CONSTITUTION OF KINMA LIMITED

ABN: 12 000 964 081

ACN: 000 964 081

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Constitutionof KinmaLimited

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1 Preliminary

1.1 *Replaceable rules*

All of the replaceable rules set out in the Act that the Company is entitled to

displace, are displaced by the rules set out in this constitution.

1.2 *Definitions*

The following expressions in this constitution have the meaning below:

Act means Corporations Act 2001.

ASIC means Australian Securities and Investments Commission.

Business Day means a weekday that is not a public holiday or bank holiday in

Sydney, New South Wales.

Board means the Directors acting collectively under this constitution.

Chairperson means, unless the context otherwise requires, the chairperson of the Board.

Company means Kinma Limited named at the beginning of this constitution.

Company Secretary includes any person appointed to perform the duties of Secretary as defined under the Act on a temporary basis and any duly appointed assistant Company Secretary.

Director means a person holding office as a director of the Company from time to time.

Directors means directors acting as a Board.

Financial Year means the twelve months commencing January in any year.

Fees are any fees as defined by the Company under rule 7.6.

Fees owing are unpaid fees not subject to a formal written agreement as to repayment or waiver.

Insolvency Event means an event by which a person:

a) is insolvent, insolvent under administration, or states that he or she is unable to pay his or her debts when they become due and payable

b) is placed in or under any form of external administration including if a party or its property is subject to the appointment of an administrator, a controller, receiver or receiver and manager, a liquidator or an official manager

c) is made subject to any compromise or arrangement with any of its creditors or members or scheme for its reconstruction or amalgamation, otherwise than as a result of voluntary corporate reconstruction

d) is wound up or dissolved, or an order or resolution is made to wind up or dissolve the party

e) is or applies to be protected from any of its creditors under any applicable legislation

f) has anything similar to any of the events in paragraphs (a) to (e) happen to it under the law of any applicable jurisdiction.

Material Personal Interest has the same meaning as in section 191 of the Act.

Member means a person whose name has been entered for the time being in the Register of Members the Company keeps under the Act.

Ordinary Resolution means a resolution of Members passed by at least a simple majority of those Members present and entitled to vote.

Parent shall, unless the context otherwise indicates, mean a parent of one or more children enrolled and attending at the school and shall include a legal guardian of such child or children.

Registered Office means the registered office for the time being of the Company.

Register of Members means the register of members of the Company under the Act.

Resolution means an Ordinary Resolution or a Special Resolution.

School and **pre-school** means, unless the context requires otherwise, the school and/or the pre-school established and maintained under rule 3.1a).

Special Resolution has the meaning given to it in the Act.

Taxation Act means the Income Tax Assessment Act 1997 (Cth) and the Income Tax Assessment Act 1936 (Cth) as amended from time to time.

Vice Chairperson means the person appointed under rule 8.12.

Voting Member in relation to a general meeting, or meeting of a class of Members, means a Member who has the right to be present, and to vote on at least one item of business to be considered at that meeting.

1.3 *Interpretation*

Words importing the singular include the plural and vice versa.

Words importing a gender include any gender.

Words or expressions defined in the Act have those meanings.

Except so far as the contrary intention appears in this constitution, an expression has, in a provision of these rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

Headings are for convenience only, and do not affect interpretation.

A reference to:

a) a party, includes its administrators, successors, substitutes by novation and assigns

b) any legislation, includes legislation varying consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation

c) a person, includes a body incorporated or unincorporated partnership or any legal entity

d) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated.

1.4 *Previous Memorandum and Articles of Association Superseded*

This Constitution supersedes all Memorandum and Articles of Association of the Company in force immediately before the adoption of these clauses.

2 Name, structure and history

2.1 *Name of the Company*

The name of the Company is Kinma Limited.

2.2 *Company Limited by Guarantee*

The Company is limited by Guarantee and the liability of the members is limited as provided in this document.

2.3 *History*

The Company was first incorporated in December 1971. Its aims and objectives were virtually identical to those in this constitution. Its Memorandum and Articles of Association were signed in 1971 and later amended in 1984.

3 Objects and values of the Company

3.1 *Objects*

The objects of the Company are to:

a) Establish and maintain a pre-school and school (primary and secondary sections) of the highest standard for the purposes of achieving the objects in paragraphs (b) to (j) inclusive.

b) Provide school and pre-school education whose principles are:

i Striving for each child to achieve his or her full academic, physical and social potential in a supportive, stimulating learning environment

ii A child-centred, innovative program based on an understanding of child development

iii Respect for the individuality of the child

iv Fostering self determination in the child

v Fostering the child's exploration, critical thinking and creative abilities

vi Cooperation rather than competition

vii Active involvement in a wide range of learning situations

viii Maintaining high academic standards.

ix Supporting the emotional well-being of children and teachers

x Learning within the bush environment and the community.

c) Provide, consistent with the preceding objects, that the school:

i Is non denominational

ii Is co-educational

iii operates with small flexible multi age groups

iv provides at least one teacher for every 25 pupils

v has no uniform

vi assesses students individually and not through competitive exams

vii does not use corporal punishment or coercive/ manipulative approaches.

d) Respect and safeguard the professional status of teachers.

e) Strive for co-operation between teachers, other educators, parents and children and to provide regular educational and social opportunities for close relationships to be formed between teachers, students and parents and to involve parents in aspects of the day-to-day work of the school.

f) Allow for student participation in the affairs of the school and encourage involvement in the community outside the school.

g) Apply the latest findings from education, psychology and related fields to the improvement of learning within the school.

h) Stimulate public interest in education in general, especially modern approaches to learning and through this act as a demonstration centre from which educational practices and innovations may diffuse to other schools.

i) Found and endow scholarships, bursaries and exhibitions within the school or at any other educational institution.

j) Provide relief, benevolence and assistance by means of pecuniary or other help to students of the School whether by way of fee concessions or otherwise.

4 Application of income and property

4.1 *Promotion of objects*

All income and property of the Company, must be applied solely towards the promotion of the objects of the Company as set out in rule 3.1. No portion will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Members of the Company. Nothing in this paragraph prevents payment:

a) for services actually rendered to the Company, including

i services as an employee by any Member, or

ii services other than as an employee by any Director, or

iii goods supplied in the usual and ordinary way of business by any Member or Director

b) of interest on money borrowed from any Member or Director at not more than commercial rates

c) of rent for premises leased by any Member or Director to the Company provided that the rent is reasonable and proper

d) of insurance premiums for Directors and officers as permitted by this constitution and

e) for reimbursement of reasonable expenses of Directors and employees.

Subject to this rule 4.1, the Company may carry forward any funding surplus or other income of the Company and use it in subsequent years.

5 Deductible Gift Recipient (DGR) status

5.1 *Compliance with ATO requirements*

If at any time the Company has the status of a company to which gifts can be deducted under the Taxation Act, any provisions that are required from time to time in order to maintain that status are considered to form part of this constitution.

5.2 *Compliance with applicable guidelines and directives*

The Board must ensure that the Company complies with all relevant guidelines that apply to the Company and any reasonable directives issued to the Company by an authority in a jurisdiction in which the Company conducts charitable fundraising activities.

6 Winding up

6.1 *Contribution of members*

If the Company is wound up, each Member of the Company undertakes to contribute to the assets of the Company an amount not exceeding AU$20 (twenty dollars) for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a Member ceases to be a Member of the Company.

6.2 *Distribution of property*

Subject to rule 5, if the Company is wound up or dissolved, any property remaining after the satisfaction of the debts and liabilities of the Company will not be paid to or distributed among the Members but will be given or transferred to an organisation which:

a) has similar objects to the Company

b) is a deductible gift recipient for the purposes of the Taxation Act

c) has been nominated by the Board, and

d) has been approved by a Resolution of Members.

7 Membership of The Company

7.1 *Who may become a Member*

a) Parent Members: Parents may apply to become Members if they meet the following requirements:

   i the Parent has a child enrolled in the primary school, or

   ii the Parent has had a child enrolled in the pre-school for two years.

   Applications for membership from these parent members are considered by the Board under rule 7.3(c).

b) Parents Members who have had a child enrolled in the pre-school for one year may make special applications to become Members. Such applications are considered by the Board under rule 7.3(d).

c) Staff Members: teaching staff and the General Manager at the school may apply to become Members once they commence work at the school.

d) Community Members: community representatives may from time to time be invited to become Members by the Board.

e) Other Members: other persons or bodies may also from time to time be invited to become Members by the Board.

7.2 *Applications for membership*

Any person who may become a Member (under rule 7.1) may apply for membership by:

a) completing the relevant application form, either by hand or by any electronic means approved by the Board; and

b) lodging the application form with the Company Secretary.

7.3 *Approval of membership applications*

a) The Company Secretary will provide the details of all new applications to the next Board meeting.

b) A valid application is one that is completed in full and where the applicant has agreed to the required commitments and declarations.

c) The Board is required to approve all valid applications that are made under rule 7.1 (a)(i) and (a)(ii).

d) The Board may approve any other applications at its absolute discretion on such terms and with such voting rights as it determines.

e) The Company Secretary will advise applicants whether their applications have been approved as soon as possible after the relevant Board meeting. Applicants automatically approved under rule 7.3(c) will not be specifically advised of the outcome of their applications.

7.4 *Restricted membership rights*

Subject to rule 7.5, the Board has the authority to grant membership with any:

a) preferential, deferred or special rights, privileges or conditions, or

b) restrictions in regard to voting or otherwise.

7.5 *Voting rights*

A Member appointed under rule 7.3(c) has full voting rights.

A Member appointed under rule 7.3(d) has full voting rights unless the Board has expressly restricted that Member's voting rights in accordance with its authority under rules 7.3 and 7.4.

7.6 *Membership Fees*

A Member must pay such membership fees as determined by the Company from time to time at a general meeting.

If the fee is a one-off fee, it must be paid within 28 days of a request for payment. If the fee is an annual fee, it will be payable by 28 February of the relevant year.

7.7 *Membership entitlements not transferable*

A right, privilege or obligation held by reason of being a Member:

a) is not capable of being transferred or transmitted; and

b) terminates upon cessation of the membership.

7.8 *Cessation of membership*

Cessation of membership means that the person loses a Member's rights, for example to stand for membership of the Board or to vote at Company meetings. A person who ceases being a Member is not required by that reason to remove their children from the school or pre-school.

A person's membership will immediately cease if they:

a) in the case of a person granted membership pursuant to an application under rule 7.1(a) or 7.1 (b), stop being a Parent, or

b) resign as a Member by notice in writing to the Company, or

c) are expelled under rule 7.11 as a Member, or

d) fail to pay any amount of Fees owing to the school and such amount becomes overdue by a period of at least two terms, or

e) are determined by the Board as no longer satisfying the eligibility criteria for Members as set out in rule 7.1, or

f) die.

7.9 *Continuation of liability*

The estate of a deceased Member will not be released from any liability to the Company in respect of the deceased's membership of the Company or the deceased's debts to the Company.

7.10 *Complaints against Members*

Where the Board has received a complaint by any person that a Member of the Company has persistently:

a) refused or neglected to comply with a provision or provisions of this constitution; or

b) wilfully acted in a manner prejudicial to the interests of the Company,

then the Board, on receiving such a complaint:

c) must cause notice of the complaint to be served on the Member concerned; and

d) must give the Member at least 14 days, from the time the notice is served, (unless a majority vote of the Board determines that a shorter period or suspension without notice is required) within which to make submissions to the Board in connection with the complaint, and

e) must consider whether the complaint is proven, taking into consideration any submissions made by the Member in connection with the complaint, and

f) if the conduct is proven, must determine how seriously it affects the Company.

7.11 *Expulsion and Suspension of Members after a complaint*

If the Board finds that conduct complained of under rule 7.10 occurred and has had a significant impact on the Company, the Board may resolve to expel the Member from the

Company or to suspend the Member from membership of the Company.

If the Board resolves to expel or suspend a Member, the Company Secretary must, within 7 days after the resolution is passed, cause written notice to be given to the Member of the resolution, of the reasons given by the Board for it and of the Member's right of appeal under rule 7.12.

An expulsion or suspension of a Member referred to in this rule 7.11 takes effect either when:

- the appeal period expires and no appeal has been lodged by the Member under rule 7.12; or
- the Company confirms the expulsion or suspension after consideration of the appeal lodged under rule 7.12.

If the Member's appeal is successful, the expulsion or suspension does not take effect at all.

7.12 *Right of appeal of a Member notified of intention of expel or suspend*

A Member may appeal to the Company against a resolution of the Board to suspend or expel that Member within 7 days after notice of the resolution is served on the Member, by lodging with the Company Secretary a notice to that effect.

The notice of appeal may be accompanied by a statement of the grounds on which the Member challenges the proposed expulsion or suspension.

On receipt of this notice, the Company Secretary must notify the Board. The Board must then convene a general meeting of the Company to be held within 28 days after the date on which the Company Secretary received the notice.

At such a general meeting:

a) no business other than the question of the appeal is to be transacted, and

b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and

c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

If the Company passes an Ordinary Resolution in favour of a decision of the Board, the decision is confirmed. If the Company passes an Ordinary Resolution against the decision of the Board, the expulsion or suspension does not proceed.

8 Directors and Officers

8.1 *Composition of Board of Directors*

A Director of the Company must, at all times while they hold the office of Director, be a Member of the Company.

The Board shall consist of Parent Members ("Parent Directors")

a) Community Members ("Community Directors"); and

b) Other individuals granted membership on the basis of rule 7.1d) ("Expert Members"), when required for specific expertise otherwise absent ("Expert Directors").

No Director shall be an employee of the Company.

8.2 *Number*

The maximum number of Directors is ten and the minimum number of Directors is six.

The maximum number in any of the Director groups are:

a) Parent Directors - six

b) Community Directors - two

c) Expert Directors – two

8.3 *Term of Office*

The term of office of Directors is as follows:

a) Parent Directors – the period (being two years or thereabouts), calculated from the date of their appointment to the office of Director under rule 8.8 or their election to that office under rules 8.9 and 8.11, and expiring at the close of the second annual general meeting held after their appointment or election.

b) Community Directors – three years.

c) Expert Directors – one year.

Subject to rule 8.10, all Directors may seek additional terms by:

d) in the case of Parent Directors, standing for election in accordance with the nomination procedure under rule 8.5; and

e) in all other cases, being appointed in accordance with rule 8.4.

8.4 *Appointment of Community and Expert Directors*

Community Members and Expert Members may nominate themselves for appointment as Directors, be nominated by the Company Secretary or by a Director. The Board has sole power and absolute discretion in the appointment of Community Directors and Expert Directors.

8.5 *Nomination of Parent Directors*

a) Only Members with unrestricted voting rights may propose a Parent Member to become a Director.

b) Only Parent Members with unrestricted voting rights may be nominated as a Director.

c) Two Members are required to nominate a Parent Member for office as a Director.

d) A nomination of a Parent Member must be in writing and signed by the nominee and the two nominating Members.

e) Other than in the case of casual vacancies filled under rule 8.6, nominations must be received by the Company Secretary at least 28 days before the annual general meeting at which Directors are to be appointed or elected.

8.6 *Filling of casual vacancies of Parent Directors*

Casual vacancies of Parent Directors arise when all six positions are not filled at the end of an annual general meeting, or a position becomes vacant between annual general meetings.

Such casual vacancies may be filled without election, if the candidate or candidates are nominated by the Board or in accordance with rule 8.5.

The Board must consider any such nomination, and may approve or reject it at its absolute discretion.

Any Director appointed under this clause holds office only until the next annual general meeting of the Company and is then eligible for election.

8.7 *Election of Parent Directors*

When nominations for election to the office of Parent Director have been received, the Company Secretary must prepare a list of all nominated candidates in alphabetical order, with the names of their two nominators, and either:

a) post the list:

   i in a conspicuous place in the Registered Office of the Company; or

   ii in the Member's section of the Company's website (if the Company has one); or

b) send the list to all Members with voting rights with the voting instructions and notice of annual general meeting, or

c) do any combination of (a) and (b) at least 10 days before the annual general meeting or any other meeting at which the election is to take place.

8.8 *When nominations do not exceed Directorships available*

a) If the number of candidates is equal to or less than the number of vacancies, the candidates will be deemed to have been automatically appointed at the annual general meeting without the need for any vote of Members.

b) For the purposes of this rule 8.8 and rule 8.9, the number of vacancies will be such number of Directorships (including the positions of those Directors whose term of office is due to expire at the close of the relevant annual general meeting) necessary to increase the number of Parent Directors up to the maximum number of six permitted under this Constitution.

8.9 *When nominations exceed the number of vacancies*

When there are more candidates than vacancies, the following provisions will apply:

a) Members will vote on a poll on the election of each candidate to the office of Director.

b) If the number of candidates who receive a majority, affirmative vote of Members is equal to or less than the number of vacancies, those candidates will thereby be appointed as Directors.

c) If the number of candidates who receive a majority, affirmative vote of Members is greater than the number of vacancies, those candidates with the highest numbers of affirmative votes will thereby be appointed as Directors to fill the vacancies.

d) Where paragraph (c) applies, in the case of a tied vote between candidates who cannot all be appointed in accordance with that paragraph, a random selection will be made between the tied candidates, either by pulling names from a hat or any other randomised system agreed at the general meeting.

e) The appointment of Directors under this rule and rule 8.8 takes effect immediately at the close of the relevant annual general meeting of the Company.

8.10 *Vacation of Office of Parent Directors*

At the end of the term of their appointment, the office of Parent Directors will be automatically vacated. A Parent Director who has served one or two terms may seek re-election. But a Parent Director may not serve more than three terms. A Parent Director will act as a Director throughout the annual general meeting at the close of which their term of office expires. Other Directors may serve any number of terms.

8.11 *Number of Directors to be elected*

At each annual general meeting Parent Directors will be appointed or elected to the office of Director in accordance with the process set out in rule 8.8 or 8.9 so that up to six Directors on the Board hold office as Parent Directors.

8.12 *Office Bearers*

As soon as it is reasonably practicable after each annual general meeting of the Company, the Board must elect two or three of their number to be, respectively:

a) Chairperson

b) Vice Chairperson and

c) Treasurer

One and the same Director may be the Treasurer and the Vice Chairperson. However, the Chairperson may not also be the Treasurer or Vice Chairperson.

8.13 *General Manager*

The Board shall appoint a person to be the General Manager of the Company, and delegate such powers to the General Manager as the Board sees fit, subject to rule 10.

8.14 *Company Secretary*

The Company Secretary or Secretaries any shall be appointed by the Directors in accordance with the Act. At least one secretary shall be ordinarily resident in Australia. The Directors may also appoint acting or assistant secretaries. Any appointment under this rule 8.14 may be for such term, at such remuneration and upon such conditions as the Directors think fit and any person so appointed may be suspended or removed by the Directors.

The Directors may vest in the Company Secretary such powers, duties and authorities as they may from time to time determine and the Company Secretary must exercise all such powers and authorities subject at all times to the control of the Directors.

The Company Secretary is entitled to attend all meetings of the Directors and all general meetings of the Company and may be heard on any matter.

8.15 *Vacation of the Office of Director*

The office of a Director automatically becomes vacant if the person who holds the office:

a) ceases to be a Member of the Company

b) becomes the subject of an Insolvency Event or is subject to any form of insolvent administration

c) is not permitted by the Act to be a Director or vacates office by force of a provision of the Act

d) becomes of unsound mind or physically or mentally incapable of performing the functions of that office

e) is absent without the consent of the Directors from three consecutive Board meetings

f) resigns by giving notice in writing to the Company

g) is removed from office under rule 8.16

h) dies

i) was appointed to the office for a specified period and that period expires, or

j) becomes an employee of the Company.

8.16 *Removal*

A Director can be removed from office by Ordinary Resolution of the Voting Members, whether or not a Director's appointment was expressed to be for a specified period.

8.17 *Too few Directors*

If the number of Directors is reduced below the quorum required by rule 14.6, the continuing Directors may act as the Board only:

a) to appoint Directors up to the number required for a quorum under rule 14.6, or

b) to convene a meeting of Members, or

c) in emergencies.

9 Powers of the Board

9.1 *Management of Company*

Subject to the Act and to any other provision of this constitution, the Board will manage the business of the Company. The Directors may exercise all powers of the Company that are not, by the Act or by this constitution, required to be exercised by the Company in general meeting.

9.2 *Exercise of powers*

A power of the Board can be exercised only by resolution passed, or treated by rule 14 as passed, at a meeting of the Board, or in accordance with rule 21.

9.3 *Negotiable instruments*

The Board must decide the manner in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept or endorse negotiable instruments only in the manner for the time being decided by the Board.

10 Delegation of Board powers

10.1 *The Board may delegate any of its powers to:*

a) an attorney, or

b) a committee (consisting of at least one Director and which may include persons who are not Directors), or

c) the General Manager of the Company.

10.2 *Terms of delegation*

A delegation of powers under rule 10.1 may be:

a) for a specified period or without specifying a period

b) on the terms (including the power to further delegate) and subject to any restrictions the Board decides, provided that any delegation made by the Board in relation to the administration of fundraising by the Company complies with the requirements of any laws relating to fundraising.

10.3 *Revocation of powers*

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

10.4 *Status of exercise of power*

Any power exercised in accordance with a delegation of the Board is taken to be exercised by the Board.

10.5 *Powers of attorney*

A power of attorney under rule 10.1 may contain such provisions for the protection and convenience of those who deal with the attorney that the Board thinks appropriate.

10.6 *Standing Committee on Education*

There shall be an Education Committee appointed annually by the Board.

a) Membership of the Education Committee will consist of:

i the General Manager

ii two (2) Teacher representatives, giving consideration to both school and pre-school;

iii two (2) Directors elected from the Board

b) The Committee will elect its Chair from among its members.

c) Responsibilities of the Education Committee are

i assisting the teaching staff to translate the aims and objectives of the Company into sound education practice;

ii discussing major educational changes at the school and putting forward any proposals for such changes to the Board;

iii advising and planning curricula and record keeping/evaluation procedures to best implement the philosophy and policy of the school as laid down by the Constitution;

iv discussing and making recommendations on policies of admission and expulsion of pupils

d) Meetings of the Education Committee

The Education Committee shall meet at least twice in every school term and more frequently should the need arise. The quorum for the Education Committee shall be four one of whom shall be a Director. The Education Committee shall table at the Board Meeting next following their meeting a true and correct report of their proceedings together with a schedule of their recommendations.

Questions arising at any meeting of the Education Committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the issue must be referred to the Board for determination.

10.7 *General Committees*

The Board may, in addition, establish one or more committees consisting of such number of Directors as the Board thinks fit.

Unless the terms on which a power of the Board is delegated to a committee expressly state otherwise:

a) the Board may at any time dissolve a committee or terminate the appointment of any member of a committee, and

b) the meetings and proceedings of committees will, as far as practicable, be governed by the rules of this constitution which regulate the meetings and proceedings of the

Board, and in addition will include the provision for referral of tied votes to the Board.

11 Directors' duties and interests

11.1 *Holding offices or entering into agreements*

A person is not disqualified by reason only of being a Director of the Company from:

a) holding any office, other than that of the Company Secretary or the Company's employer or auditor, or being a member or creditor of any corporation (including the Company) or of any partnership other than the auditor, or

b) entering into any agreement with the Company.

11.2 *Duty to disclose Material Personal Interests*

a) Each Director must comply with any requirements in the Act concerning disclosure of any Material Personal Interest that he or she may have, and must also comply with the Act in relation to being present, and voting, at Board meetings that consider any matter in which the Director has a Material Personal Interest.

b) If a Director has a Material Personal Interest in an agreement that the Company proposes to enter into, and disclosure under rule 11.2a) is made before the agreement is entered into, and the Director otherwise complies with rule 11.2a), the Director may retain benefits under the agreement even though the Director has an interest in the agreement, and the Company cannot avoid the agreement merely because of the existence of the interest.

12 Directors' remuneration

12.1 *Remuneration*

All Directors shall act in a voluntary capacity and shall not receive any remuneration except as provided in 12.2 and 12.3.

12.2 *Remuneration for extra services*

If a Director, at the request of the Board and for the purposes of the Company, performs extra services or makes special exertions (including going or living away from the Director's usual residential address), the Company may reimburse that Director for doing so in accordance with rule 12.3.

12.3 *Expenses of Directors*

The Company may pay the Directors' travelling and other expenses they properly incur:

a) in attending Directors' meetings and any committee meetings, or

b) in attending any general meetings of the Company, or

c) otherwise in connection with the Company's business.

13 Officers indemnity insurance

13.1 *Indemnity*

To the maximum extent permitted by the Act, but only to the extent the person is not otherwise indemnified, the Company must indemnify every officer (as defined in the Act) of the Company against a liability incurred in their capacity as an officer, as well against any costs and expenses (including legal costs) incurred by them in defending an action for a liability incurred in their capacity as an officer.

13.2 *Insurance*

Subject to the Act, the Company may enter into and pay premiums on a contract of insurance in respect of any person, to the fullest extent permitted by the Act.

13.3 *Former officers*

The indemnity in favour of officers under rule 13.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company, even though the person is not an officer at the time the claim is made.

14 Board meetings

14.1 *Convening*

A Director may at any time, and the Company Secretary must on the request of a Director, convene a Board meeting. Subject to clause 14.5, the Chairperson will chair the meeting.

14.2 *Notice*

The convenor of each Board meeting must give reasonable notice of the meeting, using any technology (and, if it is adjourned, on its resumption) individually to each Director. Failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

14.3 *Use of technology is allowed*

A Board meeting may be held using any means by which each Director participating can hear and be heard by each and every other Director participating or in any other way permitted by the Act.

14.4 *Place of meeting if technology is used*

A Board meeting held solely or partly by use of technology is treated as held at the place agreed by the Directors, provided at least one of the Directors present at the meeting was at that place for the duration of the meeting.

14.5 *Procedure if Chair is not present at Board meeting*

a) If there is no Chairperson or if the Chairperson is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, then, if the Vice Chairperson is present within 15 minutes after the time for which the Board meeting was called and is willing to act , the Vice Chairperson will chair the meeting

b) if there is no Vice Chairperson, or if the Vice Chairperson is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, and the Chairperson has nominated a director to act as Chairperson in the Chairperson and Vice Chairperson's absence, then the director nominated by the Chairperson will chair the meeting

c) if a person cannot be appointed under rule 14.5(a) or rule 14.5(b) to chair a Board meeting then the Directors present must elect a Director present to chair the meeting.

14.6 *Quorum*

a) Unless the Board decides otherwise, the quorum for a Board meeting is a majority of the Directors.

b) If within half an hour of the appointed time for a Board meeting, a quorum is not present the meeting shall be reconvened on a day and time determined by the Directors.

14.7 *Majority decisions*

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution, with each Director having one vote.

14.8 *Chairperson has casting vote*

The Chairperson has a casting vote if necessary in addition to any vote they have in their capacity as a Director.

14.9 *Board determines procedures*

The Board may meet together, adjourn and regulate its meetings as it decides.

14.10 *Circular resolutions*

The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on a 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. Directors may sign separate documents if the wording of the resolution and statement is identical in each copy. An electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

14.11 *Effect of irregularities*

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

a) there was a defect in the appointment of the person, or

b) the person was disqualified from continuing in office, voting on the resolution or doing the act.

15 Meetings of members

15.1 *Calling meetings*

The Company Secretary must call a general meeting of Members by giving notice to each Member if the Company Secretary receives a request to call a general meeting of Members from:

a) the Chairperson;

b) any three Directors, or the Board; or

c) 10% of the then current membership or 50 Voting Members of the Company.

15.2 *Meetings required by the Act*

If the Board is required by the Act or by order made under the Act to call a meeting the Board must request that the Company Secretary call a meeting under rule 15.1 and the Company Secretary must call a meeting of Members under that rule.

15.3 *Notice of meeting*

Subject to rules 15.4 and 15.5, at least 21 days written notice of a meeting of Members must be given in accordance with the Act to each Member, to each Director and to the auditor (if any).

15.4 *Short notice*

Subject to the Act, the Company may call on short notice:

a) an annual general meeting, if all the Members entitled to attend and vote agree; and

b) any other general meeting, if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

15.5 *Postponement or cancellation*

Subject to the Act, the Board may postpone or cancel a meeting of Members by written notice given individually to each person entitled to be given notice of the meeting. If a meeting is adjourned for one month or more, the Company must give new notice of the resumed meeting.

15.6 *Use of technology*

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

15.7 *Accidental failure to give notice*

An accidental omission to give notice of a general meeting or the postponement of a general meeting to any person entitled to receive that notice or the non-receipt of notice by any person entitled to receive that notice does not invalidate the proceedings or any resolutions passed at the general meeting.

15.8 *Annual general meetings*

An annual general meeting of the Company must be held in accordance with the provisions of the Act at least once in each calendar year and within five months after the end of each Financial Year.

15.9 *Class meetings*

Rules 15 to 18 inclusive apply to a separate meeting of a class of Members as far as they are capable of application and modified as necessary.

15.10 *Quorum*

No business will be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. The presence of ten Members entitled to attend and vote will constitute a quorum. For the purpose of determining whether a quorum is present, a person attending as a proxy will be deemed to be a Member.

16 Conduct of General Meetings

a) General: The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting will be determined by the Chairperson, including the procedure for the conduct of polls for the election of Directors.

b) If there is a dispute at a general meeting about a question of procedure, the Chairperson may determine the question and no vote may be taken by the Members on any such determination by the Chairperson.

c) A Director when acting as a Director is entitled to speak at every general meeting.

16.2 *Quorum not present*

If a quorum is not present within 30 minutes after the time appointed for a meeting:

a) if the meeting was convened by or on the requisition of Members, it is automatically dissolved; and

b) in any other case, 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 Board.

If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be dissolved

17 Appointment of Chair of meetings of members

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of Members. If:

a) there is no Director who the Board has appointed to chair Board meetings for the time being; or

b) the Director appointed to chair Board meetings is not present at the time for which a meeting of Members is called or is not willing to chair the meeting,

the Voting Members present must elect a Member or Director present to chair the meeting.

18 Adjourned meetings

18.1 *Ability to adjourn*

The Chairperson of a meeting at which a quorum is present:

a) may, in the Chairperson's discretion, adjourn a meeting with the meeting's consent; and

b) must adjourn a meeting if the meeting by Ordinary Resolution directs the Chairperson to do so.

18.2 *Venue of adjourned meeting*

An adjourned meeting may take place at a different venue from the initial meeting.

18.3 *Business at adjourned meeting*

The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

18.4 *Notice of adjourned meeting*

If a general meeting has been adjourned for more than 42 days, notice of the adjourned meeting must be given to Members as if it were an original meeting, but otherwise it is not necessary to give notice of an adjourned meeting or the business of the adjourned meeting.

19 Proxies, attorneys and representatives

19.1 *Ability to appoint*

A Member who is entitled to attend and vote at a meeting of Members may appoint a person as the Member's proxy for the meeting.

19.2 *Validity of appointment*

An appointment of a proxy is only valid if:

a) the person who is appointed as proxy is a Voting Member or a duly authorised representative of a Member;

b) it is signed by the Member making the appointment;

c) it contains the information required under the Act; and

d) it is received by the Company at least 48 hours before the relevant meeting.

19.3 *Voting directions*

An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. If it does, the proxy must not vote on the resolution except as specified in the instrument.

19.4 *Adjourned meeting*

If a meeting of Members has been adjourned, any appointment and any authority received by the Company at least 48 hours before the resumption of the meeting is effective for the resumed part of the meeting.

19.5 *Standing appointments*

A Member may appoint a proxy, attorney or representative:

a) to act at a particular meeting of Members; or

b) as a standing appointment,

and may revoke any such appointment.

19.6 *Suspension of proxy or attorney's powers of Member present*

A proxy or attorney has no power to act for a Member at a meeting at which the Member is present personally.

19.7 *Priority of conflicting appointments of attorney or representative*

If more than one attorney or representative appointed by a Member is present at a meeting of Members and the Company has not received notice of revocation of any of the appointments:

a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and

b) subject to paragraph (a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

19.8 *Representative of a Member with a Disability*

A Member who is mentally ill or mentally disordered or whose person or estate is subject to a law relating to mental health or guardianship may vote, by the Member's trustee or by such other person as properly has the management of the Member's estate and any such trustee or other person may vote by proxy or attorney.

20 Voting

20.1 *Number of votes*

Subject rule 20.2 and the other rules of this constitution, and the terms on which membership is granted, each Voting Member has one vote on a show of hands and one vote

on a poll. The Chairperson of a meeting of Members has a casting vote if necessary in addition to any vote they have in their capacity as a Member.

20.2 *No voting rights*

A Member does not have voting rights at a general meeting unless:

a) voting rights have been conferred on that Member by the Board or by this Constitution; and

b) that Member has paid all Fees owing to the Company .

20.3 *Objection to right to vote*

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

20.4 *Method of voting*

Subject to rule 8.9, a resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded either before or on declaration of the result of the vote on a show of hands. Before a vote is taken the Chairperson must inform the meeting whether proxy votes have been received, the number of proxies held and how the proxy votes are to be cast. Unless a poll is demanded, the Chairperson's declaration of a decision on a show of hands is final.

20.5 *Demand for a poll*

A poll may be demanded on any Resolution except a Resolution concerning the election of the Chairperson of a meeting by:

a) at least five Members entitled to vote on the resolution; or

b) Members with at least 5% of the votes that may be cast on the resolution on a poll; or

c) the Chairperson.

20.6 *When and how polls must be taken*

A poll demanded on a Resolution to adjourn a meeting must be taken immediately. If a poll is demanded on any other Resolution, the poll must be taken when and in the manner the Chairperson directs.

21 Resolutions without meetings

21.1 *Written resolutions*

The Company may pass a Resolution without a general meeting being called or held if all 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.

21.2 *Separate copies*

The Company may use separate copies of a document for signing by Members if the wording of the Resolution and statement is identical in each copy.

21.3 *Time of resolution*

The Resolution is passed when the last Member signs.

21.4 *Signature of resolutions*

The Company may treat a document on which a facsimile or electronic signature appears or which is otherwise acknowledged by a Member in a manner satisfactory to the Board as being signed by that Member.

22 Minutes

22.1 *Minutes must be kept*

The Board must keep minutes in accordance with the Act of:

a) proceedings and Resolutions of meetings of Members;

b) proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors);

c) Resolutions passed by Members without a meeting; and

d) resolutions passed by Directors without a meeting.

22.2 *Minutes as evidence*

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

22.3 *Place of Minute Books and Inspection*

The Company will keep its minute books at its Registered Office or its principal place of business or any other place approved by ASIC.

Members of the Company may access the minute book of meetings of Members in accordance with the Act and the Company will ensure the minute books are open for inspection by the Members free of charge.

23 Register

In accordance with the provisions of the Act, the Directors shall cause the Company to keep:

a) the Register of Members; and

b) any other registers required to be kept under the Act.

24 Company signatures to documents

24.1 *Signing of documents*

Any document may be executed by or on behalf of the Company:

a) by two Directors, or

b) by one Director and one Company Secretary, or

c) by any other signatories or in any other way authorised by the Board or by the Act.

25 Accounts and audit

25.1 *Keeping accounts*

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

a) correctly record and explain its transactions and financial position and performance; and

b) would enable true and fair financial statements to be prepared and audited.

25.2 *Right of access*

A Director has a right of access to financial records of the Company at all reasonable times.

25.3 *Financial report*

If required by the Act, the Board must cause the Company to prepare a financial report and a Directors' report that comply with the Act and must report to Members in accordance with the Act.

25.4 *Audit*

If required by the Act, the Board must cause the Company's financial report for each Financial Year to be audited and obtain an auditor's report.

25.5 *Inspection of financial records and books*

Subject to rule 22.3 and the Act:

a) a Member who is not a Director does not have any right to inspect any financial records or books of the Company except as authorised by the Board; and

b) the Company Secretary will have access to all records of the business of the Company including the Register of Members, minutes of all general and Board meetings and correspondence.

26 Notices

26.1 *Notices by Company*

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

a) in writing signed on behalf of the Company (by original or printed signature);

b) addressed to the person to whom it is to be given; and

c) given in any of the following ways:

i delivered personally;

ii sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's last known address;

iii sent by fax to the fax number (if any) nominated by that person;

iv sent by electronic message to the electronic address (if any) nominated by that person; or

v by circular or advertisement.

26.2 *When given*

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

a) if it is delivered personally or sent by fax or electronic message:

i by 5.00 pm (local time in the place of receipt) on a Business Day - on that day; or

ii after 5.00 pm (local time in the place of receipt) on a Business Day, or on a day that is not a Business Day - on the next Business Day.

b) if it is sent by mail:

i within Australia - three Business Days after posting; or

ii to a place outside Australia including New Zealand - seven Business Days after posting.

c) if it is given by circular or advertisement in a major newspaper or issued on the Company's website, when it is published.

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

27 Amendment of constitution

These rules may be varied or amended from time to time in accordance with the Act, by Resolution of the Members in accordance with the provisions in this Constitution for member decisions.