
CONSTITUTION

Rise Up Australia Ltd

ACN 150207800

Corporations Act 2001 (Cth)

A Public Company Limited by Guarantee and Not Having a Capital Divided into Shares

INDEX

| Section | Title | Page |
|---------|-------------------------------------------|------|
| 1 | Name of Company | 2 |
| 2 | Limited Liability | 2 |
| 3 | Replaceable Rules | 2 |
| 4 | Limitations | 2 |
| 5 | Interpretation | 3 |
| 5.2 | Aims and Principles | 6 |
| 6 | Members and Membership | 8 |
| 7 | Company Structure- National Executive | 11 |
| 8 | State Executives | 13 |
| 9 | Units | 14 |
| 9.11 | Zones and Zone Co-ordinators | 15 |
| 10 | General Meetings | 16 |
| 11 | Quorum | 17 |
| 12 | Chairperson at General Meetings | 17 |
| 13 | Adjournments | 17 |
| 14 | Voting and Polls | 18 |
| 15 | Proxies | 19 |
| 16 | Convening of General Meetings | 22 |
| 17 | Resolutions of Members without a Meeting | 22 |
| 18 | Appointment of Directors | 22 |
| 19 | Ceasing to be a Director | 23 |
| 20 | Remuneration, Directors Fees and Expenses | 24 |
| 21 | Powers of Directors | 25 |
| 22 | Directors Meetings | 26 |
| 23 | Chairperson of Directors Meetings | 27 |
| 24 | Voting at Directors Meetings | 27 |
| 25 | Directors Meetings held via Technology | 28 |
| 26 | Appointment of Alternate Directors | 28 |
| 27 | Quorum at Directors Meetings | 29 |
| 28 | Minutes at Directors Meetings | 30 |
| 29 | Defect in Appointments | 30 |
| 30 | Managing Directors | 31 |
| 31 | Company Secretary | 33 |
| 32 | Common Seal | 33 |
| 33 | Books and Registers | 34 |
| 34 | Finances and Funding | 35 |
| 35 | Notices | 36 |
| 36 | Winding Up | 37 |
| 37 | Indemnity of Directors | 37 |
| 38 | Power to Amend Constitution | 37 |

Corporations Act 2001 (Cth)

THE CONSTITUTION

of

Rise Up Australia Ltd ACN 150207800

PART ONE - GENERAL

1. NAME.

- (i) The name of the company is Rise Up Australia Ltd.
- (ii) In this Constitution the words “Rise Up Australia Ltd” and “Rise Up Australia” are interchangeable and mean the same thing.

2. LIMITED LIABILITY.

- (i) The Company is a public Company limited by guarantee.
- (ii) The liability of members is limited.

3. REPLACABLE RULES. The provisions of the *Corporations Act 2001 (Cth)* which operate as replaceable rules apply to the company where they have been expressly included herein. Where the replaceable rules have not been included they are expressly excluded.

4. LIMITATIONS.

The purpose and objects for which the Company is established are:

- (i) To establish and implement the Christian, Conservative, patriotic voice/vision of an Advocacy / Activist group. This will include but is not limited to political lobbying and general political activities that the company considers relevant at the time. This could include Candidates and or Parties. [Ref:5a in the Constitution]
- (ii) To express opinions and to establish, implement and or participate in the organisation of rallies, public events, meetings, websites and extensive publications regarding social, economic and Christian values that may or may not have biblical reference. These include but are not limited to: General social issues, Abortion, Euthanasia, Homosexual issues, the Rainbow movement, and associated agendas, etc.
- (iii) To research and develop policies and produce and distribute any kind of material related to the objects of the Company, for the advancement of the Company.

- (iv) To allow the Board of Directors to create and adopt a **Company Procedural Manual** (PPM) which will contain details of internal administrative procedures and arrangements of the Company.
- (v) To conduct the affairs of the Company guided, co-ordinated and led by the Board of Directors, in a manner consistent with the **Aims and Principles** of the Company.

5. INTERPRETATION.

Christian Conservative Patriotic Voice/Vision means, to honour, uphold and/or promote Christian and conservative values; to honour, maintain and promote Australian traditions, ideals, standards, practices, laws and way of life.

- (a) In this constitution unless the context otherwise requires the following words and phrases shall have the following meanings:

'Aims and Principles' means the document contained within this constitution which sets out the aims and principles of the Company.

'ASIC' means the Australian Securities and Investments Commission.

'Branch' means a group of members in a geographical area that has been approved in writing by the National Executive.

'Chairman' means the person in charge of a meeting, regardless of their gender and in the case of the National Executive, it shall be the National President, or in his absence the Vice President; or in the absence of both the National President and the Vice President, any other person elected by the Board.

'Company' means Rise Up Australia Ltd or Rise Up Australia which are one and the same. The Company is now the Company. **'Constitution'** means this constitution and all subsequent amendments to it. **'Corporations Act'** means the *Corporations Act 2001 (Cth)*.

'General meeting' means a meeting of the company's members.

'Delegate' means the person elected or appointed by a division of the Company to represent the views of that division to another forum.

'Member' means a full member of the company, or an associate member of the company, or any other class of member of the company which the Board may from time to time create and admit.

'Members Register' means the register of members to be kept pursuant to the Corporations Act.

‘National Conference’ means a meeting of delegates and members, at which only delegates may vote.

‘National Executive’ means the Board of Directors of the Company.

“National Media Co-ordinator” means the person appointed by the Board to co-ordinate distribution of all authorised press releases, publications and other campaign material that the Board authorises.

‘National Membership Officer’ means the person responsible for maintaining or supervising the maintenance of the Register of the members of the Company.

‘National President’ means the Chairman and President of the Board of Directors of the Company.

‘Office’ means the registered office for the time being of the company.

‘Office Bearer’ means one of the Company members elected or appointed to an executive position in any division of the Company.

‘Company’ means the Company referred to in Clause 1.1. The words ‘Rise Up Australia Ltd.’ and ‘Company’ are interchangeable and mean the same thing.

‘Company Procedural Manual’ (PPM) is the set of guidelines and rules for the administration of Company divisions such as State Co-ordinators, and any other matter relating to the administration of the Company. Company Procedural Manual may be changed from time to time by a majority vote of the National Executive and do not form part of this constitution.

‘Company Secretary’ means the person who is responsible for the administration and correspondence of the Company.

“Person” means a natural person and any partnership, association, body, group or entity whether incorporated or not.

‘President’ means the president of a National or State Executive Council or Branch who may be elected or appointed.

'Replaceable rules' means the replaceable rules referred to in the Corporations Act; **'Seal'** means the common seal of the company.

'Secretary' (unless the context clearly shows otherwise – for example State Executive Secretary) means any person appointed or elected to perform the duties of a secretary of the company.

'Section' means a section of the Corporations Act.

'State' means the States of the Commonwealth of Australia, and may sometimes include the Territories.

'State Conference' means a meeting of members and or delegates from each State or Territory, held annually in that State or Territory.

'Sub Committee' means a committee of Directors and or others established under the direction of the Board, for any such purpose as the Board from time to time determines, which must in the exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Directors.

'State Division' means a unit of the Company which is registered with the State or Territory electoral authorities so that the Company can stand candidates in State or Territory elections.

'State Executive' means the Committee of the Company (appointed by the National Executive) who manages the activities of the Members of the Company within a particular State or Territory.

'Unit' means a unit of the Company including the National Executive, the State Executives (including the Australian Capital Territory and the Northern Territory), and any other unit which may be created by the National Executive from time to time.

'Zone' means part of an area of a State or Territory approved by the National Executive, within which Branches may be co-ordinated by an appointed or elected Zone Co-ordinator.

'Zone Co-ordinator' means the person appointed by the National Executive, to co-ordinate and represent the interests of the Company within a Zone, In a State or Territory.

- (b) A period of days means clear days excluding the start and finish day.
- (c) Where any point of meeting procedure or administration is not adequately covered by this Constitution, then the Board by majority decision shall have the power to make interpretations and decisions on procedures.

- (d) In considering percentage for quorums (or voting majorities etc) throughout the Company, numbers shall be rounded up, e.g. 50% of 7 is 3.5 which rounds up to 4; 60% of 24 is 14.4 which rounds up to 15.
- (e) The dictionary in Part 1-2 Division 1 of the Corporations Act applies to this Constitution as if that dictionary were fully set out herein.
- (f) Where in any Chapter of the Corporations Act there are particular definitions or dictionaries applying to that Chapter or any part of that Chapter then to the extent such definitions or dictionaries are applicable to this Constitution they are to apply as if they were fully set out herein.
- (g) Where a Section is referred to in this Constitution it is a Section of the Corporations Act unless otherwise stipulated.

5.2 AIMS AND PRINCIPLES

The aims and principles of the Company are as follows:

- To maintain and promote our Christian heritage, culture and institutions as the foundations of a free, socially cohesive and democratic Australia – *Keep Australia Australian*.
- To retain, maintain and promote our national sovereignty.
- To uphold the Constitution of the Commonwealth of Australia with its Preamble which affirms that this nation is “*humbly relying on the blessing of Almighty God*”.
- To acknowledge that our inalienable civil rights came to us through the Westminster system of government which recognises the ancient statutes such as the Ten Commandments, The Magna Carta and the 1688 Bill of Rights as a primary source for our freedoms and responsibilities.
- To retain our current national flag as the one for which our brave service men and women have fought and died.
- To restore honesty, integrity, honour and courtesy within the Parliament and encourage accountability of elected representatives.
- To advocate reduced taxation to allow the aspirations of hard working individuals, families and businesses to flourish.
- To create and promote social and economic conditions under which people are free to pursue prosperity and individual freedom within a just and peaceful society.

- To restore and reinvigorate our national manufacturing base.
- To maintain freedom of speech.
- To maintain freedom of religion.
- To uphold the institution of marriage as a union between a man and a woman.
- To uphold the traditional family unit as a man, woman and children, as the building block of a stable and healthy society.
- To promote compassionate treatment and acceptance of genuine refugees, and to discourage the arrival of illegal immigrants.
- To be responsible stewards of our environment, balancing the needs of food security, protection of fragile areas and industry.
- To support the sovereign nation of Israel with Jerusalem as its undivided religious capital.

PART TWO–

6. MEMBERS AND MEMBERSHIP

- (i) The Company for the purposes of registration was declared to consist of the following members: Daniel Chelvendran Nalliah, John Excell Shanasy, John Gerard Crock, Chandi Kroone, Estelle Mary O'Brien, Dennis Arthur Cecil O'Brien, Lynette Ann Hannie, Alexander Cornell Stewart, Wendy Ann Crook, Gary Timothy Hannie, Hendrik Bayly Kroone, Susan Margaret Shanasy.
- (ii) The Board or its delegated officer may register an increase of members. The number of the members of the Company is unlimited.
- (iii) **Membership is open** to any Australian citizen and who has been nominated and approved for membership and who has paid the requisite fee in accordance with provisions herein contained and who:
- (a) is not a member of any organization which has been decided by the National Executive as not being suitable
- (b) agrees to support the Company's '**Aims and Principles**', published policies, and to abide by the provisions of this Constitution.
- (iv) **The membership fees** will be set by the Board and may be altered from time to time by resolution of the Board.
- (v) **Membership applications must be received on the approved form** as set out in the Company Procedural Manual. Applications may be received and processed by authorised officers at National Executive and admitted as members by the Board as described in (vii) below.
- (vi) **A Branch has the power to reject an application** and is not required to give reasons to the applicant but must if required later give its reasons to the Board should there be an appeal against its decision. A rejected applicant may lodge a written appeal of no more than a thousand words to the Board. The Board shall within three months of receipt of the appeal conduct whatever investigation it thinks fit and make a decision by resolution of the Board. The Board's decision is final and if the appeal is dismissed, then the Secretary shall return the application fee and advise the applicant in writing of the Board's decision.
- (vii) Receipt of membership fee and acceptance of an approved application form does not automatically qualify an applicant for membership. Each member after the initial twelve founding members must be approved by two members of the Board, who then

accept the application for membership. The applicant thereupon becomes a member of the Company on that day. The Board has the power to reject any application and is not required to give reasons.

(viii) The membership officer shall with one month of acceptance by the Board update or cause to be updated the register of members and issue a membership card or letter which shows the date to which the membership is financial.

(ix) **The Members Register** to be kept pursuant to the Corporations Act 2001 Section 169 (1) (2) (7) by the Federal Membership Officer and must contain the member's name and address and the date upon which the entry in the register is made. Former members must be kept on the register for 7 years after the date upon which they ceased to be members. The Federal Membership Officer is the final umpire as to whether the person is a member or not and whether the member is financial or not and whether the person is a full member or an associate member.

(ix) **Membership renewal** shall be due on the 1st July of each year. Members who join after the 30th April each year do not need to renew their membership in that calendar year. The Company may send out a renewal reminder between one and two months before the expiry date, however it is the obligation of all members to renew their membership.

(x) Any member whose membership subscription is in arrears by more than two months shall not be permitted to vote or take part in the discussions at any meeting of the Company.

(xi) **Lapsing of membership.** If a member's annual subscription has not been received within one month of its due date then the Board or its delegated officer may give the member written notice of that fact. If the full amount due is not paid then the Board or its delegated officer may declare the membership forfeited. However, the Board or its delegate may at its discretion, reinstate the member on payment of all arrears.

(xii) **Cessation of membership** will occur upon the member giving notice in writing to the Secretary of the members' resignation and the membership will cease on the day of receipt of the resignation by the Secretary. A member who resigns is not entitled to any refund of any monies paid.

(xiii) **Termination of membership** will occur if the Board is of the opinion that a member has

- refused or neglected to comply with the provisions of this Constitution or the Company Procedural Manual, or
- has been guilty of conduct the Board considers unbecoming of a member or prejudicial to the interests of the Company, or
- has prejudiced the well being or electoral standing of the

Company it may by majority vote at its absolute discretion

- (a) suspend the member from any office bearer or candidate position and or
- (b) cancel or refuse to renew the membership of any member and notify the member in writing of such cancellation and membership cancellation will take effect from the date of the Board meeting which passes such resolution,
- (c) except that the Board cannot expel another Director as this must be done in accordance with Section 203D of the Corporations Act; the Board may suspend a Director for a period not exceeding two months, and the suspended Director is entitled to receive agenda papers but not to vote.
- (d) State Executive and committees may make recommendation to the Board for a member to be disciplined either by suspension or cancellation of membership.
- (e) Any member who has their office bearer position suspended or membership cancelled has the right to lodge an appeal in writing of no more than a thousand words to the Board within one month of their suspension or cancellation. The Board shall consider the matter within three months of the date of receiving the written appeal and make a decision by majority vote as to whether the appeal is dismissed or upheld. The decision of the Board is final and will be conveyed in writing to the person who lodged the appeal.
- (f) Any person whose membership is terminated is not entitled to a refund of any monies paid to the Company.
- (g) Any member who ceases to be an office bearer for any reason in any Company unit shall immediately upon the cessation of their position return all documents and Company material relating to that office bearer's position to that unit of the Company.

(xiv) **There shall be various classes of membership.** The first five hundred and fifty members admitted by the Board or **paid up members** shall be full members, and all members admitted thereafter shall be associate members. The Board at its discretion may transfer a membership class from Associate to Full member by resolution from time to time.

Only full members shall be entitled to vote at the Annual General Meeting of the Company. Associate members may vote at Branch meetings and if attending as delegates at State and National Conferences. The Board may at its discretion issue Life Memberships to whomsoever it thinks fit. Life members shall have the voting rights and obligations of full members but shall not be subject to annual renewal.

7. COMPANY STRUCTURE - NATIONAL EXECUTIVE

- (a) The National Executive shall consist of the Board of Directors of the Company. The Board and the National Executive are one and the same thing.
- (b) The office bearer positions on the Board shall consist of the following:
 - (i) National President who is also Chairman of the Board
 - (ii) National Vice President
 - (iii) National Executive Secretary who is also be the Company Secretary as defined in s.123 of the Electoral Act and the Company Secretary
 - (iv) National Executive Treasurer
 - (v) National Membership Officer
 - (vi) National Policy Co-ordinator
 - (vii) National Media and Research Officer
 - (viii) National Fundraising Co-ordinator
 - (ix) National Functions Co-ordinator
 - (x) and any other position the Board may create.
 - (xi) Any Director may hold more than one office bearer position but shall only have one vote, with the exception of the Chairman who has one vote plus a casting vote.
- (c) The function and powers of the National Executive shall be, inter alia:
 - (i) To direct and co-ordinate the operations of the Company;
 - (ii) To promote the Aims and Principles of the Company;
 - (iii) To conduct research related to the purposes of the Company;
 - (iv) To develop and have final approval to adopt policy consistent with the Aims and Principles of the Company;
 - (v) To develop, publish and approve of Company material including advertising, campaign material, policy documents whether by print media, website, radio, television or any other form of communication;

- (vi) To establish and oversee zones, and State Executives in the manner set out in the Company Procedural Manual (PPM);
- (vii) To appoint State Executives and Zone Co-ordinators;
- (viii) To consider submissions from State Executives in as far as they are consistent with the Aims and Principles of the Company;
- (ix) To appoint or cause to be appointed individuals and committees to carry out whatsoever functions the Board requires, such as but not limited to administrative responsibility, policy formation, campaign, management, and fundraising.
- (x) To perform the role of a judiciary committee for any disputes within the Company. Any member may appeal a decision of any Company unit and the Board will be the final arbitrator of that appeal;
- (xi) To approve at its discretion the input and participation of likeminded people or groups who may not be members of the Company;
- (xii) To conduct the Annual General Meeting in accordance with the Corporations Act and provide an annual financial report to members;
- (xiii) Conduct a National Conference of the Company either annually or biannually as the Board determines;
- (xiv) To provide for the maintenance and protection of the property of the company and arrange appropriate insurance for the company;
- (xv) To establish and operate such bank accounts as may be deemed necessary by the Board to conduct the financial transactions required to achieve the purposes and aims of the Company. Cheque accounts shall require a minimum of two Director's signatures and electronic transactions may be carried out by one Director as long as he/she has obtained specific and detailed consent from another Director.
- (xvi) To expel members if their membership is terminated under clause 6(xiii).

8.STATE EXECUTIVES

8.1 Each State and Territory shall have a State Executive as and when numbers allow.

8.2 The State Executive shall comprise of the following positions if numbers allow:

- (a) State President, who is Chairman of all State Executive meetings and may also be the State Co-ordinator

(b) State Secretary

(c) State Treasurer

and may also comprise the following positions:

(d) State Vice President

(e) Zone Co-ordinator

(f) State Membership Officer

(g) State Policy Development Co-ordinator

8.3 These positions are elected at the State Conference by the delegates in attendance (no proxies) or such positions may be appointed by the National Executive. All nominations for positions on the State Executives must be approved in writing by the National Executive at least 30 days prior to the State Conference.

8.4 A member may hold more than one officer bearer position at any one time but shall have only one vote.

8.5 Members of the National Executive are deemed ex-officio members of the State Executive with full voting rights if present at a State Executive Meeting or Conference.

8.6 If in the opinion of the National Executive the well being and/or electoral standing of the Company is being or likely to be prejudiced and/or there has been a breach of the Constitution by the State Executive, the then Board may at its absolute discretion appoint an administrator to assume full control of the management of the affairs of the Company in that State, and may remove from office all members of the State Executive, provided that fresh elections shall be held for all positions within six months.

8.7 The functions and powers of the State Executives shall be, inter alia,

(a) To manage the Company in the State or Territory in consultation with the National Executive;

(b) To establish and co-ordinate Branches if required.

(c) To manage distribution of Company material, information, newsletters and media releases to members in their States;

(d) To facilitate training.

8.8 All of these functions may be exercised in the interim by the State Co-ordinator.

9. UNITS

9.1 Where-ever needed members are encouraged to form units or branches, by making an application to the National Executive on the approved form in the PPM. The National

Executive or its delegate must approve the application before the Branch can officially meet and conduct business within and on behalf of the Company.

9.2 As soon as practicable after receiving the application to form a Branch, the National Executive or its delegate shall issue a formal letter authorising the Unit to use the Company name and logo and to establish a bank account in the name of Rise Up Australia Ltd (name) Branch

9.3 The minimum number of people required to form a Branch/Unit is five.

9.4 Branch committees shall consist of the following:

(a) Branch President who shall chair Branch meetings and be responsible for co-ordinating the affairs of the Branch

(b) Branch Secretary who shall record the minutes of meetings and attend to Branch correspondence

(c) Branch Treasurer who shall be responsible for keeping financial records of the Branch of a standard which may be audited.

and may also have a

(h) Branch Vice President

(i) Branch Fundraising Co-ordinator

(j) Ordinary Committee Members

9.5 Branch committee members may be elected by the Branch members or appointed by the State or National Executives and must follow instructions for setting up branches which are contained in the PPM.

9.6 The function and powers of a branch are, inter alia,

(i) To promote the Company and its aims principles and policies in their local area

(ii) To educate their members and the public on Company policy

(iii) To raise funds for Company purposes

(iv) To recruit members to the Company

(v) To undertake campaign activities at the direction of the State and National Executives

(vi) To send two members per Branch as voting delegates to State Conference if held.

9.7 Meeting of branches shall be held according to meeting procedure in Sections 10, 11,12,13,15 and16 of this Constitution and decisions shall be made by poll according to Section 14, 16 and 17 of this Constitution.

9.8 A Branch may establish a sub-committee to conduct Company activities. Sub-committees shall be appointed by the Branch Executive and shall exist for the purpose and period of time specified by the Branch Executive.

9.11 ZONES AND ZONE CO-ORDINATORS

(a) A Zone Co-ordinator shall be appointed by the National Executive to represent Zones which are geographical areas within a State or Territory

(b)

(c) For an interim period Zone co-ordinators may act as a State Executive until a State Executive is elected by the Branches.

(d) Zone co-ordinators will liaise between branches in their Zone and with the State and National Executives.

(e) Zone co-ordinators shall automatically become members of State Executives when they are formed and shall come up for re-election at State Conferences.

PART THREE –

10. GENERAL MEETINGS

Calling and notice of General Meetings of the Company

- a. **Calling General Meetings.** Any director of the company or the company secretary on the written request of any director or 100 voting members of the Company or not less than ten percent (10%) of the voting members of the Company (whichever is less) may call a meeting of the company's members.
- b. At least 21 days **notice** must be given of a meeting of the Company's members.
- c. **Service.** A notice of general meeting must in writing and be served on each member entitled to attend and vote at the general meeting, on each director of the company and if the company has appointed an auditor on the auditor of the company. For a notice to be effectively served it must be either:
 - (i) posted to the member, director or auditor at his, her, its last known address; or
 - (ii) personally handed to the directors, auditor or member concerned. In the case of a member that is not a natural person by being left at its registered office or handed to a director of that corporate member, or
 - (iii) via email or any other electronic means for which the member has provided contact details to the Company.
- (b) **Date of Service.** A notice shall be deemed to have been served:
 - (i) in the case of a notice served by post two days after posting;
 - (ii) in the case of a notice served personally on the date it is handed to the recipient or left at the registered office or handed to a director of that corporate member;
 - (iii) in the case of email or other electronic means the day after the date upon which it was sent.
- (c) **Contents of a Notice – Section 249L.** A notice of a meeting of a company's members must:
 - (i) Set out the place date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - (ii) State the general nature of the business;
 - (iii) If a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - (iv) If a member is entitled to appoint a proxy, the proxy must contain a statement setting out the following information:
 - (A) that a member has the right to appoint a proxy;

- (B) whether or not the proxy needs to be a member of the company; and
- (C) that a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

11 QUORUM

- (a) **Quorum – Section 249T – a replaceable rule.** The quorum for a meeting of the company’s members is a majority of the Board members (those members who attend in person plus those who provide a proxy) and the quorum must be present at all times during the meeting.
- (b) **Determining whether quorum is present – Section 249T(2) – a replaceable rule.**
In determining whether a quorum is present, count individuals attending as proxies or body corporate representatives. However, if a member has appointed more than one proxy or representative, count only one of them. If an individual is attending both as a member and as a proxy or body corporate representative, count them only once.
Note 1: For rights to appoint proxies, see section 249X.
Note 2: For body corporate representatives, see section 250D.
- (c) **No quorum present – Section 249T(3) – a replaceable rule.** A meeting of the company’s members that does not have a quorum present within thirty (30) minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the directors specify. If the directors do not specify one or more of those things, the meeting is adjourned to:
 - (i) if the date is not specified, the same day in the next week; and
 - (ii) if the time is not specified, the same time; and
 - (iii) if the place is not specified, the same place.
- (d) **No quorum at resumed meetings – Section 249T(4) – a replaceable rule.** If no quorum is present at the resumed meeting within thirty (30) minutes after the time for the meeting, the meeting is dissolved.

12 CHAIRPERSON

- (a) The Chairman of the Board shall be the Standing Chairman at every general meeting, and in his or her absence, the Deputy Chairman of the Board, and in his or her absence a Director of the Company elected from the Directors.

- (b) **Chairperson's casting vote – Section 250E(3) – a replaceable rule.** The chairperson has a casting vote, and also, if he or she is a member, any vote he or she has in his or her capacity as a member.

Note 1: The chairperson may be precluded from voting, eg. by a conflict of interest.

Note 2: For rights to appoint proxies, see Section 249X.

13 ADJOURNMENT

- (b) **Chairperson must adjourn - Section 249U(4) – a replaceable rule.** The chairperson must adjourn a general meeting if the members present with a majority of votes at the general meeting agree or direct that the chairperson must do so.

- (c) **Business at adjourned general meetings – Section 249W – a replaceable rule.** Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

- (d) **Notice of adjourned general meetings – Section 249M – a replaceable rule.** When a general meeting is adjourned, a new notice of the resumed general meeting must be given if the general meeting is adjourned for one month or more.

14 VOTING AND POLLS

- a. Each member shall be entitled to one vote except as provided in sub-section (b) below.
- b. The Chairman shall be entitled to an additional casting vote.
- c. A member must produce his or her current membership card at any Company meeting (or other such proof of membership as is acceptable to the Chairman of the meeting) before being allowed to enter or vote at the meeting.
- d. **Show of hands - Section 250J(1) – a replaceable rule.** A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is demanded.
- e. A poll (secret ballot) may be demanded by the chairman or by any three members.
- f. **Proxy votes - Section 250J(1A) – a replaceable rule.** Before a vote is taken the chairperson must inform the general meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- g. **Result - Section 250J(2) – a replaceable rule.** On a show of hands, a declaration by the chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chairperson nor the minutes of

the general meeting need to state the number or proportion of the votes recorded in favour or against.

- h. **When a poll must be taken – Section 250M(1) – a replaceable rule.** A poll demanded on a matter other than the election of a chairperson or the question of an adjournment must be taken when and in the manner the chairperson directs.
- i. **Election of chair or adjournment – Section 250M(2) – a replaceable rule.** A poll on the election of a chairperson or on the question of an adjournment must be taken immediately.
- j. **Show of hands or poll - Section 250E(1) – a replaceable rule.** Subject to any rights or restrictions attached to any class of members, at a general meeting:
 - i. on a show of hands, each member has one vote; and
 - ii. on a poll, each member has one vote.
- k. **Mental Incapacity.** A member shall not be entitled to vote if that member is of unsound mind or is a person whose estate is liable to be dealt with in any way under the laws relating to mental health.
- l. **Unfinancial members.** A member whose membership fees are not current seven days prior to the date of a general meeting shall not be entitled to vote at a general meeting.
- m. **Objections to right to vote.** A challenge to a right to vote at a general meeting:-
 - i. may only be made at the meeting; and
 - ii. must be determined by the chair, whose decision is final.

15 PROXIES

- a. **Appointment of Proxy – Section 249X(1) – a replaceable rule.** A member who is entitled to attend and cast a vote at a general meeting may appoint a person as the member's proxy to attend and vote for the member at that general meeting.
- b. **Proportion or number of votes – Section 249X(2) – a replaceable rule.** The appointment may specify the proportion or number of votes that the proxy may exercise.
- c. **Members' entitlement to appoint more than one proxy – Section 249X(3) – a replaceable rule.** If the member is entitled to cast two or more votes at the general meeting, that member may appoint two proxies. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the votes. Where this results in fractions of votes then these fractions are to be disregarded.
- d. **Instrument of Proxy.** An instrument appointing a proxy shall be in writing under the

- hand of the appointor or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- e. **Particular Resolution.** An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy shall not be entitled to vote on the resolution except as specified in the instrument.
- f. **Abstention.** An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy shall not vote in respect of the resolution.
- g. **Demand for Poll.** An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- h. **Form of Proxy.** An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

FORM

APPOINTMENT OF PROXY

I/We, _____, of _____, being a member/members of the abovenamed company, hereby appoint _____ of _____ or, failing him/her, _____ of _____ or, failing him/her, the chairperson of the meeting as my/our proxy to vote for me/us and on my/our behalf* at all general meetings of the company until further notice/* at the *annual general/*general meeting of the company to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he/she may vote or abstain as he/she thinks fit.

For Against Abstain [Description of resolution]

*Strike out whichever is not desired.

(Signature)

INSTRUCTIONS FOR EXECUTION OF FORM OF PROXY

To direct the appointee to cast all votes covered by this instrument in respect of an item of business in a particular manner either on a show of hands or on a poll, place a sufficient indication (including, without limitation, a tick or a cross) in the relevant box in respect of that item of business.

To direct the appointee to cast some only of the votes covered by this instrument in respect of an item of business in a particular manner, place in the relevant box in respect of that item of business either the number of votes to be cast in that manner on a poll or the percentage of the total votes covered by this instrument to be so cast on a poll. This direction, if given, is also an instruction to the appointee to vote according to the appointee's discretion on a show of hands.

- i. **Receipt of Proxy.** An instrument appointing a proxy shall not be treated as valid unless the instrument of proxy, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are:
 - i. deposited, not less than 48 hours before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote at the office or at such other place in Australia is specified for that purpose in the notice convening the general meeting; or
 - ii. in the case of a poll, deposited not less than 24 hours before the time appointed for the taking of the poll, at the office or at such other place in Australia as is specified for that purpose in the notice convening the general meeting; or
 - iii. in any case, handed to the Chairperson of the general meeting prior to the commencement of the general meeting.
- j. **Standing Proxy.** Notwithstanding anything elsewhere contained the appointment of a proxy may be a standing one.
- k. **Validity if death incapacity or revocation.** Unless the company has received written notice of the death of the member before the start or resumption of the general meeting at which a proxy votes, a vote cast by the proxy will be valid even if died before the proxy votes:
 - i. the appointing member dies; or
 - ii. the member is mentally incapacitated; or
 - iii. the member revokes the proxy's appointment; or
 - iv. the member revokes the authority under which the proxy was appointed by a

third party; or

- l. **Proxy and member present.** A proxy's authority to vote is suspended while the member is present at the general meeting.

16 CONVENING OF GENERAL MEETINGS

- a. **Several locations.** The company may hold a general meeting at two or more venues using any form of technology that gives the members as a whole a reasonable opportunity to participate.
- b. **General meetings in Australia.** Notwithstanding anything elsewhere contained unless all members entitled to attend and vote at general meetings agree in writing to the contrary all general meetings of members must be held in Australia and in a State in which the majority of members reside or have their place of business. If there is no such State then the State in which the greatest number of members reside or have their place of business.

17 RESOLUTIONS OF MEMBERS WITHOUT A GENERAL MEETING

- a. **Signed minute of resolution.** Subject to section 249A the company may pass a resolution without a general meeting being held if all the members 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.
- b. **Several counterparts.** A minute of resolution passed pursuant to paragraph (a) may be signed in separate copies provided the resolution and the statement are identical in all copies.
- c. **Time passed.** A resolution passed pursuant to paragraph (a) or (b) shall for all the purposes of this Constitution be passed when the last member signs the document or counterpart.
- d. **Notification.** Where under the Corporations Act there is a requirement that information or documents be given to members then that requirement shall be satisfied if such information or documents are given to the members with the document to be signed.
- e. **Lodgement.** Where under the requirements of the Corporations Act a copy of the notice of the general meeting must be lodged with ASIC, it shall be sufficient if the copy of the documents signed by the members is lodged with ASIC and if there is a requirement that a copy of any other document or information be lodged with ASIC then it will be sufficient if that information or documents are so lodged.

PART FOUR - DIRECTORS AND OTHER OFFICERS

18 APPOINTMENT OF DIRECTORS

- a. **Appointment of directors by other directors.** Provided a person has consented in writing to be appointed as a director of a company then the directors of the company may by directors' resolution appoint that person as a director of the company.
- b. **Term of appointment.** The resolution appointing a director may specify the term of his/her appointment. After the first Annual General Meeting the term of appointment for directors apart from the founding National President shall be twelve months.
 - i. When the term of appointment comes to an end then that appointee shall be eligible for reappointment;
 - ii. where the other directors do not have any term or terms of appointment then the appointee shall continue as a director until he or she retires, resigns, dies or is removed.

19 CEASING TO BE A DIRECTOR.

- a. **Death or resignation.** A director shall cease to be a director upon his or her retirement, resignation or death. A resignation of a director must be in writing and shall be effective from the later of the following two dates and times:-
 - i. the date and time stated in the resignation as being the date and time upon which it shall take effect; or
 - ii. the date and time it is served on the company at its registered office or upon the company secretary or if there is no company secretary upon any other director of the company.
- b. **Removal by members.** A director may be removed from office by ordinary resolution of the members of the company. This shall have effect notwithstanding any term of appointment specified in that director's appointment and notwithstanding any employment contract arrangement or service agreement stipulating that the person shall be a director of the company for a specified term.
- c. **Automatic Cessation.** A person shall cease to be a director automatically and without the need for the passing of any resolution removing him or her if by virtue of Section 206B of the Corporations Act that person is disqualified from managing a corporation. A person shall also cease to be a director automatically if that person:
 - a. becomes an insolvent under administration under any Act;

- b. becomes a person of unsound mind who is a person whose person or affairs or estate is being dealt with in any way under the laws then applying in respect to mental health.
- e. **Other rights to remove a director.** The company may by resolution passed in general meeting by a majority of 60%, except that the founding chairman would require an 85% majority, notwithstanding any other provision in this Constitution by notice to the secretary of the company remove a director where that director has:
 - a. notwithstanding the receipt of notice of directors' meetings failed to attend three consecutive directors' meetings without reasonable excuse or consent of all of the other directors;
 - b. changed his or her residential address and failed to notify the company secretary of his or her new residential address within one month of the date of such change;
 - c. if the director is a director by reason only of the fact that he or she is an employee of the company and that director for whatever reason ceases to be employed by the company;
 - d. if the director has a material personal interest in any contract or arrangement with the company and he or she fails to disclose that material personal interest to all of the directors of the company within a reasonable time of he or she becoming aware of such material personal interest.

20 REMUNERATION, DIRECTORS FEES AND EXPENSES

a) Directors may fix their remuneration. The directors of the company may from time to time by resolution fix the directors fees payable to directors and any other remuneration payable to directors generally or to any particular director.

b) Expenses. The company may from time to time pay a directors' travelling and other expenses that are properly incurred by him or her in:

- ii. attending directors' meeting or any meetings of committees of directors; and
- iii. attending any general meetings of the company; or
- iv. in connection with the company's business.

Where a director has incurred an expense then the company may reimburse that expense to the director upon being provided with such evidence thereof as the company may reasonably require.

21 POWERS OF DIRECTORS

- a. **Management of Business – Section 198A(1) – a replaceable rule.** The business of a company is to be managed by or under the direction of the directors.
- b. **Exercise of powers.** The directors may exercise all the powers of the company except any powers that under the Corporations Act or under this Constitution is required to be exercised only pursuant to or after the passing of a resolution of the members of the company in general meeting.
- c. **Execution of negotiable instrument – Section 198B(1) – a replaceable rule.** Any two directors of the company may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- d. **Directors may determine different execution – Section 198B(2) – a replaceable rule.** The directors may determine by resolution that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.
- e. **Delegation of powers.** The directors may from time to time by resolution delegate any of their powers to:
 - a. the managing director of the company;
 - b. any executive director of the company;
 - c. any committee or committees of directors of the company;
 - d. any non-executive director of the company;
 - e. any other person employed by the company or retained as an agent or representative of the company.

In delegating such powers the directors may impose such conditions, limitations and qualifications to the exercise of those powers as they may think fit.

- f. **Committees of Directors.** A committee to which any powers have been delegated shall exercise those powers delegated in accordance with any directions of the directors and a power so exercised shall be deemed to have been exercised by the directors.
- g. **Appointment of Chairperson.** The members of such a committee shall elect as the first item of business one of their number as chairperson of their meetings. Where such committee meetings are held and:
 - i. a chairperson has not been elected; or
 - ii. the chairperson is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act;
 - iii. the members of the committee that are present shall elect one of their number to be chairperson of that committee meeting.
- h. **Committee Meetings.** Such a committee of directors may meet and adjourn as they

think fit. Questions arising at a meeting of a committee shall be determined by a majority of votes of the members of the committee present and voting. In the case of an equality of votes, the chairperson, in addition to his or her deliberative vote (if any), shall have a casting vote.

- i. **Use of Technology.** Provided that all of the members of a committee consent, the members may participate in a meeting of the committee by means of any technology allowing all persons participating in the meeting to hear each other at the same time. Any member of a committee participating in such a meeting shall of the purposes of this Constitution be deemed to be personally present at the meeting. The consent of a member of a committee to the use of technology may be a standing one. Any consent of a member of a committee to the use of technology may be withdrawn only within a reasonable period prior to a meeting at which the technology is to be used.

22 DIRECTORS MEETINGS

- a. **Proceedings of Directors.** The directors may meet together as a board for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- b. **Calling Directors' Meetings.** Any directors' meeting may be called by any director by giving reasonable notice to every other director. Such notice shall set out the time and place of such meeting and a short description of the matters proposed to be discussed. Such notice may be given by letter, facsimile or by email and in urgent situations may be given orally by any form of telephonic communication.
- c. **Failure to give notice.** A meeting of directors shall not be invalid because of any failure to give notice to any particular director provided reasonable attempts have been made to contact that director. It shall be conclusive evidence that reasonable attempts have been made to contact that director if the notice has been sent by facsimile to his or her last known facsimile number; or sent by prepaid post to the directors last known residential address; or where the notice has been sent by email to him or her whether or not that email has been opened; or where there is evidence that attempts have been made to telephone the director at his or her last known telephone numbers without success.
- d. **Inadequacy of notice.** Where there is any inadequacy in a notice given to any director that inadequacy shall not invalidate any meeting of directors unless at that meeting the directors then present resolve that the directors' meeting should not proceed because of that inadequacy.

23 CHAIRPERSON AT DIRECTORS MEETINGS

- a **Election of chairperson.** The directors may by resolution elect one of their directors to act as the chairperson of a particular directors meeting or all directors meetings. The directors' resolution may determine the period for which the particular director is to act as and be the chairperson. The appointment of a chairperson can be a standing appointment. The directors may by resolution at any time and notwithstanding that the chairperson is a standing appointment change the chairperson of their directors meetings.
- b **First item of business.** Where there is no standing chairperson of the company the directors must as the first item of business at every directors meeting elect a director present to act as chairperson of the directors meeting.

24 VOTING AT DIRECTORS MEETINGS

- a **Majority vote.** A resolution of the directors must be passed by a majority of the directors present that are entitled to vote on the resolution and on the basis that each director has one vote that he or she can cast either for or against the resolution.
- b **Casting vote.** The chairperson has a casting vote if necessary. This shall be in addition to any vote that he or she has in his or her capacity as a director.
- c **Voting and completion of transaction.** If a director of the company has a material personal interest in a matter that relates to the affairs of the company then the director must disclose the nature and extent of the interest and its relation to the affairs of the company at or prior to a meeting of the directors. If at a meeting of directors where a relevant transaction is being considered, then the disclosure must be made before the transaction is entered into.
- d **No requirement for disclosure.** There is no requirement under paragraph (c) of this clause to disclose an interest that is one which under Section 191(2) of the Corporations Act a director does not have to disclose.
- e **Consequences of disclosure.** Provided that where there has been an obligation on the part of the director to make a disclosure of his interest and that disclosure has been made, the director may vote on matters that relate to the interest and:
 - (i) any transactions that relate to the interest may proceed; and
 - (ii) the director may retain all benefits under the transaction even though the director has the interest; and
 - (iii) the company cannot avoid the transaction merely because of the existence of the interest.

25 DIRECTORS MEETINGS HELD USING TECHNOLOGY

- a. **Telephone or video link up.** Subject to paragraph (b) hereof the directors may hold board meetings by telephone conference calls or link ups; by video or other form of visual or audio link up where all directors can orally hear and communicate with all other directors so linked up. All directors' resolutions so passed shall be valid and fully effective.
- b. **Consent.** For the purposes of the Corporations Act, each director by consenting to be a director of the company has consented to directors' meetings being held using technology in accordance with paragraph (a) of this clause. Any director participating in such a meeting shall for the purposes of this Constitution be deemed to be personally present at the meeting. The consent of the director to the use of technology is a standing one. Any consent of a director to the use of technology may only be withdrawn within a reasonable period prior to a directors' meeting at which the technology is to be used.

26 APPOINTMENT OF ALTERNATE DIRECTORS

- a. **Appointment of alternate directors.** Any director may by a written notice of appointment appoint a person who has consented in writing to being so appointed to act as his or her alternate at any directors meeting or meetings. Such appointment shall be effective from the last to occur of the following:
- i. The delivery to the company secretary of the signed written notice of appointment setting out the full name and address of the alternate director.
 - ii. The delivery to the company secretary of the written consent duly signed by the alternate director consenting to being appointed as the alternate to the appointing director;
 - iii. The signed consent of all other directors of the company to the appointment of the alternate or the passing of a board resolution approving of the appointment of the alternate.
- b. **Powers of an alternate director.** The appointment of an alternate director can be a standing appointment. An alternate director so appointed shall be entitled to exercise all of the powers of the director appointing him or her unless that director qualifies or limits the powers of his or her alternate in the appointment. The appointment may be for a particular meeting or for a particular period. If the appointment is so limited, then the alternate director is not entitled to vote or exercise any rights beyond the particular meeting or particular purpose. The appointment of an alternate may expressly include a power to sign any minute of directors' resolution or to sign any document which under this Constitution the director appointing the alternate would have power or authority to

sign on the company's behalf.

- c. **Notice to be sent to alternate.** If the appointing director requests the company to give his or her alternate director notice of directors' meetings, then the company must do so. Where any director or shareholder has power under this Constitution to call a directors meeting then the company secretary must ensure that where an alternate is entitled to notice of the directors' meeting that such shareholder or director also gives notice to the alternate.
- d. **Exercise of powers – Section 201K(3) – a replaceable rule.** When an alternate exercises the director's powers, the exercise of the powers is just as effective as if the powers were exercised by the director.
- e. **Director present.** Where a director who has appointed an alternate is present at the directors' meeting then his or her alternate shall have no right to vote or participate in the directors' meeting. Where during the course of a directors' meeting at which the alternate director is present the director who appointed him or her joins the directors' meeting then as and from the appointing director joining the directors' meeting the alternate director shall have no right to vote or participate in the directors' meeting.
- f. **Termination of appointment.** The appointing director may terminate his or her alternate director's appointment at any time by giving written notice thereof to the alternate and to the company secretary.

27 QUORUM AT DIRECTORS MEETINGS

- a. **Quorum at directors' meeting.** Unless the directors determine otherwise, the quorum for a directors' meeting of the company shall be 55% of total number of directors and the quorum must be present at all times during the directors' meeting. For determining whether a quorum exists, alternate directors present shall be included.
- b. **Quorum not present.** Where a quorum of directors is not present then the directors' meeting may be adjourned by the chairperson or on the motion of any director to a date not more than seven (7) days after the convened date of the directors' meeting.
- c. **Insufficient directors.** Where there are insufficient directors of the company to constitute a quorum then the director or directors present shall only have the following powers:
 - i. to appoint a person who has consented in writing to being a director as a further and new director of the company;
 - ii. to call a meeting of members of the company for the purposes of appointing a further director;

- iii. to exercise any powers of the directors of the company that were by previous directors' resolution delegated to that director or directors.

28 MINUTES OF DIRECTORS RESOLUTION

- a. **Resolutions – Section 248A(1) – a replaceable rule.** The directors of a company may pass a resolution without a directors' 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. This may be done via post, email, facsimile or any other electronic communication.
- b. **Copies – Section 248A(2) – a replaceable rule.** 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.
- c. **When a resolution is passed – Section 248A(3) – a replaceable rule.** The resolution is passed when the last director signs.

29 DEFECT IN APPOINTMENT OF DIRECTOR OR COMMITTEE MEMBER

- a. **Validity of acts.** All acts done by any meeting of the director or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a director or a member of the committee, or to act as, a director, or that a person so appointed was disqualified, be as valid as if the person had been duly appointed and was qualified to be a director or to be a member of the committee.
- b. **No liability.** Where a defect is discovered in the appointment of a person as a director or a member of a committee and where that person has acted in good faith in the discharge of his or her duties or powers then that person shall not, simply because of the defect in his or her appointment be liable to the company or to indemnify the company in respect to any loss or liability incurred by the company.

PART FIVE – OTHER OFFICERS

30 MANAGING DIRECTOR

- a. **Appointment of managing directors.** The directors of a company may appoint one of themselves to the office of managing director of the company for such period, and on such terms (including as to remuneration), as the directors so resolve. A person shall not be appointed as managing director unless he or she has consented in writing to being appointed as managing director.
- b. **Cease to be managing director – Section 203F(1) – a replaceable rule.** A director ceases to be managing director if they cease to be a director. A person ceases to be the managing director if he or she resigns, retires or is removed by directors’ resolution as managing director.
- c. **Powers to revoke or vary appointment.- Section 203F(2) –a replaceable rule.** The directors may revoke or vary an appointment of a managing director at any time by resolution to that effect.
- d. **Remuneration.** A managing director shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration (whether by way of salary, fringe benefits, gratuity or partly in one way and partly in another) as the directors determine.
- e. **Conferral of powers – Section 198C(1) – a replaceable rule.** The directors of a company may confer on a managing director any of the powers that the directors can exercise.
- f. **Power can be revoked or varied – Section 198C(2) – a replaceable rule.** The directors may revoke or vary a conferral of powers of the managing director.
- g. **Accountability of managing directors.** Subject to any resolution of the directors to the contrary, the managing director shall always be answerable to the board in respect to all powers exercised by him or her and to make a full and proper disclosure of all transactions in which the company is involved.
- h. **Delegation.** The managing director may subject to any directors’ resolution to the contrary delegate any of his or her powers to any executive or management employee of the company and subject to such terms and conditions as the managing director shall think fit.
- i. **Duty to the company.** The managing director shall discharge and exercise all of his or her powers as managing director of the company carefully, with skill, diligently and

always in the best interests of the company.

Chief Executive Officer

- j. **Appointment of chief executive officer.** The directors of a company may appoint a person who is an employee of the company but not a director as the chief executive officer of the company for such period, and on such terms (including as to remuneration), as the directors so resolve. A person shall not be appointed as chief executive officer unless he or she has consented in writing to being appointed as chief executive officer.
- k. **Cease to be chief executive officer.** An employee ceases to be the chief executive officer if he or she ceases to be an employee of the company. A person ceases to be the chief executive officer if he or she resigns, retires or is removed by directors' resolution as chief executive officer.
- l. **Powers to revoke or vary appointment.** The directors may revoke or vary an appointment of a chief executive officer at any time by resolution to that effect.
- m. **Remuneration.** A chief executive officer shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration (whether by way of salary, fringe benefits, gratuity or in partly one way and partly another) as the directors determine.
- n. **Conferral of powers.** The directors of a company may confer on a chief executive officer any of the powers that the directors can exercise.
- o. **Power can be revoked or varied.** The directors may revoke or vary a conferral of powers of the chief executive officer.
- p. **Accountability of chief executive officer.** Subject to any resolution of the directors to the contrary, the chief executive officer shall always be answerable to the board in respect to all powers exercised by him or her and to make a full and proper disclosure of all transactions in which the company is involved.
- q. **Delegation.** The chief executive officer may subject to any directors' resolution to the contrary delegate any of his or her powers to any executive or management employee of the company and subject to such terms and conditions as the chief executive officer shall think fit.
- r. **Duty to the company.** The chief executive officer shall discharge and exercise all of his or her powers as chief executive officer of the company carefully, with skill, diligently and always in the best interests of the company.

31 COMPANY SECRETARY

- a. **Appointment of company secretary.** The directors of a company may appoint a person as company secretary. A person shall not be appointed as company secretary unless he or she has consented in writing to being appointed as company secretary.
- b. **Cease to be company secretary.** A person ceases to be the company secretary if he or she resigns, retires or is removed by a director's resolution as company secretary.
- c. **Powers to revoke or vary appointment.** The directors may revoke or vary an appointment of a company secretary at any time by resolution to that effect.
- d. **Remuneration.** A company secretary shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration (whether by way of salary, fringe benefits, gratuity, or partly in one way and partly in another) as the directors determine.
- e. **Conferral of powers.** Unless otherwise stated in the directors' resolution appointing the company secretary, the company secretary shall be responsible for and have all powers ancillary to the administration of the company and in respect to all aspects of corporate governance and corporate compliance. The directors of a company may confer on a company secretary any other powers that the directors resolve.
- f. **Power can be revoked or varied.** The directors may revoke or vary a conferral of powers of the company secretary.
- g. **Accountability of company secretary.** Subject to any resolution of the directors to the contrary the company secretary shall always be answerable to the board in respect to all powers exercised by him or her and to make a full and proper disclosure of all transactions in which the company is involved.
- h. **Duty to the company.** The company secretary shall discharge and exercise all of his or her powers as company secretary of the company carefully, with skill, diligently and always in the best interests of the company.

PART SIX – COMMON SEAL, BOOKS AND REGISTERS

32 Common Seal

- i. **Custody of the common seal.** The directors shall have custody of the common seal and shall ensure that it is kept safe and is only used pursuant to resolutions of the directors authorising its use.
- j. **Use of the seal.** The common seal shall be used for the purposes of executing documents which are required to be executed under seal or which the company through its directors resolves shall be executed under seal. The affixing of the common seal of the company to any document shall only be done in the presence of:
 - i. two persons, one being a director and the other the company secretary; or
 - ii. two persons who are directors of the company; or
 - iii. two persons who the directors authorise by resolution to witness the affixing of the common seal; or
 - iv. one director and another person, which other person the board authorises by resolution to witness the affixing of the common seal.
- k. **Signatures of witnesses.** The persons who witness the affixing of the common seal shall sign the document to which the seal is affixed in their capacity as witnesses and it shall be apparent on the face of the document as to whether those persons are directors, company secretary or other person so authorised.

33 BOOKS AND REGISTERS

- l. **Minute Book.** The company secretary shall ensure that a minute book of all directors meetings and meetings of members is maintained and that:
 - i. all minutes of all directors meetings and all documents containing directors' resolutions are kept in that minute book;
 - ii. all minutes of all general meetings and all documents containing resolutions of members are kept in that minute book;
 - iii. all signed consents to appointment as officers of the company are kept in the minute book;
 - iv. all disclosures of material personal interest made pursuant to Section 191 of the Corporations Act are kept in the minute book;
 - v. such other documents as the directors may resolve be kept in the minute book.
 - vi. **Register.** The company secretary shall ensure that the following registers are kept and at all times maintained: a register of members to be kept in accordance with the provisions of the Corporations Act;

- m. **Other Registers.** The company secretary shall keep and maintain such other registers and records as the directors by resolution and/or the managing director or chief executive officer may direct be kept in order to ensure good corporate governance and good corporate compliance procedures are at all times maintained.
- n. **Inspection of books, registers and records.** All directors shall have access at all times to the book, records and registers of the company. The directors of a company, or the company by a resolution passed at a general meeting, may authorise and permit a member to inspect the books and records of the company.
- o. **Location of books, registers and records.** All of the books, records and registers shall be kept at the registered office of the company and shall be within the custody and control of the company secretary.

34 FINANCES AND FUNDING

- (i) The Company shall be funded by subscriptions of the members, donations, and any other lawful means.
- (ii) Funds may only be applied towards the aims, objective and policies of the Company.
- (iii) Company units may only open bank accounts in the name of the Company with the prior written approval of the National Executive.
- (iv) All Company unit bank accounts shall be operated by any two of the unit's President, Treasurer, Secretary or other office bearer.
- (v) The Treasurer of each Company unit shall be responsible for creating and maintaining, or causing to be maintained financial records of a standard which can be audited.
- (vi) Each unit Treasurer shall present an up to date financial report at each official meeting of that unit.
- (vii) All applications for membership shall be forwarded with the fees to the National Membership Officer for processing and after the fee has been banked, the relevant division shall be credited with 25% of the fee, as soon as possible after 1st January and 1 July each year.
- (viii) Branches and State Executives must forward all donations received to the National Executive
- (ix) The National Executive may use such funds remitted to it as it sees fit for Company purposes including capital purchases, administration of the

Company, development and financing of Company material, electioneering in any electorate and any other purpose related to the aims and objectives of the Company.

- (x) Of net profit made by committees and State Executives through fundraising efforts, 25% may be retained and 75% shall be forward to the National Executive.
- (xi) If any Company unit is deemed by the Board to have collapsed or in any way become inoperable the funds held by that unit must be remitted to the National Executive.

PART SEVEN – NOTICES AND WINDING UP

35 NOTICES

- (iv) **Notices to members.** A notice may be given to any member either by serving it on the member personally or by sending it by post to the member at his, her or its address as shown in the register or the address including email address supplied by the member to the company for the giving of notices to him, her or it;
- (v) **Notices to directors.** A notice may be given to any director either by serving it on the director personally, by sending it by post to the director at his or her last known address or with the director's consent by facsimile, email or by telephone.
- (vi) **Notices given by facsimile or email.** Notwithstanding the foregoing and subject to the Corporations Act, if a person to whom a notice is to be given has supplied to the company a facsimile number or email address for the service of notices on him, her or it then any such notice may be given or served on that person by facsimile or email.
- (vii) **Notices sent by facsimile.** Except as provided in clause 5 or otherwise stated in this Constitution a notice sent by facsimile or e-mail shall be deemed served immediately upon the completion of sending if such completion is within business hours in the place where the addressee's facsimile machine or computer is located, but if not, then at 9.00am on the next occurring business day at such place.
- (viii) **Business hours, Business days.** For the purposes of this clause, 'business hours' means from 9.00am to 5.00pm on a business day which means a day on which the major

trading banks are open for business at the place or in the postal district where the addressee's facsimile machine or computer is located.

36 WINDING UP

(1) In the event of the Company being 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 the costs, charges and expenses of winding up, but not exceeding \$20 per member.

(2) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed among members, but will be given or transferred to another institution, group or corporation, to be decided by resolution at the discretion of the Directors, whose aims and objectives are similar to those of the Company.

PART EIGHT – INDEMNITY OF OFFICERS

37 INDEMNITY OF OFFICERS

- a. **Indemnity.** Except to the extent that it is prohibited from doing so by the Corporations Act the company may indemnify every person who is or has been an officer or auditor of the company or of any related body corporate of the company against any liability or loss incurred by him or her in that capacity.
- b. **Payment of insurance premiums.** Except to the extent that it is prohibited from doing so by the Corporations Act the company may pay or agree to pay a premium in respect of a contract insuring any officer, or auditor of the company from and against any liability.

38 POWER TO AMEND THIS CONSTITUTION

The Company shall have the power to amend, modify or repeal this Constitution (Section 136.2) at its discretion from time to time by special resolution (Part 1.2 Section 9) of the Company at which 75% of those entitled to vote are in favour of the special resolution.

- (i) A copy of the special resolution adopting, modifying, amending or repealing its Constitution shall be lodged with ASIC within 14 days of the special resolution being passed. The Company shall also lodge with ASIC within that period:
 - (a) if the Company adopts a new constitution, a copy of that constitution; or
 - (b) if the Company modifies its constitution – a copy of that modification.