 The time at which a general meeting of the Company is held is taken to be the time at the place at which the general meeting of the Company is taken to be held in accordance with clause 15.1(a).

16. How general meeting may be held

A general meeting may be held:

- (a) at one or more physical venues;
- (b) at one or more physical venues and using virtual meeting technology;
- (c) using virtual meeting technology only; or

- (d) in any other manner permitted by the Corporations Act.

17. Reasonable opportunity to participate

In accordance with the requirement under section 249S of the Corporations Act, the Company must give the Members entitled to attend the general meeting of the Company, as a whole, a reasonable opportunity to participate in that general meeting.

18. Notice of general meeting

- 18.1 Subject to clause 18.3, at least 21 days' written notice (exclusive of the day on which the notice is served or deemed to be served and of the day of the general meeting of the Company for which notice is given) must be given to the Members of any general meeting of the Company.
- 18.2 A notice calling a general meeting of the Company:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this (including any form of electronic communication allowing contemporaneous communication);
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place and electronic address for the purposes of proxy appointment.
- 18.3 Subject to the Corporations Act, shorter notice of a general meeting may be given if agreed to:
- (a) in the case of an annual general meeting of the Company, by all Members entitled to vote at the meeting; and
 - (b) in the case of any other general meeting of the Company, with the prior agreement of 95% of the Members entitled to vote at the general meeting,
- and, accordingly, any such general meeting of the Company will be treated as having been duly convened.
- 18.4 A notice of an annual general meeting of the Company need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of Directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 18.5 The Directors may postpone or cancel any general meeting of the Company whenever they think fit (other than a meeting called as the result of a request under clause 14.2).
- 18.6 The Directors must give notice of the postponement or cancellation of a general meeting of the Company to all persons referred to in clause 65 entitled to receive notices from the Company.
- 18.7 The failure or accidental omission to send a notice of a general meeting of the Company (including a proxy appointment form) to a Member or the non-receipt of a notice (or form) by a Member does not invalidate the proceedings at or any resolution passed at such general meeting of the Company.

Proceedings at general meetings

19. Member

In clauses 20, 21, 23 and 27, Member includes a Member present in person or by proxy, attorney or Representative.

20. Quorum

- 20.1 No business may be transacted at a general meeting of the Company unless three Members (**quorum**) are present when the meeting proceeds to business.
- 20.2 If a quorum is not present within 30 minutes after the time appointed for a general meeting of the Company:
- (a) if the general meeting was called on the requisition of a Member under clause 14.2, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

21. Chairperson

- 21.1 The President, or, in the President's absence a Vice President, will be the chairperson at every general meeting of the Company.
- 21.2 The Directors present may elect a chairperson of a general meeting of the Company if:
- (a) neither the President nor a Vice President is present within 15 minutes after the time appointed for holding the general meeting; or
 - (b) each of the President and any Vice President is unwilling to act as chairperson of the general meeting.
- 21.3 If no election is made under clause 21.2, then:
- (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect a Member who is present as chairperson.
- 21.4 If there is a dispute at a general meeting of the Company about a question of procedure, the chairperson may determine the question.
- 21.5 The chairperson of each general meeting of the Company has charge of conduct of that meeting, including the procedures to be adopted and the application of those procedures at that meeting.

22. Adjournment

- 22.1 The chairperson of a general meeting of the Company at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so by a majority of Members present or by proxy at the general meeting.
- 22.2 An adjourned general meeting may take place at a different venue to the initial general meeting of the Company.
- 22.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 22.4 Notice of an adjourned general meeting must only be given if a general meeting of the Company has been adjourned for more than 21 days.

23. Decision on questions

- 23.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

- 23.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 23.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 23.4 The demand for a poll may be withdrawn.
- 23.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

24. Taking a poll

- 24.1 A poll will be taken when and in the manner that the chairperson directs.
- 24.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 24.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 24.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 24.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 24.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

25. Casting vote of chairperson

The chairperson shall have a casting vote in respect of any deadlock in addition to the chairperson's votes as a Member, or a proxy, attorney or Representative of a Member.

26. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

27. Entitlement to vote

- 27.1 Each Member has one vote on matters on which the Member is entitled to vote.
- 27.2 Each Member entitled to vote at a general meeting of the Company may vote in person or by proxy.

27.3 Where a Representative votes for a Member at a general meeting of the Company pursuant to clause 13.4, clauses 27 to 33 (inclusive) apply equally to that Representative.

28. Objections

28.1 An objection to the qualification of the voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered a vote.

28.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.

28.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

29. Votes by proxy

29.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.

29.2 A proxy may, but need not be, a Member.

29.3 A proxy or attorney of a Member may demand or join in demanding a poll.

29.4 A proxy or attorney of a Member may vote on a poll.

29.5 A proxy of a Member may vote or abstain as he or she considers appropriate except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

30. Document appointing proxy

30.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by section 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.

30.2 For the purposes of clause 30.1, an appointment received at an electronic address will be taken to be signed by the Member if:

- (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
- (b) the appointment has been verified in another manner approved by the Directors.

30.3 Where a proxy is signed pursuant to a power of attorney, a copy of the registered power of attorney (certified as a true copy of the original) must be attached to the appointment sent to the Company.

30.4 A proxy's appointment is valid at an adjourned general meeting of the Company.

30.5 A proxy or attorney may be appointed for all general meetings of the Company or for any number of general meetings of the Company or for a particular purpose.

30.6 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney of the Member will be taken to confer authority:

- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and

- (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

30.7 If a proxy appointment is signed by a Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

31. Lodgement of proxy

31.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.

31.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

- (i) the Company's registered office; or
- (ii) a place or electronic address specified for that purpose in the notice of meeting.

32. Validity

A vote cast in accordance with an appointment of proxy, Representative or power of attorney is valid unless before the start of a general meeting (or in the case of an adjourned general meeting, not less than 48 hours before the resumption of the adjourned meeting):

- (a) the Member who appointed the proxy, Representative or power of attorney ceases to be a Member; or
- (b) the Company receives written notification of:
 - (i) the revocation of the proxy or Representative by the Member;
 - (ii) the appointment of a new proxy or Representative; or
 - (iii) the revocation of any power of attorney under which the proxy was appointed.

33. Written resolutions of Members

33.1 Members may pass a resolution without a general meeting of the Company being held if all the Members entitled to vote on the resolution, or their Representative, sign a document containing a statement that they are in favour of the resolution set out in the document.

33.2 Signatures of the Members, or their Representatives, may be contained in more than one document.

33.3 The resolution is taken to be passed (and if it is required to be a special resolution to be effective, passed as a special resolution), as if it had been passed unanimously at a duly convened general meeting, at the time the Secretary has evidence that the last Member has signed it.

Appointment and removal of Directors

34. Number and composition of Directors

34.1 In addition to the Past President (if applicable under clause 38.5), there will be no less than five Directors of the Company and no more than ten Directors of the Company, unless the Company in general meeting by resolution determines otherwise (provided that, at all times, there are at least three Directors of the Company).

- 34.2 The initial Directors of the Company are the persons who have consented to act as directors at the time of the Company's application for registration as a company limited by guarantee under the Corporations Act and are set out in the Company's register of officeholders. Those persons hold office subject to this Constitution.
- 34.3 The Past President will not be included for the purposes of determining the maximum number of Directors of the Company under clause 34.1 (but will, for the avoidance of doubt, be included to satisfy the minimum requirements of Directors under clause 34.1 and under the Corporations Act, as the case may be).

35. Directors to be Members

A person may only be appointed as a Director if:

- (a) the person has consented to becoming a Member; or
- (b) where the person is a Representative of a Financial Member:
 - (i) the Directors or the relevant committee established pursuant to clause 52.1 has received written endorsement from that Financial Member in respect of that person's appointment as a Director; and
 - (ii) that Financial Member has not given notice to the Company to cease to be a Member under clause 11 and no matter or event has occurred which might lead to the cessation of that Financial Member's membership under that clause.

36. Appointment and removal of Directors

- 36.1 Subject to clauses 34 and 40, at a general meeting of the Company, the Company may by resolution passed:
- (a) appoint as a Director:
 - (i) any person:
 - (A) that has been, or is a Representative of a Member who has been, a Financial Member for at least two consecutive years prior to the date of that person's nomination;
 - (B) who is not and has never been a Life Member, unless otherwise approved by the Board; and
 - (C) for whom the Company has received a nomination and endorsement signed by at least two Financial Members (other than the Financial Member who is, or whose Representative is, nominated to be appointed as a Director) that have been Financial Members for at least two consecutive years prior to the date of that person's nomination; or
 - (ii) any person that has been nominated by the Directors for appointment as a Director (for the avoidance of doubt, who need not be a Financial Member);
 - (b) remove any Director before the end of the Director's period of office; and
 - (c) appoint another person who satisfies the requirements of clause 36.1(a) in the place of the Director removed under clause 36.1(b).
- 36.2 An appointment of a person as a Director is not effective unless a signed consent to the appointment as a Director is provided by that person to the Company and that person has satisfied the requirements of clause 35. The appointment of a person as a Director will take effect on the later of the date of appointment and the date on which the Company receives the signed consent to that appointment as Director or Member (as the case may be).
- 36.3 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director, and recommend to the Members that they confirm that suspension.

- 36.4 Within 14 days of the suspension under clause 36.3, the Directors must call a general meeting of the Company, at which the Members may either resolve to confirm the suspension and remove the Director from office under clause 36.1(b) or annul the suspension and reinstate the Director.

37. Additional and casual Directors

- 37.1 Subject to clauses 34 and 40, the Directors may resolve to appoint another person as a Director from time to time.
- 37.2 Unless otherwise determined by the Directors, a person appointed as a Director under clause 37.1 will hold office until the next general meeting of the Company, at which time the appointee must retire from office, unless the person's appointment as a Director is approved by the Members at such meeting.
- 37.3 For the avoidance of doubt, a Director appointed under clause 37.1 is not required to consent to becoming a Member of the Company unless and until such time as their appointment as a Director is approved by the Members at the next general meeting of the Company.

38. Retirement

- 38.1 Subject to clause 38.5, a Director's term of office is three years after the Director was appointed (in the case of the initial Directors of the Company, such period is inclusive of any term of office prior to the Company's registration as a company limited by guarantee under the Corporations Act).
- 38.2 A retiring Director is eligible for re-appointment.
- 38.3 Subject to clauses 38.4 and 38.5, a person may only serve a maximum of two consecutive terms as a Director following which the person may not be a Director for a period of at least 24 months following the expiry of the second consecutive term. A term is considered consecutive unless there is an interval of at least 24 months where the person is not a Director.
- 38.4 A Director may serve an additional:
- (a) third consecutive term if that Director is appointed, and for as long as that Director is appointed, to the office of President or Vice President pursuant to clauses 49 or 50 (as the case may be); and
 - (b) fourth consecutive term if that Director is appointed, and for as long as that Director is appointed, to the office of President pursuant to clause 49.
- 38.5 If on ceasing to hold the office of President (except where such cessation occurs under clause 49.4) the Past President is a Director, that Past President may serve an additional term as Director for the period commencing on the date on which the Past President ceases to hold the office of President and ending on the earlier of:
- (a) one year; and
 - (b) the date on which the Past President ceases to be the most immediately antecedent Former President,
- except where removed under clause 51.4 or if the Director's office is vacated under clause 41.1.

39. Filling vacated office

- 39.1 When a Director retires, a person may be appointed to fill the relevant vacated office under clause 37.1.
- 39.2 Subject to clause 38.3, if the retiring Director has offered himself or herself for re-appointment, the retiring Director will be deemed to have been re-elected unless:
- (a) it is resolved by the Directors not to fill the vacated office; or
 - (b) the resolution for the re-election of the Director under clause 37.2 is put and lost.

40. Nomination of Director

A person other than a retiring Director is not eligible for appointment as a Director unless the person has left at the Company's registered office a written consent to the appointment.

41. Vacation of office

41.1 The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited or disqualified by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties and the Directors resolve that the person should cease to be a Director;
- (c) ceases to be a Member or in the case of a person who is a Representative of a Financial Member, the Financial Member ceases to be a Member;
- (d) resigns by notice in writing to the Company;
- (e) in the case of the Past President, ceases to be the most immediately antecedent Former President at any given time;
- (f) is removed by a resolution of the Company;
- (g) is absent from Directors' meetings for three consecutive meetings without leave of absence from the Directors; or
- (h) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act.

41.2 A Director may resign from the office of Director by giving written notice of resignation to the Company at its registered office.

Powers and duties of Directors

42. Powers and duties of Directors

42.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution or the Corporations Act do not require to be exercised by the Company in general meeting or by the Members passing a resolution.

42.2 Without limiting the generality of clause 42.1 or 52, the Directors may exercise all the powers of the Company to:

- (a) register the Company with relevant regulators including but not limited to the Commissioner, the Fair Work Commission and the Australian Securities and Investments Commission;
- (b) borrow money;
- (c) mortgage or charge any property or business of the Company;
- (d) delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees in accordance with clause 52;
- (e) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
- (f) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

- 42.3 The Directors may delegate any of their powers to any person, including a Director, a committee or an employee of the Company.
- 42.4 The Directors will cause the Company to comply with any obligations under any law, including, without limitation, any governance standards and reporting requirements.

Proceedings of Directors

43. Directors' meetings

- 43.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 43.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director and each Director's alternate unless the Directors determine otherwise from time to time.
- 43.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 43.4 Subject to the Corporations Act, a Directors' meeting may be held using any means (including by the Directors communicating with each other by any technological means, including telephones, virtual meeting technology and other electronic means) consented to by all the Directors. The consent may be a standing one.
- 43.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 43.6 Subject to clause 46, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 43.7 If, before or during a Directors' meeting held in accordance with this Constitution, any technical difficulty occurs where one or more Directors cease to participate, the chair of the Directors' meeting may adjourn the meeting until the difficulty is remedied or may, where a quorum of Directors remains present, continue with the meeting.
- 43.8 A Director can only withdraw their consent under clause 43.4 to the proposed means of holding a Directors' meeting if the Director does so at least 48 hours before the meeting.
- 43.9 Clauses 43.4 to 43.5 apply to meetings of Directors' committees as if all committee members were Directors.
- 43.10 Subject to clause 44, a Director who participates in a Directors' meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 43.11 Subject to this Constitution, the Directors may meet together, adjourn and regulate their meetings as they think fit.
- 43.12 A quorum is not less than three Directors.
- 43.13 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may request that the Members deal with the matter.
- 43.14 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

44. Decision on questions

- 44.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 46, each Director has one vote.
- 44.2 The chairperson of a meeting of Directors has a casting vote in addition to his or her deliberative vote.

Payments to Directors

45. Payments to Directors

- 45.1 No payment will be made to any Director of the Company other than payment:
- (a) subject to clause 45.2, of any fair and reasonable remuneration to a Director as determined by the Directors from time to time;
 - (b) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable is fair and reasonable and does not exceed an amount previously approved by the Directors;
 - (c) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be fair and reasonable payment for the service;
 - (d) of any fair and reasonable salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors, or under their delegation; and
 - (e) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.
- 45.2 At each annual general meeting of the Company, the remuneration of the Directors (for the avoidance of doubt, as a collective and not in respect of any individual Director) must be approved by resolution passed at the annual general meeting in respect of the period commencing at the end of such annual general meeting and ending at the opening of the next annual general meeting .

46. Directors' interests

- 46.1 Each Director is obliged to inform the other Directors of any potential or actual personal interest that a Director is aware of in a matter which is to be considered at a Directors' meeting.
- 46.2 If the Directors have, as a majority, determined that a particular Director has a personal interest in a matter that is being considered at a Directors' meeting, that particular Director must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter.
- 46.3 The Directors may determine from time to time whether a Director has a personal interest for the purposes of clause 46.2 and, for the avoidance of doubt, a Director will not be precluded from being present at or voting at a Directors' meeting unless the Directors have made a determination under clause 46.2.

47. Remaining Directors

- 47.1 The Directors may act even if there are vacancies on the board.
- 47.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) appoint an additional Director; or
 - (b) recommend that the Members appoint a Director under clause 37.
- 47.3 Within 28 days of the appointment of an additional Director under clause 47.2(a), the Directors must:
- (a) notify the Members of the appointment; and

- (b) request that the Members, at the next general meeting of the Company, either:
 - (i) confirm the appointment of the Director; or
 - (ii) remove the Director and appoint another Director under clause 36.1(a).

48. Chairperson

- 48.1 Subject to clauses 49.5 and 50.5, the Directors may elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.
- 48.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.
- 48.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence, or if the chairperson is unwilling or unable to act as chair for the whole or any part of that meeting.

49. Office of President

- 49.1 The Directors may at any time appoint a Director to hold the office of President.
- 49.2 The initial President is the person who acts as President at the time of the Company's registration as a company limited by guarantee under the Corporations Act. This person holds office subject to the Constitution.
- 49.3 The President shall hold office for a term of three years after which time the office of President becomes vacant (in the case of the initial President, such period is inclusive of any term of office prior to the Company's registration as a company limited by guarantee under the Corporations Act). A Director may only serve a maximum of three consecutive terms as President, or such shorter number of terms as President as is equal to their maximum term of office as a Director under clause 38.
- 49.4 The Directors may at any time remove the President, at which point the President will cease to hold the offices of President and Director.
- 49.5 At every Directors' meeting, the President shall be entitled to be chairperson of the meeting and shall have a casting vote in respect of any deadlock of the Directors' meeting.

50. Office of Vice President

- 50.1 The Directors may at any time appoint up to two Directors to each hold the office of a Vice President.
- 50.2 The initial Vice President(s) are those persons who act as Vice President at the time of the Company's application for registration as a company limited by guarantee under the Corporations Act. These persons hold office subject to the Constitution.
- 50.3 A Vice President shall hold office for a term of three years after which time the office of Vice President becomes vacant (in the case of the initial Vice Presidents, such period is inclusive of any term of office prior to the Company's registration as a company limited by guarantee under the Corporations Act). A Director may only serve a maximum of three consecutive terms as Vice President, or such shorter number of terms as Vice President as is equal to their maximum term of office as a Director under clause 38.
- 50.4 The Directors may at any time remove a Vice President, at which point the Vice President will cease to hold the offices of Vice President and Director.
- 50.5 At every Directors' meeting, where the President is not present within 15 minutes of the time appointed for the holding of the meeting or is unable or unwilling to act as chairperson of the meeting, a Vice President shall be entitled to be chairperson of the meeting and shall have a casting vote in respect of any deadlock of that Directors' meeting.

51. Office of Past President

- 51.1 If on ceasing to hold the office of President (other than where such cession occurs under clause 49.4) the Past President is a Director, that Past President will have the right under clause 38.5 to be appointed as a Director for the additional term specified in clause 38.5. If appointed, that Director will hold the office of Past President.
- 51.2 At the end of a Past President's additional term as specified in clause 38.5, the office of Past President becomes vacant and can only be filled by the next Past President.
- 51.3 The initial Past President is the person who acts as Past President at the time of the Company's registration as a company limited by guarantee under the Corporations Act. This person holds the office of Past President subject to the Constitution. The term of the initial Past President under clause 38.5 is inclusive of any term of office prior to the Company's registration as a company limited by guarantee under the Corporations Act.
- 51.4 The Directors may at any time remove the Past President, at which point the Past President will cease to hold the offices of Past President and Director.
- 51.5 For the avoidance of doubt, the office of Past President may be, or remain, vacant at any given time.

52. Delegation

- 52.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees comprised of Directors, employees of the Company or any other person, as determined by the Directors.
- 52.2 Subject to clause 53 and unless the Directors determine otherwise, at least one Director must be a member of a committee.
- 52.3 The terms of any delegation of power to a committee shall be subject to any conditions determined by the Directors from time to time.
- 52.4 The Directors may at any time revoke any delegation of power to a committee.
- 52.5 A committee cannot bind the Company, can only make recommendations to the Directors and must exercise its powers in accordance with any conditions determined by, or any directions from, the Directors.
- 52.6 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 52.7 A committee may be authorised from time to time by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 52.8 Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member of the committee was a Director.

53. Investment Committee

- 53.1 Pursuant to clause 52.1, the Directors may establish a committee which will be responsible for making recommendations to the Directors pursuant to clause 52.5 in relation to the administration and management of the Company's financial assets and investment portfolio (**Investment Committee**).
- 53.2 Any Investment Committee established pursuant to clause 53.1 must be comprised of:
- (a) the chairperson of any meeting of Directors appointed under clause 48 from time to time;
 - (b) two other Directors as determined by the Directors; and
 - (c) if the President makes an election under clause 53.3, two persons appointed under that clause.

- 53.3 From time to time and subject to clause 53.4, the President may elect in his or her absolute discretion to appoint any two Former Presidents (including, for the avoidance of doubt, the Past President) to the Investment Committee as committee members.
- 53.4 For the purposes of clause 53.3, if a Former President is unable or unwilling to act as a committee member of the Investment Committee, the President may elect to appoint any Former Vice President to the Investment Committee in lieu of that person.
- 53.5 Notwithstanding clause 53.2, if at any time the number of committee members of the Investment Committee is less than the number required in clause 53.2, the Directors may appoint to the Investment Committee any Former President or Former Vice President to fill the casual vacancy. Unless otherwise determined by the Directors, that person will be appointed to the Investment Committee until such time as the Directors from time to time appoint a replacement person in accordance with clause 53.2.
- 53.6 Any recommendation by the Investment Committee to the Directors must be approved by a simple majority vote of the committee members of the Investment Committee at the relevant time.
- 53.7 Except as otherwise provided in this clause 53, the Investment Committee will be governed by the provisions in clause 52, including any conditions determined by the Directors pursuant to clause 52.3.

54. Executive Council

- 54.1 Pursuant to clause 52.1, the Directors may establish a committee which will be responsible for making recommendations to the Directors pursuant to clause 52.5 in relation to policy or other matters affecting the interests of the Members from time to time (**Executive Council**).
- 54.2 The Executive Council will be governed by the provisions in clause 52, including any conditions determined by the Directors pursuant to clause 52.3.

55. Written resolutions

- 55.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 55.2 For the purposes of clause 55.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 55.3 Any document referred to in this clause 55 may be in the form of electronic transmission.
- 55.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 55.
- 55.5 This clause 55 applies to meetings of Directors' committees as if all members of the committee were Directors.

56. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

57. Minutes and Registers

- 57.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of the Company, Directors' meetings and meetings of Directors' committees;
 - (c) all resolutions passed by Directors in accordance with clause 55;
 - (d) all appointments of officers;
 - (e) all orders made by the Directors and Directors' committees; and
 - (f) all disclosures of interests made under clause 46.
- 57.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body within a reasonable time after the meeting.
- 57.3 The Company must keep all registers required by this Constitution, the Corporations Act and any other regulatory or legislative requirements.

Local management

58. Local management

- 58.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.
- 58.2 Without limiting clause 58.1 the Directors may:
- (a) establish local boards or agencies for managing any of the affairs of the Company and appoint any persons to be members of those local boards, agencies; and
 - (b) delegate to any person appointed under clause 58.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,
- on any terms and subject to any conditions determined by the Directors.
- 58.3 The Directors may at any time revoke or vary any delegation under this clause 58.

59. Appointment of attorneys and agents

- 59.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions,
- determined by the Directors.
- 59.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.

- 59.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 59.4 The Directors may appoint attorneys or agents by electronic transmission, telegraph or cable to act for and on behalf of the Company.
- 59.5 An attorney or agent appointed under this clause 59 may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

Chief executive officer

60. Chief executive officer

- 60.1 The Directors may appoint a person as the chief executive officer of the Company (**CEO**), for such term and on such terms (including as to remuneration) as the Directors resolve.
- 60.2 Subject to this Constitution and the Corporations Act, the CEO shall have the power and authority to manage the Company in accordance with any agreement between the respective person and the Company.
- 60.3 The CEO is responsible for:
- (a) the day-to-day management of the Company;
 - (b) the general administration of the Company; and
 - (c) giving the Directors and any committee of the Company full information about the activities of the Company.

Secretary

61. Secretary

- 61.1 If required by the Corporations Act, there must be at least one secretary of the Company appointed by the Directors for a term and on conditions determined by them.
- 61.2 In the event the Secretary is not also a Director of the Company, the Secretary is entitled to attend and be heard on any matter at all Directors' meetings.
- 61.3 The Directors may, subject to the terms of the Secretary's appointment, suspend, remove or dismiss the Secretary at any time.

Seals

62. Common Seal

If the Company has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document; and

- (d) the Directors may by resolution agree to destroy the Seal.

63. Duplicate Seal

If the Company has a Seal, the Company may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face; and
- (b) must not be used except with the authority of the Directors.

Notices

64. Service of notices

64.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.

64.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) on the day after the day on which it was posted.

64.3 A notice sent by electronic notification is taken to be served:

- (a) by properly addressing the electronic notification and transmitting it; and
- (b) on the day after its despatch.

64.4 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

64.5 Subject to the Corporations Act, the signature to a written notice given by the Company may be written or printed.

64.6 All notices sent by post outside Australia must be sent by prepaid airmail post.

65. Persons entitled to notice

65.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director; and
- (c) any Auditor.

65.2 No other person is entitled to receive notice of a general meeting.

Audit and accounts

66. Audit and accounts

- 66.1 The Directors must cause the Company to keep written financial records and any other records in relation to the business of the Company in accordance with the requirements of the Corporations Act.
- 66.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.

Winding up

67. Winding up

- 67.1 The Company must be wound up if:
- (a) the Members resolve that the Company should be wound up; or
 - (b) the Company is required to be wound up at law.
- 67.2 If the Company is wound up, each Member undertakes to contribute to the property of the Company for the payment of debts and liabilities of the Company and payment of costs, charges and expenses of winding up such amount as may be required, provided that such amount must not exceed \$2.20.
- 67.3 If upon the dissolution or winding up of the Company there remains, after satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to the Members but shall be given or transferred to some other fund, authority or institution:
- (a) having objects similar to the objects of the Company; and
 - (b) which prohibits the distribution of its income and property to a similar extent to that imposed on the Company by this Constitution,
- as determined by the Members and in default by application to the Supreme Court of Victoria.

Indemnity

68. Indemnity

- 68.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against:
- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); or
 - (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 68.2 The amount of any indemnity payable under clause 68.1 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST

Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

68.3 For the purposes of this clause 68, **officer** means:

- (a) a Director;
- (b) a Secretary; or
- (c) any other officer.