



COMMUNITY COLLEGES AUSTRALIA LIMITED

CONSTITUTION 2018

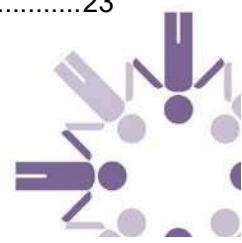
A Company Limited by Guarantee

ACN 123 159 526

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TABLE OF CONTENTS

INTRODUCTION	3
LIABILITY OF MEMBERS LIMITED	4
NOTICE	4
OBJECTS OF THE COMPANY	6
POWERS	7
SCHOLARSHIP FUND	9
ESTABLISHMENT OF THE FUND	9
GIFT FUND	9
SUB-FUNDS	9
MANAGEMENT COMMITTEE	10
PAYMENT AND APPLICATION OF THE FUND	10
RECEIPTS	11
AMENDMENTS	11
WINDING UP	11
MEMBERSHIP	12
ELIGIBILITY	12
ANNUAL FEES	12
RESIGNATION	13
EXPULSION	13
GENERAL MEETINGS	15
NOTICE FOR GENERAL MEETINGS	15
PROCEEDINGS AT GENERAL MEETINGS	15
Quorum:	15
Proxies:	16
Decision Making:	16
Meeting Adjournment:	16
THE BOARD OF DIRECTORS	17
COMPOSITION	17
ELECTION	17
CASUAL VACANCIES	18
BOARD POWERS AND DUTIES	18
BOARD MEETINGS	19
FINANCE & ADMINISTRATION	22
INCOME, PROPERTY AND FINANCES	22
INSPECTION OF BOOKS	23
AUDIT	23
WINDING UP	23



COMMUNITY COLLEGES AUSTRALIA LIMITED

CONSTITUTION 2018

INTRODUCTION

1. The name of the company is Community Colleges Australia Limited.
2. Those provisions of the *Corporations Act 2001 (Cth)* which operate as replaceable rules do not apply to the company.
3. Interpretation

3.1 In this constitution:

appointed representative means a natural person who is given the authority from their own organisation to act and represent the member in all official matters pertaining to the company. The appointed representative must be advised to the company

Approved Recipient means a person who satisfies the requirements of clause 28

board of directors (the board) means the directors of the company for the time being holding office pursuant to this constitution

Commissioner has the meaning given to it in ITAA 97

company means Community Colleges Australia Limited

Deductible Contribution means a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the purposes of the scholarship fund outlined in clauses 27 to 29

Eligible Scholarships, Bursaries or Prizes has the meaning outlined in clause 29

general meeting means a meeting of the members of the company

Gift means a gift as described in item 1 of the table in section 30-15 of the ITAA 97 to the scholarship fund

ITAA 97 means the *Income Tax Assessment Act 1997 (Cth)*

member means an organisation that has all the attributes for, and has been approved for membership by, the company

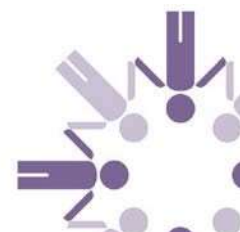
publication shall include documents, sound recordings, filmed television and video recordings, digital data files and all other modes of information distribution

Responsible Person means an individual who has a degree of responsibility to the community as a whole such as a person that:

performs a significant public function;

is a member of a professional body having a code of ethics or rules of conduct;

is officially charged with spiritual functions by a religious institution;



is a director of a company whose shares are listed on the Australian Securities Exchange;

has received formal recognition from government for services to the community;

is an individual before whom a statutory declaration may be made; or

is approved as a responsible person by the Commissioner.

scholarship fund means the fund established pursuant to clause 10

Scholarships Sub-committee has the meaning outlined in clause 25

seal means the common seal of the company

secretary means a person for the time being appointed in accordance with Pt 2D.4 *Corporations Act 2001* to perform the duties of secretary of the company

special meeting means a general meeting other than an annual general meeting

3.2 Unless contrary intention is required, in this constitution:

3.2.1 Reference to the *Corporations Act* means a reference to the *Corporations Act 2001* (Cth) as amended from time to time

3.2.2 Rules as to gender and number contained in s.23 *Acts Interpretation Act 1901* (Cth) shall apply

3.2.3 Words which import natural persons shall include bodies corporate

3.3 In this constitution, unless contrary intention appears, where a provision of this constitution deals with a matter dealt with by particular provision of the *Corporations Act*, an expression shall have the same meaning as in such provision of the *Corporations Act*.

LIABILITY OF MEMBERS LIMITED

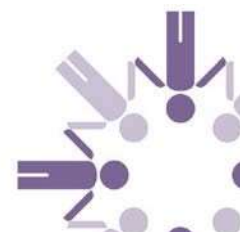
4. In the event of the company being wound up, the liability of the members of the company is limited to any outstanding fee due for membership, and where the company's liabilities exceed the company's assets, a nominal amount of \$100.

NOTICE

5. For the purposes of service notice of any matter flowing from the provisions of this constitution, the following rules shall apply:

5.1 A notice may be given by the company to any member or director either by serving it on the member or director personally, or by sending it by prepaid post to the member or director at the address supplied by and recorded for that person or entity in the records of the company;

5.2 Where notice is sent by post it shall be deemed to have been effected on the second business day after the date of its posting or at the time when the letter would be delivered in the ordinary course of post;



- 5.3 Notwithstanding the foregoing, where a member has provided the company with a facsimile service number or an email address for the purpose of service of notices, then such notice may be served on that member by facsimile or email;
 - 5.4 A notice sent by facsimile and supported by a transmission report held by the sender is deemed to be served immediately upon completion of sending when the sending is completed within business hours at the location where the addressee's facsimile service is located, or if otherwise at 9:00 am on the next business day at that location;
 - 5.5 A notice sent by email is deemed to be served immediately upon completion of sending when the sending is completed within business hours at the location where the addressee's email service is located, or if otherwise at 9:00 am on the next business day at that location;
 - 5.6 "Business hours" for the purposes of this clause shall be defined as a time between 9:00am and 5:00pm on any day when the post office is open for business within the postal district where the receiving facility is located.
6. Notice of every general meeting must be given in the manner set out in clause 5 to:
 - 6.1 Every member of the company, excepting only those members in respect of which the company has no registered address, facsimile number or email address for the delivery of notices;
 - 6.2 Any or all auditors appointed pursuant to clause 90 of this constitution;
 - 6.3 Save only as provided in clauses 6.1 and 6.2, no other person shall be entitled to receive notice of general meetings.



OBJECTS OF THE COMPANY

7. The objects for which the company is established are:
 - 7.1 To do all things available to the company to promote the interests of member entities, engaged in delivery of community based education and related activities, which may include seeking out and conducting new business opportunities on behalf of the company and / or its members.
 - 7.2 Without limiting the generality of clause 7.1:
 - 7.2.1 representing the interests and concerns of member entities to governments and relevant authorities;
 - 7.2.2 representing adult and community education and the interests of member entities to corporations, non-government organisations and other appropriate entities and persons;
 - 7.2.3 promoting and supporting adult and community education in Australia;
 - 7.2.4 fostering support for and recognition of adult and community education in Australia;
 - 7.2.5 providing a forum for and promoting co-operation and the exchange of information, ideas and concerns among member entities;
 - 7.2.6 committing to building the capacity of the sector;
 - 7.2.7 conducting business in its own name to ensure the financial sustainability of the company without conflict or competition with the existing business of members.
 - 7.3 To do all acts which are in the opinion of the directors conducive and incidental to the furtherance of these objects.



POWERS

8. The powers contained in s.124(1) of the *Corporations Act* do not apply to the company except in so far as they are contained as provisions of this constitution.
9. For the purpose of attaining the objects of the company and for no other purpose, the company shall be empowered as follows:
 - 9.1 To commission the authoring of pertinent publications that the company may consider appropriate to its objects, and to undertake or commission the printing, distribution and publishing of such publications;
 - 9.2 As far as it shall be lawful, to collect funds and to solicit and accept financial and other aid, subscriptions, donations and bequests from persons or entities incorporated or unincorporated of all kinds, and from governments and public bodies;
 - 9.3 To make grants or other aid to member entities, or to such other persons or entities incorporated or unincorporated as may be necessary or desirable in the furtherance of the objects of the company;
 - 9.4 To establish funds as the company may consider appropriate to further its objects;
 - 9.5 To become a member of, subscribe to, co-operate or amalgamate with any other entity whether or not incorporated and having objects similar to those of the company;
 - 9.6 To purchase, take on lease, hire or otherwise acquire any property real or personal, and any rights or privileges pertinent to or capable of convenient use in connection with the objects of the company;
 - 9.7 To appoint, employ, remove or suspend such employees or other persons as may be pertinent to the objects of the company;
 - 9.8 To construct, alter, maintain or otherwise deal with any buildings, grounds, works, facilities or conveniences where such activities are calculated directly or indirectly to be pursuant to the objects of the company;
 - 9.9 To insure against loss from fire or otherwise the property and interests of the company, and to pay such premiums and related costs as may be required to give effect to such insurance;
 - 9.10 To borrow money, and to secure the payment of such money in such manner as the company shall consider appropriate, and to secure the same for the repayment or performance of any debt, liability, contract, guarantee or other commitment of the company entered into by the company, and in particular by the issue of mortgages or other charges upon all or any of the property of the company (both present and future) and to purchase, redeem or pay off such securities;



- 9.11 To make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments;
- 9.12 To sell, manage, develop, improve, lease, exchange, improve, dispose of, turn to account or otherwise deal with the property and rights of the company or any part thereof;
- 9.13 To take any gift of property real or personal whether subject to any special trust or not, where this is considered in the interests of furthering the objects of the company;
- 9.14 To acquire by purchase or otherwise and undertake all or any of the property, assets, liabilities and commitments of any one or more of the entities with which the company is authorised to amalgamate;
- 9.15 To transfer all or any part of the property, assets, liabilities and commitments of the company to any one or more of the entities with which the company is authorised to amalgamate.



SCHOLARSHIP FUND

ESTABLISHMENT OF THE FUND

10. Subject to obtaining any necessary approvals under law, where consistent with achieving the company's objects outlined in clause 7, the company may establish, maintain and operate a scholarship fund in accordance with the following rules.
11. The scholarship fund must be established in, and must operate only in, Australia.
12. The company may apply for endorsement as a deductible gift recipient under subdivision 30-BA of the ITAA 97 for the operation of the scholarship fund.
13. The public must be invited to contribute gifts of money or property to the fund.

GIFT FUND

14. The company must maintain a gift fund that:
 - 14.1 identifies and records Gifts and Deductible Contributions;
 - 14.2 identifies and records any money received by the company because of those Gifts and Deductible Contributions; and
 - 14.3 that does not identify and record any other money or property.
15. To avoid any doubt, the gift fund forms part of the scholarship fund.
16. The company must operate a separate bank account for the gift fund.

SUB-FUNDS

17. The company may maintain a management account in respect of Gifts and Deductible Contributions from a particular donor or group of donors.
18. The management account may be used to record receipts from a donor or group of donors, money received because of those Gifts and Deductible Contributions and payments or applications from the management account.
19. The donor or group of donors (or persons nominated by the donor or group of donors) may make requests or indicate preferences as to the name of the management account and as to the payments or applications from the account. The company is under no obligation to comply, and the company must not agree or give an assurance that it will comply with any request or preference.
20. The company may at any time cease to maintain the management account and account for the money and investments in the general account for the gift fund.



21. The company may provide reports of the investments and application of the management account to the donor or group of donors but is not under an obligation to do so.
22. The management accounts form part of the gift fund and are not separate funds.
23. The management accounts may not be separately invested or be separately accounted for in the financial statements of the company.
24. The company may formulate rules and policies relating to the maintenance of the management account provided they are not contrary to this constitution or any requirements at law.

MANAGEMENT COMMITTEE

25. The scholarship fund must be controlled by a sub-committee of the board (**Scholarships Sub-Committee**), the majority of whom must be Responsible Persons such that the fund satisfies the requirements to be a public fund (unless the board itself satisfies this requirement).

PAYMENT AND APPLICATION OF THE FUND

26. The fund is to be operated on a non-profit basis.
27. The company must use the scholarship fund solely for the purpose of providing Eligible Scholarships, Bursaries or Prizes to Approved Recipients as the Scholarships Sub-Committee decides.
28. Approved Recipients must:
 - 28.1 be Australian citizens or permanent residents of Australia;
 - 28.2 if requested, share with the Scholarships Sub-committee information in relation to any financial or other assistance provided to them by the government, the local community and/or other non-family third parties;
 - 28.3 if requested, share with the Scholarships Sub-committee information related to any academic results; and
 - 28.4 be enrolled in, or accepted for enrolment, in a course of education recognised by Australian educational authorities.
29. Eligible Scholarships, Bursaries or Prizes must:
 - 29.1 be open to individuals or groups of individuals in a region of at least 200,000 people;
 - 29.2 promote the recipients' education in an approved Australia course; and
 - 29.3 be awarded on merit or for reasons of equity.



30. The company may use the money in the scholarship fund to pay for the reasonable costs of managing the scholarship fund. Examples of costs include bank fees and charges, stationery costs and accounting and audit fees relating directly to the scholarship fund.

RECEIPTS

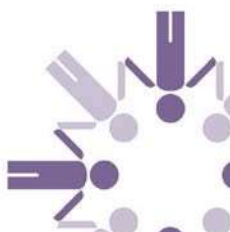
31. If the company issues a receipt for a Gift or Deductible Contribution to the scholarship fund, the company must ensure that the receipt states:
 - 31.1 the name of the scholarship fund;
 - 31.2 the Australian Business Number of the company;
 - 31.3 the fact that the receipt is for a Gift or Deductible Contribution;
 - 31.4 the amount of any gift of money;
 - 31.5 a description of any gifts of property; and
 - 31.6 the date the Gift or Deductible Contribution was given.

AMENDMENTS

32. The Australian Taxation Office must be notified of any changes made to this constitution that affect the scholarship fund's rules or dissolution or winding up provisions.

WINDING UP

33. In the event of the scholarship fund being wound up or dissolved, or if the endorsement of the scholarship fund as a deductible gift recipient is revoked by the Australian Taxation Office, any surplus assets of the scholarship fund, including contents of the gift fund, must be transferred to a fund, authority or institution with similar purposes to the scholarship fund (as outlined in clauses 27 to 29) to which tax deductible gifts can be made under subdivision 30-15 of the ITAA 97 as the members of the company decide.
34. Where gifts to a fund, authority or institution under clause 33 are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the ITAA 97 are satisfied, a payment or application under this clause must be made in accordance with those conditions.



MEMBERSHIP

ELIGIBILITY

35. Members of the company shall be such entities as the board admits to membership pursuant to this constitution.
36. In order to qualify for the consideration of an application for membership of the company, an entity shall:
 - 36.1 Be an organisation constituted under a State, Territory or Federal Act; and
 - 36.2 Be constituted as a not-for-profit community-managed organisation in Australia delivering education, training and/or community related services.
37. An entity shall only become a member of the company following approval of the entity's application for membership by the board of the company, and upon payment of the prescribed membership fee:
 - 37.1 the board shall not be required to give any reason for the rejection of any application for membership
 - 37.2 where, after two months following approval of an application has elapsed, the prescribed membership fee remains unpaid the board may, in its discretion, cancel the acceptance of the application for membership by the entity.

ANNUAL FEES

38. Each member shall be required to pay an annual membership fee to the company:
 - 38.1 The amount of the annual membership fee shall be determined from time to time by the board of directors
 - 38.2 All annual membership fees shall become due and payable on the first day of January in each year
 - 38.3 Where evidence of sufficient cause is adduced, the board may in its absolute discretion reduce, remit or defer any annual membership fee payable by a member entity
 - 38.4 Except as provided by clause 38.3 hereof, if a member fails to pay outstanding membership fees within three months after the due date the membership of the company shall lapse, provided that the board shall retain final discretionary powers in relation to implementation of this clause.

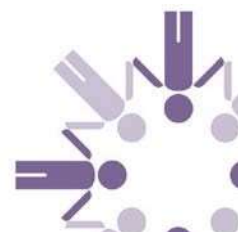


RESIGNATION

39. A member may at any time by written notice to the company resign from membership of the company.
- 39.1 a member who resigns shall continue to be liable for:
- 39.1.1 any annual fee or arrears due and unpaid as at the date of the resignation;
 - 39.1.2 any other debt due to the company;
 - 39.1.3 any sum not exceeding the then current membership fee which relates to any liability as a member by virtue of clause 4.

EXPULSION

40. The board may by resolution censure, suspend or expel the member from the company where a member has:
- 40.1 neglected or wilfully refused or failed to comply with the provisions of this constitution;
 - 40.2 engaged in conduct which, in the opinion of the board, is unbecoming of a member or prejudicial to the interests of the company;
 - 40.3 become insolvent, entered into external administration, compounds for its debts or enters in an arrangement with its creditors.
41. When a resolution pursuant to clause 40 is to be considered by the board:
- 41.1 at least 14 days before the meeting of the board at which the resolution is to be considered, the member whose membership is to be considered shall be given written notice:
 - 41.2 of the date, time and place of the meeting;
 - 41.3 the proposed resolution;
 - 41.4 the nature and particulars of the allegations to be considered
42. At a meeting of directors at which a resolution pursuant to clause 40 is to be considered, and before any such resolution is passed, the member concerned must be provided with the opportunity to present orally or in writing any explanation or mitigating factors the member may think appropriate.
43. A member, which is the subject of a resolution pursuant to clause 40, may by notice in writing lodged with the secretary not less than 24 hours before the time of the meeting at which the resolution is to be considered, elect to have the matter dealt with by the company in general meeting:
- 43.1 Where such an election is made, a general meeting of the company shall be called for the purpose;



- 43.2 If at the general meeting such a resolution is passed by a majority of two thirds of members present and voting, the vote to be taken by ballot, the member shall be sanctioned in accordance with the resolution;
- 43.3 Where the resolution duly passed approved expulsion of the member, the member shall be expelled forthwith.



GENERAL MEETINGS

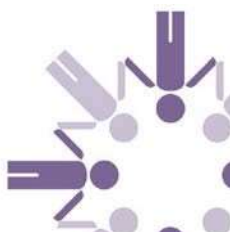
NOTICE FOR GENERAL MEETINGS

44. The company must hold an annual general meeting each year in compliance with the provisions of Part 2G.2 Division 8 of the Corporations Act 2001 (Cth).
45. A director may call a general meeting of the company.
46. The directors shall call a general meeting of the company when requested by 10% of the members or at least 5 members, stating in writing the purpose of the meeting, in compliance with s.249D Corporations Act 2001.
47. Where the directors do not within 30 days of a request being received call a general meeting of the company then the provisions of s.249E of the Corporations Act shall apply to the calling of a general meeting by the members.
48. For the purpose of any General Meeting of the Company, written notice of the date, time and location shall be given to all members at least 21 days before the meeting. Electronic notification is allowable.
49. Notice of a general meeting of the company shall:
 - 49.1 State the general nature of the business to be transacted at the meeting; and
 - 49.2 Where a special resolution is to be proposed at the meeting, set out the intention proposed for the resolution and state the proposed resolution.

PROCEEDINGS AT GENERAL MEETINGS

Quorum:

50. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
51. No resolution shall be passed at any general meeting unless a quorum of members is present at the time when the resolution is put to the vote at the meeting.
52. A quorum at a general meeting of the company shall be 10% of members or at least 5 members.
53. If, within half an hour after the time appointed for the meeting, a quorum is not present:
 - 53.1 the meeting is dissolved if the meeting has been convened upon request of the members;
 - 53.2 in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the directors may determine;



Proxies:

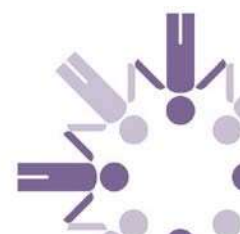
54. A member of the company may assign a proxy to another member of the company.
55. A proxy must be signed by the appointed representative of the member giving the proxy, and must be notified in writing to the company secretary 24 hours before the commencement of the meeting.
56. The proxy instrument will provide for the member to instruct the proxy to vote in favour or against any proposed resolutions, on notice.
57. Proxies shall not be included for the purposes of achieving a quorum.

Decision Making:

58. The chairman shall preside at every general meeting of the company.
 - 58.1 If there is no chairman, or if the chairman is not present within 15 minutes after the time appointed for the meeting, or if the chairman is unwilling to act, then the deputy chairman shall be preside at the meeting
 - 58.2 If the deputy chairman is not present or is unwilling to act, the members present may elect one of their number to be chairman of the meeting
59. At a general meeting, any resolution put to the vote at the meeting shall be decided on a show of hands unless a secret ballot is called.
60. A secret ballot may be called by the Chairman or at least 5 members before the resolution is put to the vote. The demand for a secret ballot may be withdrawn at any time prior to handing ballot papers to members.
61. Where a secret ballot is called a scrutineer shall be appointed by the Chairman and they shall conduct the ballot. In any case of doubt as to the formality or otherwise of any ballot paper the scrutineer shall refer the same to the Chairman of the meeting whose decision shall be final.
62. A member may vote in person through the appointed representative or by proxy and each member shall have one vote, except for the Chairman of the meeting who have a casting vote as well as their deliberative vote.

Meeting Adjournment:

63. The chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
64. Where a meeting has been adjourned for more than 30 days, notice of the adjourned meeting must be given as in the case of the original meeting.



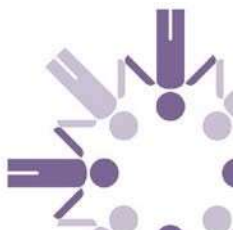
THE BOARD OF DIRECTORS

COMPOSITION

65. The board of directors shall comprise up to 9 directors, with at least 6 directors elected by members of the Company.
66. A director must:
 - 66.1 Be an appointed representative of a member of the company;
 - 66.2 Not be an employee of the company;
 - 66.3 Represent the interests of the company as a whole rather than those of a particular constituency.
67. The office bearers of the company shall comprise:
 - 67.1 a chairman
 - 67.2 a deputy chairman
 - 67.3 a treasurer.

ELECTION

68. The requirements for nomination and election of directors shall be as follows:
 - 68.1 Any two members of the company may nominate the duly appointed representative of another member to serve as a director;
 - 68.2 The nomination, signed by the appointed representative of the proposers and by the nominee, shall be lodged with the secretary not less than 21 days before the annual general meeting at which the election is to take place;
 - 68.3 If the number of nominees exceeds the number of vacancies to be filled, notification of an election to be held at the AGM, together with each nominee's biography, will be sent with the AGM notice;
 - 68.4 For the election at the AGM, balloting lists shall be prepared containing only the names of the nominees in alphabetical order;
 - 68.5 Each member present, or their proxy, at the annual general meeting is entitled to vote for any number of such nominees not exceeding the number of vacancies;
 - 68.6 The result of the ballot for election of directors will be announced at the AGM;



68.7 A director elected in accordance with this constitution shall take office at the end of the annual general meeting at which the election occurs and, subject to other provisions of this constitution, shall hold office for 3 years;

68.8 On completion of their term a director may nominate again for a further 3-year term.

CASUAL VACANCIES

69. The board may appoint a specialist in a specific area who is not an authorised representative of a Member to act as a Director if there is a vacancy caused by less than 5 directors standing for election, or if a vacancy occurs as a result of clause 70. Any director appointed by this clause shall be required to retire at the next annual general meeting.

70. The office of director is vacated if the director:

70.1 dies;

70.2 becomes disqualified from managing a corporation by operation of any order under the Corporations Act 2001;

70.3 becomes insolvent under administration, or makes an arrangement or composition with his or her creditors generally;

70.4 becomes of unsound mind or a person whose person or estate falls within the purview of the protective provisions of any law relating to mental health;

70.5 resigns his or her office by notice in writing to the company;

70.6 ceases to be an appointed representative of a member entity of the company;

70.7 is the appointed representative of a member entity which is suspended from membership by operation of clause 40 of this constitution;

70.8 for more than 4 months is absent without permission of the board from meetings of the board held during that period.

BOARD POWERS AND DUTIES

71. The business and affairs of the company are to be managed by the board.

72. Without limiting the generality of clause 71, the board may exercise all the powers of the company:

72.1 to borrow and raise money;

72.2 consistent with the provisions of clause 9 of this constitution, to determine who is authorised on behalf of the company to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;



- 72.3 to pay all costs, charges and expenses incidental to the promotion, management and regulation of the company;
- 72.4 to make, amend and repeal regulations in relation to the affairs of the company, where such regulation shall not be inconsistent with the Corporations Act 2001, this constitution or the directions of the company in general meeting
- 72.4.1 any regulation for the time being in force shall be binding on the members of the company as if it were part of this constitution
- 72.4.2 the company in general meeting shall have the power to amend or disallow any regulation in force from time to time
73. Pursuant to s.204D of the Corporations Act 2001, the board shall appoint a secretary for such term and on such conditions as it thinks fit and may remove any secretary so appointed.
74. Except to the extent that is prohibited from so doing by the Corporations Act 2001, the company shall:
- 74.1 Indemnify every person who is or has been a director, secretary or other officer of the company against:
- 74.1.1 any liability other than a liability for legal costs incurred in that company; and
- 74.1.2 any liability for legal costs incurred in connection with proceedings relating to or in defending an action for a liability incurred in that capacity; and
- 74.1.3 may pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.

BOARD MEETINGS

75. Consistent with statutory requirements, and with the provisions of this constitution, the board of directors shall make such arrangements for the convening and regulation of its meetings as it shall consider appropriate
- 75.1 A meeting of the board may be called or held using any technology allowing all persons participating in a meeting to hear each other at the same time, consented to by all the directors.
- 75.2 Any director participating in such a meeting is for the purposes of this constitution deemed to be personally present at the meeting.
76. A quorum at all board meetings shall be at least 50% of directors eligible to vote at the meeting.
77. The continuing directors may act notwithstanding any vacancy on the board
- 77.1 If the number of directors is reduced to less than the number required for a quorum pursuant to clause 75, the remaining directors may act:



77.1.1 for the purpose of increasing the number of directors;

77.1.2 for the purpose of calling a general meeting of the company; and

77.1.3 for no other purpose.

78. Unless otherwise provided by this constitution, questions arising are to be decided by a majority of votes

78.1 a determination by a majority of directors present shall be deemed a determination of the directors

78.2 in the event of an equality of votes, the chairman of the meeting has a second or casting vote.

79. The chairman of the company must preside at every meeting of the board

79.1 when there is no chairman, or if at any meeting the chairman is not present within 15 minutes after the appointed time for the meeting, or if the chairman is not willing to act, the deputy chairman of the company shall be the chairman of the meeting;

79.2 if the deputy chairman is not present, or is not willing to act, the directors present may choose one of their number to be chairman of the meeting.

80. Conflicts of interests

80.1 No director may vote on or in relation to any resolution touching upon any contract or proposed contract in which that director has any material interest

80.1.1 a director having a material personal interest in a matter for consideration at any meeting of the board shall not:

(a) be present while the matter is being considered at the meeting; or

(b) vote on the matter.

80.1.2 Where a director votes in contravention of clause 80.1.1(b), that vote shall be of no value

81. The board may delegate any of its powers to committees. Any committee so formed shall conform to any requirements that may be imposed on it by the Board.

81.1 Notwithstanding the generality of clause 81, the board may not delegate powers which are required to be exercised by the board pursuant to the Corporations Act 2001 or this constitution.

82. Resolutions at deemed meetings of directors

82.1 If all of the directors have signed a document containing a statement affirming that they are in favour of a resolution of the board in terms set out in the document, a resolution in those



terms is deemed to have been passed at a meeting of the board on the day and at the time when then document was last signed by a director

82.2 For the purpose of clause 81.1, two or more documents containing statements in identical terms each of which is signed by one or more directors are together deemed to constitute one document containing a statement in those terms signed by the directors on the days and at the times when they signed the separate documents

82.3 A reference in clause 81.1 to all of the directors does not include a reference to a director who, at a meeting of the board, would not be entitled to vote on the resolution.

83. The board shall cause minutes to be made:

83.1 of the names of the directors present at all meetings of the company and of the board;

83.2 of all of the proceedings at every meeting of the company and of the board;

83.3 of all appointments of officers and servants; and

83.4 such minutes shall be signed by the chairman of the meeting at which the proceedings occurred, or by the chairman of the next succeeding meeting.



FINANCE & ADMINISTRATION

INCOME, PROPERTY AND FINANCES

84. The income, property and funds of the company shall be applied solely in furtherance of the objects of the company and for no other purpose.
85. Except as herein provided, no member entity, director or officer of the company shall receive in any manner a profit or other benefit pecuniary or otherwise from the company by way of dividend, salary, directors' fee, bonus or otherwise, other than:
- 85.1 reimbursement of expenses incurred on the business of the company, duly authorised by the directors or by the company in general meeting;
 - 85.2 remuneration in respect of any service rendered to the company in a capacity other than performance of the duties of a director or officer, where that service is performed on reasonable commercial terms approved by resolution of the board;
 - 85.3 reimbursement of any reasonable amount expended on or in connection with promoting and setting up the company;
 - 85.4 payment in respect of goods supplied in the ordinary course of business;
 - 85.5 remuneration as an employee of the company, provided that the employment be on terms approved in advance by resolution of the board;
 - 85.6 payment of interest on money lent to the company, where the rate of interest shall not exceed the rate of interest from time to time charged or chargeable by the company's principal banker in respect of an overdrawn account of the company;
 - 85.7 payment of reasonable and proper rent for premises leased to the company, the standard of reasonableness to be determined by reference to the market.
86. The financial records of the company shall be maintained in compliance with the requirements of Part 2M.2 of the *Corporations Act 2001*.
87. The directors shall be responsible for the implementation of appropriate controls over dealing with the company's funds and property, and in particular and without limiting the generality of this clause:
- 87.1 the funds of the company shall be deposited without addition or deduction in a current account with a bank or financial institution approved as a Trustee Security;
 - 87.2 all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two directors, or by one director and an employee authorised by the board;



87.3 If the Company is a Deductible Gift Recipient, the company shall maintain a gift fund in accordance with the requirements for deductible gift recipients according to Australian taxation laws.

88. The board shall lay before the company at each annual general meeting, and shall duly distribute copies of every:

88.1 annual financial report;

88.2 report of the Chairman for each year;

88.3 report of the auditor(s) on the financial report for the financial year last ended.

INSPECTION OF BOOKS

89. Except as is provided for by law, a member of the company has no right to inspect any document of the company unless authorised by the board or by the company in general meeting.

AUDIT

90. The company shall appoint an auditor pursuant to Part 2M.4 Division 6 of the Corporations Act 2001, and do all such things as may be required by that Act to comply with all the requirements of that Division.

WINDING UP

91. Subject to clause 33, upon the winding up of the company and after satisfaction of all of its debts and liabilities, any surplus assets must be distributed to one or more registered charities as the board decides:

91.1 with charitable objects similar to, or inclusive of, the objects in clause 7; and

91.2 which also prohibit the distribution of property to their members to at least the same extent as the company.

92. Members that meet the requirements in clause 91 may receive surplus assets.

