

CONSTITUTION OF THE GEELONG CHAMBER OF COMMERCE LIMITED

CORPORATIONS ACT 2001

COMPANY LIMITED BY GUARANTEE

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CONSTITUTION
of
THE GEELONG CHAMBER OF COMMERCE LIMITED

1. INTERPRETATION

In this Constitution the following words and phrases shall, except where there is something in the subject or context inconsistent therewith, have the meanings assigned:

- 1.1. **Annual General Meeting** means an annual meeting of the Company which must be held within 5 months of the end of each financial year and which covers the items listed in 13.2;
- 1.2. **the Act** means the Corporations Act 2001;
- 1.3. **Appointed Directors** means Directors appointed in accordance with clause 15.6.2;
- 1.4. **Auditor** means an auditor of the Company appointed in accordance with clause 21;
- 1.5. **the Board** means the Directors for the time being assembled at a meeting of Directors in accordance with this Constitution and not being less than a quorum as provided for in clause 14;
- 1.6. **the Chairperson** means the chairperson of the Company as appointed pursuant to this Constitution, who shall also be known as the President;
- 1.7. **Chief Executive Officer** means the person appointed in accordance with clause 6.2.2;
- 1.8. **Committees** means the committees established by the Directors pursuant to clause 6;
- 1.9. **Commonwealth** means the Commonwealth of Australia;
- 1.10. **Company** means The Geelong Chamber of Commerce;
- 1.11. **Company Secretary** means any person appointed to perform the duties of a company secretary of the Company, in accordance with clause 18, and includes an honorary secretary;
- 1.12. **Constitution** means this Constitution as originally adopted or as from time to time duly added to or amended;
- 1.13. **Corporate Member** means a member of the Company that is a company, partnership, business, firm or other legal entity;
- 1.14. **Corporate Member Representative** means a person appointed to represent a Corporate Member and exercise all of that Corporate Member's rights, privileges and obligations of membership;
- 1.15. **Deputy Chairperson** means the deputy chairperson of the Company as appointed pursuant to this Constitution, who shall also be known as the Vice President;

- 1.16. **Directors** means the directors of the Company appointed pursuant to clause 15 and includes both Elected Directors and Appointed Directors;
- 1.17. **Elected Directors** means Directors holding office pursuant to clause 15.2 or elected in accordance with clause 15.3;
- 1.18. **Extraordinary General Meeting** means all General Meetings, other than the Annual General Meetings;
- 1.19. **Geelong Region** means the municipal areas of the Greater Geelong City Council, Borough of Queenscliff, Golden Plains Shire, Surfcoast Shire and Colac Otway Shire.
- 1.20. **The Geelong Chamber of Commerce** means The Geelong Chamber of Commerce ACN 004 284 735;
- 1.21. **General Meeting** means a meeting of the Members of the Company;
- 1.22. **Governance & Risk Committee** means Governance, Finance, Audit & Risk Committee established under clause 6.2 of this Constitution;
- 1.23. **Immediate Past Chairperson** means the person who remains a Director pursuant to clause 15.1.1;
- 1.24. **ITAA 1997** means the Income Tax Assessment Act 1997;
- 1.25. **Member Representative** means either an individual member or a Corporate Member Representative as the case requires;
- 1.26. **Members** means the persons described in clause 5 and such other persons who become Members and includes individual and Corporate Members;
- 1.27. **Minutes Secretary** means a person appointed in accordance with clause 16.4;
- 1.28. **Ordinary Resolution** means a resolution of the Board or the Company that must be passed by a majority of votes;
- 1.29. **Person** shall include a corporation, partnership, business, firm and other legal entity;
- 1.30. **Retirement Date** means, as the context requires:
 - 1.30.1. the date that a Director named in Appendix 1 must retire from their position as Director;
 - 1.30.2. the date the Chairperson named in Appendix 2 must retire from the position of Chairperson;
 - 1.30.3. the date the Deputy Chairperson named in Appendix 2 must retire from the position of Deputy Chairperson;
 - 1.30.4. the date that an Appointed Director named in Appendix 3 must retire from their position as an Appointed Director.
- 1.31. **Seal** means the common seal of the Company;
- 1.32. **Special Resolution** means a special resolution as defined under the Act;
- 1.33. **State** means the State of Victoria;

- 1.34. expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 1.35. words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 of the State and of the Act;
- 1.36. an expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any of this Constitution that deals with a matter dealt with by that Part or Division unless the contrary intention appears the same meaning as in that Part or Division.

2. MODIFICATION

This Constitution must not be modified except in accordance with the Act.

3. NAME

The name of the Company is The Geelong Chamber of Commerce.

4. OBJECTS

- 4.1. The objects for which the Company is established are:
 - 4.1.1. To promote trade, commerce, shipping and manufacturing interests in the Geelong Region.
 - 4.1.2. To collect and circulate statistical, economic and other information relating to the aforesaid interests, and to issue such publications as may be deemed necessary.
 - 4.1.3. To promote or oppose Commonwealth, State or Local Government legislative measures directly or indirectly affecting the aforesaid interests, and to issue such publications as may be deemed necessary.
 - 4.1.4. To take over the whole of the property, assets, and undertakings of the Company as at present constituted, and to undertake all its obligations and liabilities.
 - 4.1.5. To admit and recognise as Members of the Company all the existing Members as at present constituted; to provide for the admission of new Members and to frame regulations in regard to subscriptions and conditions and categories of membership.
 - 4.1.6. To provide advocacy for, and representation of, Members.
 - 4.1.7. To promote, support and advocate for practices which facilitate, and increase the efficiency of, business transactions relating to the aforesaid interests.
 - 4.1.8. To take such steps as may be deemed necessary from time to time to place before the Commonwealth and State legislatures and the Local Government the view of persons engaged in trade, commerce, shipping or manufacturing in the Geelong Region.

- 4.1.9. To establish and maintain relations with bodies having similar objectives to the Company.
 - 4.1.10. To purchase, take on lease or in exchange, hire or to otherwise acquire for the purposes of the Company any real or personal property.
 - 4.1.11. To erect, construct, remove, rebuild, alter, repair, improve and maintain any buildings for the purposes of the Company or otherwise.
 - 4.1.12. To let any part or parts of any land or buildings in such manner as may be deemed expedient.
 - 4.1.13. To borrow or raise money from the Members or otherwise for the purposes of the Company and for securing the repayment thereof, to create, execute and issue mortgages, bonds, debentures, and debenture stock, with or without a charge upon all or any of the property of the Company.
 - 4.1.14. To invest the moneys of the Company upon such securities or otherwise in such manner as may from time to time be determined by the Company.
 - 4.1.15. To sell, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
 - 4.1.16. To transfer all or any part of the property of the Company to any corporate entity, institution, society, or association having objects altogether or in part similar to the objects of the Company.
 - 4.1.17. To promote and foster the development of business skills and ongoing business training within the Geelong Region through cooperation and collaboration with training bodies and other organisations.
 - 4.1.18. To do such things as may be considered expedient to promote the Geelong Region.
 - 4.1.19. To co-operate and/or collaborate with Local Government Authorities and other key interest groups, institutions, corporate entities, societies, associations and organisations where such where such collaboration or cooperation shall support and promote existing trade, commerce, shipping or manufacturing in the Geelong Region or promote the Geelong Region as an attractive location for the trade, commerce, shipping and manufacturing businesses to base their operations.
 - 4.1.20. To undertake and execute any trusts for the purpose of carrying out the objects of the Company as set forth in this Constitution.
 - 4.1.21. To do all such lawful things as are incidental or conducive to the attainment of:
 - 4.1.21.1. the objectives of any strategic plan produced by the Board from time to time; and
 - 4.1.21.2. the objects specified in this clause 4, or any of them.
- 4.2. The Company shall not support with its funds or endeavour to impose on or procure to be observed by its Members or others, any regulation or restriction which would directly breach an object of the Company specified in this clause 4.

5. MEMBERS

For the purposes of the Company and this Constitution:

- 5.1. Members will be all individuals, companies, partnerships, businesses, firms and other legal entities who were members of the Company at the time this Constitution is adopted and such other persons who become Members in accordance with the provisions of this Constitution.
- 5.2. The Directors may at their discretion, from time to time, set different categories of membership with different annual subscription fees.
- 5.3. Subject to clause 5.4, a right, privilege, or obligation of a person by reason of membership of the Company is not capable of being transferred or transmitted to another person and terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.4. A right, privilege or obligation of a person by reason of membership of the Company may be transferred in the case of a Corporate Member Representative.

6. COMMITTEES

6.1. Establishment of Committees

The Directors may establish Committees which shall comprise of such number of Directors and such number of external individuals as the Company determines, and which shall operate in accordance with any applicable terms of reference and any applicable strategic plan of the Company.

6.2. The Governance, Finance, Audit, & Risk Committee

- 6.2.1. The Directors shall establish a Governance, Finance, Audit & Risk Committee (Governance & Risk Committee) in accordance with clause 6.1 of this Constitution which shall consist of:
 - 6.2.1.1. up to 5 Directors; and
 - 6.2.1.2. the Chairperson and/or Deputy Chairperson; and
 - 6.2.1.3. such number of other Member Representatives, that the Governance & Risk Committee may from time to time determine.
- 6.2.2. Without limiting clause 6.2.3, the functions of the Governance & Risk Committee will be to:
 - 6.2.2.1. provide oversight of the framework in place to manage the Company's governance and provide recommendations for good corporate governance to the Board;
 - 6.2.2.2. at the request of the Board, report to the Board regarding the financial position of the Company;
 - 6.2.2.3. make recommendations as to how income and capital should be made, paid or applied in accordance with the objects of the Company as specified in clause 4;

- 6.2.2.4. consider and recommend Persons to the Board for membership in any Committee of the Company; and
- 6.2.2.5. make recommendations to the Board on the appointment of the Chief Executive Officer.
- 6.2.3. Subject to this Constitution and the Act, the Governance & Risk Committee has power to perform all such acts and things as appear to the Governance & Risk Committee to be essential to the proper management of the Company.
- 6.2.4. The Governance & Risk Committee shall meet not less than three times in each calendar year.
- 6.2.5. The functions of the Governance & Risk Committee may be amended from time to time by ordinary resolution of the Board.

6.3. Membership & Service Quality Committee

- 6.3.1. The Directors shall establish a Membership & Service Quality Committee in accordance with clause 6.1 which shall consist of:
 - 6.3.1.1. the employee of the Company having responsibility for membership and/or marketing, and/or business development; and
 - 6.3.1.2. up to 5 Directors; and
 - 6.3.1.3. the Chairperson and/or Deputy Chairperson; and
 - 6.3.1.4. such number of other Member Representatives, that the Governance & Risk Committee may from time to time determine.
- 6.3.2. The functions of the Membership & Service Quality Committee will be to deal with all aspects of membership, business development and marketing in accordance with this Constitution.
- 6.3.3. The Membership & Service Quality Committee shall meet not less than three times in each calendar year.

7. LIABILITY OF MEMBERS

- 7.1. The liability of the Members is limited.
- 7.2. The Member undertakes to contribute an amount not exceeding \$10.00, which is the equivalent of £5.00, to the property of the Company if it is wound up while the Member is a member or within one (1) year following the date upon which the Member ceases to be a member, if required for payment:
 - 7.2.1. of the debts and liabilities of the Company; and
 - 7.2.2. of the costs, charges and expenses of winding up.

8. ASSETS & REMUNERATION

- 8.1. The income and property of the Company, whensoever derived, shall be applied solely towards the promotion of the objects of the Company as contained in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Company.
- 8.2. Nothing herein shall prevent the payment, in good faith of the Company:
- 8.2.1. of reasonable and proper remuneration to any officer or servant of the Company, or to the Chairperson, Deputy Chairperson or to any Director in return for any services actually rendered to the Company;
 - 8.2.2. of interest at a rate not exceeding interest at the then current official cash rate plus 5%,
 - 8.2.3. of reasonable and proper rent for premises demised or let by any Member to the Company.

9. APPLYING FOR MEMBERSHIP

- 9.1. A Person who applies and is approved to become a Member, or a legal entity which applies and is approved to become a Corporate Member, as provided for in this Constitution, is eligible to be a Member of the Company on payment of any entrance fee and annual membership payable under Constitution.
- 9.2. The Directors shall determine from time to time whether, by ordinary resolution of the Board, and if so what amount, of entrance fee and annual membership fee is payable for membership of the Company.
- 9.3. The annual membership fee determined in accordance with clause 9.2 is payable by each Member on the anniversary of their admission to membership of the Company unless alternative arrangements are made in writing between a particular Member and the Company.
- 9.4. An application for membership of the Company must be made in writing in the form(s) determined by the Board from time to time.
- 9.5. No person or legal entity can be a Member unless the Board has approved their membership by Ordinary Resolution.
- 9.6. If the Board rejects an application for membership, the Company Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 9.7. An applicant for membership becomes a Member and is entitled to exercise the rights of membership when their name is entered in the register of Members.

10. CESSATION OF MEMBERSHIP

- 10.1. A Member may at any time by giving one month's notice in writing to the Company Secretary resign their membership of the Company, but shall continue to be liable for any sum not exceeding \$10.00, which is equivalent to £5.00, for which they are liable as a Member under clause 7 of this Constitution.

- 10.2. After the expiry of the notice period referred to in clause 10.1, the Member ceases to be a Member and the Company Secretary must record the date on which the membership ceased in the register.
- 10.3. Where a member fails to pay the annual membership fee fixed by the Company for membership within three months of it falling due for payment, the ongoing entitlement to membership of the Member shall be considered by the Board. The Board may at its discretion either suspend the membership or expel the Member from the Company.

11. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 11.1. If any Member wilfully refuses or neglects to comply with the provisions of the Constitution, or is guilty of any conduct which in the opinion of the Governance & Risk Committee is unbecoming of a Member or prejudicial to the interests of the Company, the Member may, by a Special Resolution of the Directors, be expelled from membership of the Company and their name erased from the register of Members.
- 11.2. At least one week before the meeting of the Directors at which a resolution referred to in clause 11.1 is to be considered, the Member the subject of the resolution shall be given:
 - 11.2.1. notice of such meeting;
 - 11.2.2. details of what is alleged against them;
 - 11.2.3. notice of the intended resolution for their expulsion; and
 - 11.2.4. notice that at such meeting and before the passing of such resolution they shall have an opportunity of giving, orally or in writing, any explanation or defence they may think fit.

12. DISPUTES AND MEDIATION

- 12.1. This grievance procedure applies to disputes between Members, or to disputes between a Member and the Company.
- 12.2. Parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days by participating in good faith negotiations.
- 12.3. If the parties are unable to resolve the dispute at the meeting, or a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 12.4. The mediator may be:
 - 12.4.1. a person chosen by agreement between the parties; or
 - 12.4.2. where the dispute is between two Members, a person appointed by the Directors; or
 - 12.4.3. where the dispute is between a Member and the Company, a person who is a mediator employed by the Dispute Settlement Centre of Victoria (Department of Justice) or its successor.

- 12.5. The mediator, in conducting the mediation, must give the parties to the mediation every opportunity to be heard, must allow due consideration by all parties of any written statement submitted by another party and must ensure that natural justice is accorded to the parties to the dispute throughout the mediation process. The mediator must not determine the dispute.
- 12.6. If the mediation does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

13. GENERAL MEETINGS

- 13.1. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.
- 13.2. The purposes of the Annual General Meeting are:
 - 13.2.1. to confirm minutes of the previous annual General Meeting and Extraordinary General Meetings, if any;
 - 13.2.2. to receive the report of the Board and audited statements of accounts for proceeding financial year;
 - 13.2.3. to elect the Directors;
 - 13.2.4. to appoint an Auditor and/or Auditors for the ensuing year; and
 - 13.2.5. for the transaction of any business of which 14 days' notice has been given by a Member or the Directors.
- 13.3. A minimum of two Directors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition, or in default may be convened by such requisitionists as provided by the Act.
- 13.4. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, at least 21 days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting, and in case of special business the general nature of that business, shall be given to such persons as are entitled to receive such notice from the Company.
- 13.5. All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance-sheets, and the report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

14. PROCEEDINGS AT GENERAL MEETINGS

- 14.1. 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. Save as herein otherwise provided 10 Members present shall be a quorum. Where a Member Representative holds a proxy for another Member, he or she shall, for the purposes of determining whether there is a quorum, be deemed to be present on their own behalf, and separately as a person present for each person for whom a proxy is held.

- 14.2. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than 5) shall be a quorum.
- 14.3. The Chairperson shall preside as Chairperson at every General Meeting of the Company, or if the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairperson shall preside as chairperson. If the Deputy Chairperson is unable to act, Members present shall elect one of the Members to be chairperson of the meeting.
- 14.4. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjournment meeting shall be given as in the case of an original meeting. Save as mentioned above, it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- 14.5. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 14.5.1. by the Chairperson; or
- 14.5.2. by at least 3 Members present in person.
- Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 14.6. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
- 14.7. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 14.8. On a show of hands every Member Representative present shall have one vote. On a poll, every Member Representative shall have one vote for the Member he or she represents and one vote for each proxy held.
- 14.9. A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Company have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 14.10. A Member who is of unsound mind or whose personal estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a

show of hands or on a poll, by their representative or by their trustee or by such other person as properly has the management of their estate.

- 14.11. Each Member is entitled to appoint another Member Representative as a proxy by notice given to the Company Secretary no less than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing of the proxy must be in the form prescribed by the Governance & Risk Committee from time to time.

15. DIRECTORS AND OFFICERS

- 15.1. The officers of the Company shall consist of not less than 10 and not more than 11 Directors, whereby:
- 15.1.1. the immediate past Chairperson of the Company will be a Director and they will hold this position for the period their successor holds office as Chairperson;
 - 15.1.2. up to 6 of the officers shall be Elected Directors; and
 - 15.1.3. up to 4 of the officers shall be Appointed Directors.
- 15.2. The Elected Directors holding office at the time this Constitution is adopted are those named in Appendix 1 and they shall continue to hold such office until their Retirement Date, but shall be eligible for re-election at the next Annual General Meeting after their retirement in accordance with clause 15.3.
- 15.3. Elected Directors shall be elected at the Annual General Meeting and, save as otherwise provided for in this Constitution, shall hold office for a term of three years, but shall be eligible for re-election provided that they do not hold office as a Director for a period of more than six consecutive years at any time after the commencement of this Constitution.
- 15.4. The Directors holding the office of Chairperson, Deputy Chairperson and Immediate Past Chairperson at the time this Constitution comes into effect are those named in Appendix 2 and they shall continue to hold their respective office until their Retirement Date, but shall be eligible for re-election to such office in accordance with clause 15.6.
- 15.5. If, during a Director's term in office as the Chairperson, their term as a Director is due to expire pursuant to clause 15.3, that Director's term as a Director will automatically be extended to the end of their term as Chairperson notwithstanding that such an extension may result in that Director holding office for:
- 15.5.1. more than three years without being re-elected; or
 - 15.5.2. more than six consecutive years.
- 15.6. The Directors of the Company elected at the Annual General Meeting shall at their first meeting of Directors after the Annual General Meeting:
- 15.6.1. Elect from their number of Elected Directors a Chairperson and Deputy Chairperson who shall each hold such office until the commencement of the third Annual General Meeting occurring after their election into such office;
 - 15.6.2. Select up to 4 Member Representatives who would be suitable candidates to be Appointed Directors based on those Member

Representatives having skills in the field of law, finance, media/marketing or such other field as agreed by the majority of Elected Directors from time to time. Upon obtaining the consent of such persons to be Directors, they shall be deemed to be Appointed Directors.

- 15.7. Appointed Directors shall hold office for hold office for a term of two years, but shall be eligible for re-appointment in accordance with clause 15.6, provided that they do not hold office as a Director for a period of more than six consecutive years at any time after the commencement of this Constitution.
- 15.8. Appointed Directors holding office at the time this Constitution is adopted are those listed in Appendix 3 and they shall continue to hold such office until the first Annual General Meeting after this Constitution is adopted, but, subject to clause 15.7, shall be eligible for re-appointment.
- 15.9. The Directors shall have the power to appoint any Member Representative either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office until the next Annual General Meeting.
- 15.10. The Directors may by ordinary resolution remove any Director before the expiration of their period of office, and may by an ordinary resolution appoint another Member in their; the person so appointed shall hold office until the next annual General Meeting of the Company.
- 15.11. The office of a Director shall become vacant if the Member:
 - 15.11.1. ceases to be a Director by virtue of the Act;
 - 15.11.2. becomes bankrupt or makes any arrangement or composition with their or her creditors generally;
 - 15.11.3. becomes prohibited from being a director of a company by reason of any order made under the Act;
 - 15.11.4. in the opinion of the majority of the Board, acts in a manner that adversely effects, or is likely to adversely affect, the reputation of the Company;
 - 15.11.5. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 15.11.6. resigns their or her office by notice in writing to the Company;
 - 15.11.7. fails to attend at least 75% of the meetings of the Directors without the written permission of the Board;
 - 15.11.8. ceases to be a Member or a Member Representative; or
 - 15.11.9. is directly or indirectly interested in any contract or proposed contract with the Company provided, however, that a Director shall not vacate their office by reason of their or her being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Company if he or she shall have declared the nature of their or her interest in manner required by the Act.

16. POWERS AND DUTIES OF THE DIRECTORS

- 16.1. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company, as are not, by the Act or by this Constitution, required to be exercised by the Company in General Meeting, or by the Governance & Risk Committee. No resolution or regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that resolution or regulation had not been passed or made.
- 16.2. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in the manner determined by the Directors from time to time or as directed by the Governance & Risk Committee.
- 16.3. The Directors shall cause minutes to be made:
- 16.3.1. of all appointments of officers and employees;
 - 16.3.2. of names of all persons present at all meetings of the Company.;
 - 16.3.3. of the names of all Directors present at meetings of Directors; and
 - 16.3.4. of all proceedings at all meetings of the Company and the Directors.
- 16.4. Without limiting the obligations of the Company Secretary under 18.3.1, the Directors may appoint a Minutes Secretary to carry out the functions specified in clause 16.3.

17. PROCEEDINGS OF THE DIRECTORS

- 17.1. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the Company Secretary shall on the requisition of a Director, summon a meeting of the Directors.
- 17.2. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes and a determination by a majority of the Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- 17.3. A Director shall not vote in respect of any contract or proposed contract with the Company in which he or she is interested, or any matter arising thereout, and if he or she does so vote their vote shall not be counted.
- 17.4. The quorum necessary for the transaction of the business of the Directors shall be 5 or such greater number as may be fixed by the Board.
- 17.5. The continuing Directors may act notwithstanding any vacancy in the Directors, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Directors, the continuing Director or Directors may act for the purpose of increasing the number of the Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

- 17.6. The person elected as Chairperson of the Company shall preside as chairperson at every meeting of the Directors, or if there is no such person, or if at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding of the meeting, the Deputy Chairperson shall preside as chairperson and if the Deputy Chairperson is unable to act Directors present shall elect one of their number to be chairperson of the Meeting.
- 17.7. The Directors or the Governance & Risk Committee may, in addition to the sub-committees referred to in this Constitution, delegate any of their powers to sub-committees consisting of such Director or Directors, members of the Governance & Risk Committee or other persons (who are not Members Representatives) as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors and the Governance & Risk Committee but shall not have power to make any determination or decision which is binding on the Company.
- 17.8. Each sub-committee may elect from their number, a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members of the sub-committee present may choose one of their number to be chairperson of the meeting.
- 17.9. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-committee present, and in the case of an equality of votes the chairperson of the sub-committee shall have a second or casting vote.
- 17.10. The Board may appoint and remove, or make provision for the appointment and removal of members of the sub-committees.
- 17.11. The rules for governing and charter of any sub-committee may be set by the Directors or the Governance & Risk Committee from time to time.
- 17.12. All acts done by any meeting of the Directors or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterward discovered that there was some defect in the appointment of any such Director or person acting as above, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 17.13. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

18. CHIEF EXECUTIVE OFFICER & COMPANY SECRETARY

- 18.1. The appointment or dismissal of the Chief Executive Officer shall be determined by Ordinary Resolution of the Directors.
- 18.2. The Chief Executive Officer (or person filling a similar office) shall act as the Company Secretary and shall be an ex officio member of the Board and a member of the Governance & Risk Committee and the Membership & Service Quality Committee.
- 18.3. The Company Secretary must:
 - 18.3.1. ensure accurate minutes of all meetings are kept;

- 18.3.2. deal with correspondence and motions as directed; and
- 18.3.3. send notifications of meetings and keep membership details up-to-date through an appropriate database program.

18.4. The Chief Executive Officer shall recuse themselves from a meeting for such time, or during the discussion of such topics, as determined by a majority of the Board.

19. SEAL

The Directors shall provide for the safe custody of any seal. Any document requiring execution by the Company may be executed with or without seal on the authority of Directors or by a sub-committee of Directors authorised by the Directors for that purpose, and shall be signed by two Directors or by some other person appointed by the Directors for that purpose.

20. ACCOUNTS

The Directors shall cause proper accounting and other records to be kept and shall distribute copies of every statement of financial performance and statement of financial position (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act, provided, however, that the Directors shall cause to be made out and laid before each annual General Meeting a statement of financial performance and statement of financial position made up to date not more than six months before the date of the meeting.

21. AUDIT

A properly qualified Auditor or Auditors shall be appointed and their or their remuneration fixed and duties regulated in accordance with the Act.

22. NOTICES

22.1. All notices and other communications provided for or permitted by this Constitution will be sent by prepaid mail, by hand delivery, email or by facsimile. Each notice or communication will be deemed to have been duly received:

- 22.1.1. not later than two business days after being deposited in the mail with postage prepaid;
- 22.1.2. when delivered by hand;
- 22.1.3. if sent by email upon production of a delivery confirmation report received by the sender which records the time the email was delivered unless the sender received a delivery failure notification; or
- 22.1.4. if sent by facsimile transmission upon completion of that transmission and production of a transmission report stating that the facsimile was sent to the addressee's facsimile number.

22.2. Notice of every General Meeting shall be given to:

- 22.2.1. every Member;
- 22.2.2. every Director; and
- 22.2.3. the Auditor or Auditors for the time being of the Company.

- 22.3. No other person other than as specified in clause 22.2 shall be entitled to receive notices of General Meetings.

23. WINDING-UP

- 23.1. If, upon the dissolution or winding up of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the Members but shall be given or transferred to some other fund, authority or institution:
- 23.1.1. having objects similar to the objects of the Company;
 - 23.1.2. which prohibits the distribution of its income and property to a similar extent to that imposed on the Company by this Constitution; and
 - 23.1.3. which is approved by the Commissioner of Taxation as a fund, authority or institution contemplated above.
- 23.2. If, just before the winding up of the Company, the Company is an entity to which income tax deductible gifts can be made, or upon the Company ceasing to be endorsed as a deductible gift recipient pursuant to the Income Tax Assessment Act 1997, , any property remains after the satisfaction of all the Company's debts and liabilities, the Members must give and transfer the property to one or more funds, authorities or institutions which are charitable at law and gifts to which are deductible under Division 30 of the ITAA97.

24. COMPANY TO NOTIFY AUSTRALIAN TAXATION OFFICE

The Directors shall notify the Australian Taxation Office within a reasonable time, of any changes to this Constitution or other founding documents of the Company.

25. CONFLICT OF INTEREST

- 25.1. A Director who, from time to time:
- 25.1.1. holds any office;
 - 25.1.2. possesses any property; or
 - 25.1.3. has an interest in a contract or proposed contract with the Company,
- by which, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as Director must declare the fact and nature, character and extent of the conflict at a meeting of Directors.
- 25.2. If a Director has an interest in a contract or proposed contract with the Company (other than as a Member or a representative of a Member) and the Director declares the fact and nature, character and extent of the interest at a meeting of Directors:
- 25.2.1. the Director may vote on whether the Company enters into the contract;
 - 25.2.2. the contract may be entered into;
 - 25.2.3. the Director may vote on matters involving the contract; and
 - 25.2.4. if the disclosure is made before the contract is entered into:

- 25.2.4.1. the Director may retain benefits under the contract even though the Director has an interest in the contract;
- 25.2.4.2. the Company cannot avoid the contract merely because of the existence of the interest.

26. INDEMNITY

Every Director, Auditor, Company Secretary, manager employed by the Company, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of their or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in their or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence default breach of duty or breach of trust.

Appendix 1

	Elected Directors	Retirement Date
1.	Kylie Warne	Immediately prior to the commencement of the AGM held in 2017
2.	Mark Edmonds	Immediately prior to the commencement of the AGM held in 2016
3.	John Fitzgerald	Immediately prior to the commencement of the AGM held in 2015
4.	Joanne D'Andrea	Immediately prior to the commencement of the AGM held in 2015
5.	Roxanne Bennett	Immediately prior to the commencement of the AGM held in 2016

Appendix 2

	Name of Director	Position	Retirement Date
1	Kylie Warne	Chairperson	Immediately prior to the commencement of the first AGM held after the commencement of this Constitution.
2	Mark Edmonds	Deputy Chairperson	Immediately prior to the commencement of the first AGM held after the commencement of this Constitution.
3	Mark Sanders	Immediate Past Chairperson	The day the Chairperson holding office at the time of the commencement of this Constitution ceases to hold that office.

Appendix 3

	Appointed Directors	Retirement Date
1	Julie Hope	Immediately prior to the commencement of the AGM held in 2016.
2	Norm Lyons	Immediately prior to the commencement of the AGM held in 2016.
3	David Peart	Immediately prior to the commencement of the AGM held in 2015.
4	Peter Landers	Immediately prior to the commencement of the AGM held in 2015.