Constitution

—

The Scuba Gym Australia Limited

ACN 652 045 184

—

Level 40 Governor Macquarie Tower 1 Farrer Place
Sydney NSW 2000 Australia DX 117 Sydney
T +61 2 9921 8888 F +61 2 9921 8123
minterellison.com

MinterEllison.

Constitution

The Scuba Gym Australia Limited ACN 652 045 184

Preliminary 5

1. Defined terms 5
2. Interpretation 6
3. Application of the Corporations Act and Replaceable rules 7
4. Objects 7

Income and property of Company 8

5. Income and property of Company 8
6. Receipts 8

Membership 8

7. Admission 8
8. Founding Member 9
9. Ceasing to be a Member 10
10. Powers of attorney 10

General meetings 10

11. Calling general meeting 10
12. Using technology to hold general meetings 11
13. Notice of general meeting 11

Proceedings at general meetings 12

14. Member 12
15. Quorum 12
16. Chairperson 12
17. Adjournment 13
18. Decision on questions 13
19. Taking a poll 13
20. Casting vote of chairperson 14

Votes of Members 14

21. Entitlement to vote 14
22. Objections 14
23. Votes by proxy 14
24. Document appointing proxy 14
25. Lodgement of proxy 15
26. Validity 15
27. Representatives of bodies corporate 16

Written resolutions 16

28. Written resolutions 16

Appointment and removal of Directors 16

29. Number of Directors 16
30. Initial Directors 16
31. Qualification 17
32. Appointment, removal and retirement of Directors 17
33. Suspension of Directors 17
34. Additional and casual Directors 17
35. Period of office 17
36. Vacation of office 18

Powers and duties of Directors 18

37. Powers and duties of Directors 18
38. Delegation 18

Proceedings of Directors 19

39. Directors' meetings 19
40. Decision on questions 19
41. Alternate Directors 20
42. Remaining Directors 20
43. Chairperson 20
44. Written resolutions 20
45. Validity of acts of Directors 21
46. Minutes and Registers 21

Payments to Directors and Directors interests 21

47. Payments to Directors 21
48. Directors' interests 22
49. Conflicts of interest 23

Management Directors 23

50. Appointment to management positions 23
51. Powers of Management Directors 23

Local management 23

52. Local management 23
53. Appointment of attorneys and agents 24

Secretary 24

54. Secretary 24

Inspection of records 25

55. Inspection of records 25

Notices 25

56. Service of notices 25
57. Persons entitled to notice 26

Seals 26
58. Common Seal 26
59. Duplicate Seal 26

Audit and accounts 26
60. Audit and accounts 26

Winding up and revocation of endorsement 27
61. Winding up 27
62. Indemnity 28
63. Insurance 28

Internal disputes 28
64. Resolution of internal disputes 28

Complaints 29
65. Complaints 29

Amendment 29
66. Amendment of this Constitution 29

Execution of documents 29
67. Execution of documents 29

Applicable Not-for-Profit Laws 29
68. Applicable Not-for-Profit Laws 29

Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not for profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or a national education body or otherwise for the not for profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not-for-Profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Company.

Alternate Director means a person appointed as an alternate director under clause 41.

Applicable Not-for-Profit Laws means any law relating to the regulation of charities or not for profit entities applicable to the Company, including the ACNC Act, the Charities Act, each Charitable Fundraising Act, the Tax Act, section 150 of the Corporations Act and any rulings or requirements of any commissioner or body under any such law, having application to the Company.

Associated Physical and Mental Illnesses means physical illnesses including, but not limited to, Quadriplegia, Paraplegia, Multiple Sclerosis, Cerebral Palsy, Lyme's Disease, Dandy Walker Syndrome, Hypotonia, Fibromyalgia, Ehlers Danlos Syndrome (**EDS**), Motor Neuron Disease, Complex Regional Pain Syndrome, Fredericks Ataxia, Spina Bifida, Amputees and Down Syndrome, as well as mental illnesses, including, but not limited to Post Traumatic Stress, anxiety, depression and social isolation.

Auditor means the Company's auditor.

Charitable Fundraising Act means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Company, which may include, relevantly, *Charitable Fundraising Act 1991* (NSW).

Charities Act means the *Charities Act 2013* (Cth).

Company means The Scuba Gym Australia Limited ACN 652 045 184.

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

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

Director includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director.

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

Founding Director means a Director who is also the Founding Member.

Founding Member means, whilst she is a Member, Lyndi Leggett (and any successors under clause 8.2).

Imported Provisions means the following provisions of the Corporations Act:

(a) section 139 (*Company must send copy of constitution to member*);

(b) sections 191 to 194 (*disclosure of, and voting on matters involving, material personal interests*);

(c) Divisions 1 to 7 of Part 2G.2 (*meetings of members of companies*); and

(d) Part 2G.3 (*minutes and members' access to minutes*).

Management Director has the meaning given by clause 50.2 (being a Director appointed to any management position or office in the Company other than auditor).

Member means a member under clause 7 (and in clauses 15, 16, 18 and 21, Member includes a Member present in person or by proxy, attorney or Representative).

Persons with Disabilities means persons living with any condition of the body or mind that impairs their ability to perform usual and necessary human activities and fully interact with the world around them including, but not limited to, persons living with Associated Physical or Mental Illnesses.

Register means the register of Members of the Company.

Registered Entity means a body corporate registered under the *ACNC Act*.

Representative means a person appointed by a Member to act as its representative under clause 27.

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

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

Tax Act means the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth) as applicable and as modified or amended from time to time and includes any regulations made under that Act and any rulings, published determinations, statements, guidelines or requirements of the Commissioner of Taxation having application to the Company.

Veterans includes, but is not limited to:

(a) former serving members of the Australian Defence Force, who are experiencing isolation or those who may be wounded, injured or ill as a result of their service or suffering any Associated Physical or Mental Illnesses; and

(b) current serving members of the Australian Defence Force.

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

2. Interpretation

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

(a) the singular includes the plural and vice versa, and a gender includes other genders;

(b) another grammatical form of a defined word or expression has a corresponding meaning;

(c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;

(d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;

(e) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;

(f) a reference to **A$**, **$A**, **dollar** or **$** is to Australian currency;

(g) the meaning of general words is not limited by specific examples introduced by including, **for example** or similar expressions; and

(h) a reference to **applicable law** includes the applicable law and any applicable authorisation or licence granted thereunder.

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

3. Application of the Corporations Act and Replaceable rules

3.1 If, while the Company is a Registered Entity, the Corporations Act operates such that an Imported Provision does not apply to the Company because the Company is a Registered Entity:

(a) a clause in the same terms as the Imported Provision, along with any relevant definitions in the Corporations Act, is deemed to be included in this Constitution and to apply to the Company to the extent the Imported Provision would have applied to the Company were the Company not a Registered Entity (**Equivalent Clause**); and

(b) a reference in this Constitution to an Imported Provision is deemed to be a reference to the Equivalent Clause.

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

4. Objects

4.1 The objects for which the Company is established, as a health promotion charity, are to promote the prevention and control of Associated Physical and Mental Illnesses experienced by Veterans and Persons with Disabilities and, for that purpose, to:

(a) implement and provide targeted and inclusive support services, including water-based therapy and scuba diving programs for Veterans and Persons with Disabilities who are experiencing, or are at risk of, Associated Physical and Mental Illnesses;

(b) develop and facilitate community support programs aimed at fostering the social connection and inclusion of Veterans and Persons with Disabilities to overcome, lessen or otherwise assist in dealing with feelings of isolation and Associated Physical and Mental Illnesses;

(c) encourage Veterans and Persons with Disabilities to be physically and mentally active to manage both the physical and mental conditions caused or compounded by the Associated Physical and Mental Illnesses;

(d) design and facilitate educational programs on the development of water-based sports in the context of disability awareness to promote greater understanding about the therapeutic benefits associated with underwater movement for Persons with Disabilities and Associated Physical or Mental Illnesses;

(e) generate conversation surrounding the prevention and control of isolation and the Associated Physical and Mental Illnesses experienced by Veterans and Persons with Disabilities, as well as to eliminate stigma surrounding the open discussion of the same;

(f) develop and provide a platform and conduit for health professionals and service providers to deliver health promotion and preventative health strategies to improve the health, resilience and quality of life for Veterans and Persons with Disabilities;

(g) create a broad network of support for Veterans and Persons with Disabilities through collaboration with other mission aligned organisations supporting these persons;

(h) develop partnerships or associations with other organisations, community groups and businesses with aligned objects in order to amplify the reach of the Company's activities;

(i) raise funds and seek donations of goods and services from the public and volunteers to support the overall objects of the Company; and

(j) do all things that are incidental or ancillary to the attainment of the above objects.

And for the avoidance of doubt, it is confirmed that this Constitution requires the Company to pursue charitable purposes only and to apply its income in promoting those purposes.

4.2 The Company may only exercise the powers in section 124(1) of the Corporations Act to:

(a) carry out the objects in this clause; and

(b) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).

Income and property of Company

5. Income and property of Company

5.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4, and the Company will not be carried on for the profit or gain of the Members, neither while it is operating nor on a winding up.

5.2 No income, profits or assets (whether in money, property or other benefits) will be paid, distributed or transferred directly or indirectly to any Member of the Company except, for payments to a Member as genuine compensation for services provided to, or reasonable expenses incurred on behalf of, the Company, or such other payments, distributions or transfers as may be permitted by the Applicable Not-for-Profit Laws.

6. Receipts

6.1 If the Company accepts a gift, contribution or donation of money or property, the Company must issue receipts if and as required by, and otherwise comply with, all applicable laws in relation to any such gift, contribution or donation, including without limitation the Applicable Not-for-Profit Laws.

6.2 The Company may seek gifts, contributions or donations of money or property from the public.

Membership

7. Admission

7.1 The number of Members with which the Company proposes to be registered is unlimited.

7.2 Subject to this Constitution and applicable law (including the Corporations Act), the Directors may from time to time determine, vary and replace:

(a) the classes of membership of the Company (including the rights attaching, or not attaching, to a particular class of membership) provided that such a determination, variation or replacement will have no effect unless and until it is approved by a resolution of the Company passed in general meeting by not less than a majority of the Members entitled to vote on the resolution; and

(b) the qualifications for admission, and continued membership, in a particular class of membership (including any membership fees payable on application or on a periodic basis),

provided that the Directors must not, without the written consent of the Founding Member, remove or vary the rights under this Constitution of the Founding Member.

7.3 The Members of the Company are:

(a) the Founding Member;

(b) the persons who consented to be a Member in the application for registration of the Company; and

(c) any other persons, corporations or organisations who are admitted to membership in accordance with this Constitution,

and whose membership has not ceased pursuant to clause 8.

7.4 Applications for membership of the Company:

(a) may be made by any person over the age of 18 years, any corporation or any organisation who or which is interested in pursuing and supporting the objects of the Company; and

(b) must be in writing, signed by the applicant and provided to the secretary in a form approved by, and containing the information required by, the Directors in their absolute discretion, and paying any required membership fees.

7.5 The Directors will consider the application for membership at the next meeting of Directors after the application is duly received. In considering an application for membership the Directors may:

(a) by resolution accept or reject the application; or

(b) ask the applicant to give more evidence of eligibility or suitability for membership,

but must not accept an application for membership unless first approved in writing by the Founding Member.

7.6 If the Directors ask for more evidence under clause 7.5 their determination of the application for membership is deferred until the evidence is given.

7.7 The Directors do not have to give any reason for rejecting an application for membership under clause 7.5.

7.8 As soon as practicable following acceptance of an application for membership by the Directors the Secretary will:

(a) subject to receipt from the applicant of any required membership fees under clause 7.4(b) enter, or cause to be entered, the applicant's name in the Register (whereupon the applicant becomes a Member); and

(b) send, or cause to be sent to, the applicant written notice of the acceptance.

7.9 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

8. Founding Member

8.1 The Founding Member may by notice in writing to the Company give notice that it will cease to be the Founding Member and whether it will remain as an ordinary Member, or cease to be a Member and with effect from the date (**Retirement Date**) nominated for that purpose in the notice, and following delivery of such notice to the Company the Founding Member shall cease to be the Founding Member (and if so specified in such notice, also an ordinary Member). A notice given by the Founding Member under this clause is revocable by the Founding Member at any time before the Retirement Date for any reason.

8.2 The Founding Member is entitled to nominate (by notice in writing to the Company) an individual or organisation to act as its successor as Founding Member (with all the powers vested in them as Founding Member) in the event of its winding up or other event preventing it from acting as Founding Member.

8.3 The provisions of this Constitution will operate in relation to a duly nominated successor of the Founding Member in the same manner as it operates in relation to the Founding Member.

8.4 If at any time there is no Founding Member then the provisions of this Constitution will operate as if any reference to Founding Members (including in relation to any consents, approvals, votes or quorum) were not contained in this Constitution.

9. Ceasing to be a Member

9.1 A Member's membership of the Company will cease:

(a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;

(b) if a majority of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member who is not then a Founding Member and:

(i) whose conduct, position or circumstances in the opinion of the Directors renders it undesirable that that Member continue to be a Member of the Company; and

(ii) only after the Member has been given at least 21 days' notice of the proposed resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;

(c) where the Member is an individual, if the Member:

(i) dies;

(ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;

(iii) is convicted of an indictable offence;

(iv) ceases to be a Director (unless the Member is the Founding Member);

(v) becomes bankrupt; or

(d) where the Member fails to pay any required membership fees by the applicable due date for payment and such fees remain unpaid for more than 30 days after notification by the Company to the Member.

10. Powers of attorney

10.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.

10.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

10.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

General meetings

11. Calling general meeting

11.1 Any Director may, at any time, call a general meeting.

11.2 A Member may:

(a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and

(b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

11.3 The Directors must call an annual general meeting to be held each calendar year to the extent required by, and in accordance with, the Corporations Act.

12. Using technology to hold general meetings

12.1 Despite anything in this Constitution, the attendees need not all be physically present in the same place for a general meeting to be held in accordance with this Constitution. A general meeting may be held by all attendees communicating with each other by any technological means which gives all Members as a whole a reasonable opportunity to participate in the general meeting. For the avoidance of doubt, the Company can hold a general meeting by:

(a) all attendees physically attending the meeting at one or more designated locations;

(b) using virtual meeting technology that allows all attendees to simultaneously hear each other and participate in discussion; or

(c) using a combination of the above methods.

12.2 A Director, Member or any other attendee who attends a general meeting held using technological means is taken to be present and is entitled to vote at the meeting (to the extent they are entitled to vote in accordance with this Constitution).

12.3 Despite anything in clause 18, the means by which voting will occur will be determined by the Directors prior to the meeting, ensuring that all attendees of a meeting held in accordance with this clause 12 have a mechanism for adequate participation.

13. Notice of general meeting

13.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

13.2 A notice calling a general meeting:

(a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places or virtually in accordance with clause 12, the technology that will be used to facilitate this;

(b) must state the general nature of the business to be transacted at the meeting;

(c) must specify a place and may specify an electronic address or other electronic means for the purposes of proxy appointment or proxy appointment authorities;

(d) if a special resolution is to be proposed at the meeting, must specify an intention to propose the special resolution and state the resolution; and

(e) must comply with the Corporations Act.

13.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

(a) the consideration of the annual financial report, Directors' report and the Auditor's report;

(b) the election of directors; or

(c) the appointment and fixing of the remuneration of the Auditor.

13.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 11.2).

13.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 57.1 entitled to receive notices from the Company.

13.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

14. Member

In clauses 15, 16, 18 and 21, Member includes a Member present in person or by proxy, attorney or Representative.

15. Quorum

15.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

15.2 A quorum of Members is a majority of Members and must include the Founding Member unless the Company has only one Member, in which case a quorum is that Member.

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

(a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or

(b) in any other case:

(i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and

(ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

16. Chairperson

16.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every general meeting.

16.2 The Directors present may elect a chairperson of a general meeting if:

(a) there is no chairperson or deputy chairperson; or

(b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or

(c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.

16.3 If no election is made under clause 16.2, then:

(a) the Members may elect one of the Directors present as chairperson; or

(b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.

16.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

16.5 The chairperson of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.

17. Adjournment

17.1 The chairperson of a general meeting at which a quorum is present:

(a) in his or her discretion may adjourn the general meeting with the meeting's consent; and

(b) must adjourn the general meeting if the meeting directs him or her to do so.

17.2 An adjourned general meeting may take place at a different venue to the initial general meeting (or in the case of a general meeting held virtually or in two or more places in accordance with clause 12, using different virtual meeting technology).

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

17.4 Notice of an adjourned general meeting must only be given in accordance with clause 13.1 if a general meeting has been adjourned for more than 21 days.

18. Decision on questions

18.1 Subject to the Corporations Act and this Constitution (including clauses 66 and 67) in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

18.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.

18.3 Unless a poll is demanded:

(a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and

(b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

18.4 The demand for a poll may be withdrawn.

18.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

19. Taking a poll

19.1 A poll will be taken when and in the manner that the chairperson directs.

19.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

19.3 The chairperson may determine any dispute about the admission or rejection of a vote.

19.4 The chairperson's determination, if made in good faith, will be final and conclusive.

19.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.

19.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

20. Casting vote of chairperson

The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

Votes of Members

21. Entitlement to vote

A Member entitled to vote has one vote (on a poll or show of hands).

22. Objections

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

22.2 An objection must be referred to the chairperson of the general meeting, whose decision made in good faith is final.

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

23. Votes by proxy

23.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may, subject to the Corporations Act, vote on a show of hands.

23.2 A proxy need not be a Member.

23.3 A proxy may demand or join in demanding a poll.

23.4 A proxy or attorney may vote on a poll.

23.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;

(b) if the proxy has two or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;

(c) if the proxy is the chair - the proxy must vote on a poll, and must vote that way; and

(d) if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

24. Document appointing proxy

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

24.2 The Company may send a proxy appointment form to Members in a form which has been approved by the Directors.

24.3 A proxy's appointment is valid at an adjourned general meeting.

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

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

(a) to vote on:

(i) any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and

(ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,

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

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

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

25. Lodgement of proxy

25.1 Subject to clause 24.3, the appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless reduced in the notice of meeting to which the appointment relates) before the general meeting (or the resumption of an adjourned general meeting) at which the appointee is to attend and vote.

25.2 If the appointment purports to be executed under a power of attorney or other authority, the original document or a certified copy of it must be received by the Company at least 48 hours (unless reduced in the notice of meeting to which the appointment relates) before the general meeting (or the resumption of an adjourned general meeting).

25.3 The Company receives an appointment of a proxy or attorney or other authority under which it was signed when they are:

(a) received at:

(i) the Company's registered office;

(ii) a facsimile number at the Company's registered office; or

(iii) a place, facsimile number or electronic address specified for that purpose in the notice of general meeting; or

(b) if the notice of general meeting specifies other electronic means by which a Member may give an appointment, received by the Company in accordance with the Corporations Act.

26. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

(a) died;

(b) became mentally incapacitated; or

(c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

27. Representatives of bodies corporate

27.1 Any Member that is a body corporate may appoint an individual as its representative as provided by the Corporations Act.

27.2 The appointment of a Representative may set out restrictions on the Representative's powers.

27.3 The original form of appointment of a Representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a Representative is prima facie evidence of a Representative having been appointed.

27.4 The chairperson of a general meeting may permit a person claiming to be a Representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

Written resolutions

28. Written resolutions

28.1 The Company may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Member signs.

28.2 For the purposes of clause 28.1, separate copies of a document may be used for signing by Members if the wording is identical in each copy.

28.3 If the Company has one Member, the Company may pass a resolution by the Member recording it and signing the record.

28.4 Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification.

28.5 Any written resolution passed in accordance with this clause satisfies any requirement in the Constitution or in the Corporations Act (to the extent permitted by the Corporations Act) that the resolution be passed at a general meeting (or be a special resolution).

Appointment and removal of Directors

29. Number of Directors

There will not be less than three nor more than eight Directors unless the Company by resolution passed in general meeting (by Members entitled to vote under clause 21) changes the maximum number.

30. Initial Directors

The initial Directors of the Company are the persons who have consented to act as directors and are set out in the Company's application for registration as a Company. Those persons hold office subject to this Constitution.

31. Qualification

A Director need not be a Member.

32. Appointment, removal and retirement of Directors

32.1 Subject to clause 29, the Company may by resolution passed in general meeting by Members entitled to vote under clause 21:

(a) appoint new Directors;

(b) increase or reduce the number of Directors;

(c) remove any Director; and

(d) appoint another person in the Director's place.

32.2 All Directors (except for the Founding Director), must retire from office at the conclusion of the third annual General Meeting after the Director was last elected or appointed.

32.3 Subject to clause 32.4, a retiring Director is eligible for re-election or re-appointment by a resolution passed at the annual General Meeting, which re-appointment will take effect from the conclusion of that meeting.

32.4 Subject to clauses 32.5 and 32.6, any person who has been a Director for any six consecutive years is not eligible for re-election or re-appointment.

32.5 The Directors may, by a two-thirds majority, resolve that a person is eligible to be a Director if that person would otherwise not be eligible solely by operation of clause 32.4, provided that the Directors have obtained prior written approval from the Founding Member.

32.6 Any person who has not been a Director for a period of three continuous years is eligible to be a Director for a further six consecutive years if that person would otherwise not be eligible solely by operation of clause 32.4.

33. Suspension of Directors

33.1 If the conduct, position or circumstances of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.

33.2 Within 14 days of any suspension under clause 33.1, the Directors must call a general meeting, at which the Members entitled to vote under clause 21 may either confirm the suspension and remove the Director from office in accordance with clause 32.1(c) or annul the suspension and reinstate the Director.

34. Additional and casual Directors

Subject to clause 29 the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.

35. Period of office

A Director will continue to hold office until his or her office is vacated under clause 0 or retires in accordance with clause 32.

36. Vacation of office

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

(a) is prohibited by the Corporations Act or the ACNC Act (while the Company is a Registered Entity) from holding office or continuing as a Director;

(b) in the opinion of the Directors, is incapable of managing their affairs due to mental or physical incapacity, or becomes, in the opinion of the Directors, incapable of performing his or her duties;

(c) is committed of an indictable offence;

(d) resigns by notice in writing to the Company;

(e) is removed by a resolution of the Company pursuant to clause 32.1(c);

(f) is absent from Directors' meetings for six consecutive months without leave of absence from the Directors;

(g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act;

(h) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under a law relating to mental health; or

(i) dies.

Powers and duties of Directors

37. Powers and duties of Directors

37.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.

37.2 Without limiting the generality of clause 37.1, the Directors may exercise all the powers of the Company to:

(a) borrow money;

(b) charge any property or business of the Company;

(c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and

(d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

38. Delegation

38.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to:

(a) a committee of Directors (which may include persons other than Directors in addition to at least one Director);

(b) a Director;

(c) an employee of the Company; or

(d) any other person.

38.2 A committee or person to which any powers have been delegated must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

38.3 A committee or person to which any powers have been delegated may be authorised to sub-delegate all or any of the powers for the time being vested in it.

38.4 The Directors may at any time revoke any delegation of power.

38.5 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

Proceedings of Directors

39. Directors' meetings

39.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.

39.2 A Directors' meeting must be called by not less than 48 hours' notice of a meeting to each Director, unless the Directors unanimously agree otherwise. The notice may be in writing or given using any technology consented to by all the Directors.

39.3 An accidental omission to send a notice of a meeting of Directors to any Director or the non-receipt of such a notice by any Director does not invalidate the proceedings, or any resolution passed, at the meeting.

39.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

39.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.

39.6 Subject to clause 48, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

39.7 Clauses 39.4 to 39.6 apply to meetings of Directors' committees as if all committee members were Directors.

39.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.

39.9 A quorum is a majority of Directors. The quorum must be present at all times during the meeting.

39.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting to deal with the matter.

40. Decision on questions

40.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting.

40.2 Subject to clause 48 and the Corporations Act, each Director has one vote.

40.3 If there is an equality of votes, the chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

40.4 An Alternate Director has one vote for each Director for whom he or she is an alternate.

40.5 If the Alternate Director is a Director, he or she also has a vote as a Director.

41. Alternate Directors

41.1 A Director may, with the approval of a majority of the other Directors, appoint any person as his or her alternate for a period determined by that Director.

41.2 An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.

41.3 An Alternate Director is an officer of the Company and is not an agent of the appointor.

41.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.

41.5 The appointment of an Alternate Director:

(a) may be revoked at any time by the appointor or the other Directors; and

(b) end automatically when the appointor ceases to be a Director.

41.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

42. Remaining Directors

42.1 The Directors may act even if there are vacancies on the board.

42.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

(a) appoint a Director; or

(b) call a general meeting.

43. Chairperson

43.1 The Directors may elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.

43.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

43.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

44. Written resolutions

44.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director entitled to vote signs.

44.2 For the purposes of clause 44.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

44.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification.

44.4 The minutes of Directors' meetings must record that a resolution was passed in accordance with this clause.

44.5 This clause applies to meetings and resolutions of Directors' committees as if all members of the committee were Directors.

45. Validity of acts of Directors

If it is discovered that:

(a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or

(b) a person appointed to one of those positions was disqualified,

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

46. Minutes and Registers

46.1 The Directors must cause minutes to be made of:

(a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;

(b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;

(c) all resolutions passed by Members in accordance with clause 28 or the Corporations Act;

(d) all resolutions passed by Directors in accordance with clause 44;

(e) all appointments of officers;

(f) all orders made by the Directors and Directors' committees; and

(g) all disclosures of interests made under clause 48.

46.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body, and if so signed will as between the Directors be conclusive evidence of the matters stated in such minutes.

46.3 The Company must keep all registers required by this Constitution and the Corporations Act.

Payments to Directors and Directors interests

47. Payments to Directors

No payment will be made to any Director other than payment:

(a) of out of pocket expenses reasonably and properly incurred by the Director in the performance of any duty as Director, provided that such amount has the prior approval of the Directors;

(b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service, and the

amount payable, has the prior approval of the Directors and the amount is commercially reasonable;

(c) of any reasonable and proper salary or wage due to the Director as an employee of the Company where the terms of employment have the prior approval of the Directors; and

(d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

48. Directors' interests

48.1 As required by the Corporations Act, a Director must give the Directors notice of any material personal interest in a matter that relates to the affairs of the Company.

48.2 Subject to the provisions of this clause 48, a Director or a body or entity in which a Director has a direct or indirect interest may:

(a) enter into any agreement or arrangement with the Company;

(b) hold any office or place of profit other than as auditor in the Company; and

(c) act in a professional capacity other than as auditor for the Company,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

48.3 The fact that a Director holds office as a director, and has fiduciary obligations arising out of that office:

(a) will not void or render voidable a contract made by a Director with the Company;

(b) will not void or render voidable a contract or arrangement entered into by or on behalf of the Company and in which the Director may have any interest; and

(c) will not require the Director to account to the Company for any profit realised by or under any contract or arrangement entered into by or on behalf of the Company and in which the Director may have any interest.

48.4 A Director may be or become a director or other officer of, or otherwise be interested in:

(a) any related body corporate of the Company; or

(b) any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise,

and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

48.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

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

(b) vote on the matter,

unless permitted to do so by the Corporations Act, in which case the Director may:

(c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or a proposed contract or arrangement;

(d) sign or countersign any document relating to that contract or arrangement or a proposed contract or arrangement; and

(e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

49. Conflicts of interest

In addition to clause 48.5, the Directors shall, to the extent required by any applicable law, establish a mechanism for dealing with any conflicts of interest that may occur involving a Director, officer or employee of the Company.

Management Directors

50. Appointment to management positions

50.1 The Directors may appoint a Director to any management position or other office in the Company (other than the position of auditor) on such terms as they think fit.

50.2 A Director appointed under clause 50.1 is referred to in this Constitution as a Management Director.

50.3 The Directors may, subject to the terms of any employment contract with the Management Director, suspend, remove or dismiss him or her from that office and appoint another Director in that place.

50.4 If a Management Director ceases to be a Director, his or her appointment as a Management Director terminates automatically.

50.5 A Management Director is subject to the same provisions as to retirement, resignation and removal as the other Directors.

51. Powers of Management Directors

51.1 The Directors may:

(a) confer on a Management Director any powers exercisable by the Directors, subject to any terms and restrictions determined by the Directors; and

(b) authorise a Management Director to sub-delegate all or any of the powers vested in him or her.

51.2 Any power conferred under this clause may be concurrent with but not to the exclusion of the Directors' powers.

51.3 The Directors may at any time withdraw or vary any of the powers conferred on a Management Director.

Local management

52. Local management

52.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

52.2 Without limiting clause 52.1 the Directors may:

(a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and

(b) delegate to any person appointed under clause 52.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,

on any terms and subject to any conditions determined by the Directors.

52.3 The Directors may at any time revoke or vary any delegation under this clause.

53. Appointment of attorneys and agents

53.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:

(a) for the purposes;

(b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);

(c) for the period; and

(d) subject to the conditions,

determined by the Directors.

53.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

(a) any member of any local board established under this Constitution;

(b) any company;

(c) the members, directors, nominees or managers of any company or firm; or

(d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.

53.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

53.4 The Directors may appoint attorneys or agents by electronic, facsimile or telegraphic transmission to act for and on behalf of the Company.

53.5 An attorney or agent appointed under this clause may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Secretary

54. Secretary

54.1 Unless not required by the Corporations Act, there must be at least one secretary of the Company who ordinarily resides in Australia appointed by the Directors on conditions determined by them.

54.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.

54.3 The Directors may, subject to the terms of the Secretary's employment contract (if any), suspend, remove or dismiss the Secretary.

Inspection of records

55. Inspection of records

55.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.

55.2 Subject to clause 55.3 and except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

55.3 The Secretary, or other Company officer as determined by the Directors, must keep a members' register which any Member may by writing to the Secretary, request to inspect, but such request must not be more than two times a year. In complying with a Member request, the Secretary or other Company officer with responsibility must make the members' register open for inspection within a reasonable timeframe, but no later than 7 days from the date of the request, and may determine at what times and places and under what conditions the register is viewed.

Notices

56. Service of notices

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

(a) by serving it on the person; or

(b) by sending it by post, facsimile transmission or electronic notification (or email) to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person; or

(c) if it is a notice of meeting, by giving it in accordance with section 249J(3) of the Corporations Act.

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

(a) by properly addressing, prepaying and posting a letter containing the notice; and

(b) on the day after the day on which it was posted.

56.3 Subject to the Corporations Act, a notice sent by facsimile transmission or electronic notification is taken to be served:

(a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and

(b) on the day after its despatch.

56.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted:

(a) on a notice board at the Company's registered office; or

(b) on the Company's website.

56.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 56.

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

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

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

57. Persons entitled to notice

57.1 Notice of every general meeting must be given to:

(a) every Member who is entitled to attend the general meeting;

(b) every Director and Alternate Director; and

(c) any Auditor.

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

Seals

58. Common Seal

If the Company has a Seal:

(a) the Directors must provide for the safe custody of the Seal;

(b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;

(c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

59. Duplicate Seal

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

(a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;

(b) must not be used except with the authority of the Directors.

Audit and accounts

60. Audit and accounts

60.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company, and to prepare financial documents and reports, in accordance with the requirements of the Corporations Act and any other applicable laws.

60.2 The Directors must cause the financial records and financial documents of the Company to be audited to the extent required by, and in accordance with the requirements of, the Corporations Act and any other applicable laws.

Winding up and revocation of endorsement

61. Winding up

61.1 If the Company is wound up:

(a) each Member; and

(b) each person who has ceased to be a Member in the preceding 12 months, undertakes to contribute to the property of the Company for the:

(i) payment of debts and liabilities of the Company (in relation to clause 61.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and

(ii) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding $10.00 (and otherwise has no liability for the payment of debts and liabilities of the Company nor obligation to contribute to the property of the Company).

61.2 If the Company is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act then on the earlier of the winding up or revocation of endorsement of the Company any surplus of the following assets, namely:

(a) gifts of money or property for the principal purpose of the Company;

(b) contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for the principal purpose;

(c) money received by the Company because of such gifts or contributions;

will, as required by section 30-125 of the Tax Act, be given or transferred to a fund, authority or institution gifts to which are deductible under Division 30 of the Tax Act and which, by its constitution, is:

(d) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Company);

(e) required to apply its income in promoting its charitable purposes; and

(f) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such fund, authority or institution to be determined by the Members, and in default, by application to the Supreme Court of New South Wales for determination.

61.3 Subject to clause 61.2, on the winding up of the Company, any surplus remaining following the satisfaction of all debts and liabilities of the Company will not be paid to or distributed amongst Members, but will, unless otherwise required by law, be given or transferred to another corporation or body which, by its constitution, is:

(a) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Company);

(b) required to apply its income in promoting its charitable purposes; and

(c) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such corporation or body to be determined by the Members, and in default, by application to the Supreme Court of New South Wales for determination.

62. Indemnity

62.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against:

(a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); and

(b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

62.2 The amount of any indemnity payable under clauses 62.1(a) and 62.1(b) will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

62.3 For the purposes of this clause and clause 63, officer means:

(a) a Director; or

(b) a Secretary.

63. Insurance

The Company may pay a premium in respect of a contract insuring a person who is or has been an officer against liability incurred by the person as an officer, except in circumstances prohibited by the Corporations Act.

Internal disputes

64. Resolution of internal disputes

64.1 Disputes between Members (in their capacity as Members), and disputes between Members and the Company that the parties have not been able to themselves resolve (after following any internal dispute procedures the Directors may specify or adopt) are to be referred to such mediator as the Directors may, subject to applicable law, determine.

64.2 At least seven days before such a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

64.3 Any internal dispute procedures the Directors may specify or adopt may include, without limitation:

(a) the appointment of an independent person to arbitrate on the dispute;

(b) processes to bring the parties together to help resolve the dispute at an early stage,

and should allow all parties a full and fair opportunity to present their case.

Complaints

65. Complaints

If, and to the extent, required by any applicable law, the Directors shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.

Amendment

66. Amendment of this Constitution

66.1 Subject to clause 66.2, this Constitution may be amended in accordance with the requirements of the Corporations Act.

66.2 If a special resolution proposes to alter the company's objects as set out in clause 4, the Founding Member must vote in favour of the special resolution for it to be passed.

Execution of documents

67. Execution of documents

The Company may execute a document:

(a) in accordance with section 127(1) of the Corporations Act;

(b) if the Company has a Seal, in accordance with section 127(2) of the Corporations Act and clauses 58 and 59; or

(c) in any other way approved by the Directors and permitted by law.

Applicable Not-for-Profit Laws

68. Applicable Not-for-Profit Laws

The Company will at all times comply with the Applicable Not-for-Profit Laws.