

CLAYTON UTZ

**Constitution of the Committee for Economic
Development of Australia
ABN 49 008 900 922**

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Constitution

Preliminary

1. Definitions

In this Constitution:

Allocated Membership Status means a Membership Status that a Member has been allocated in accordance with Article 8.

Annual General Meeting has the meaning given to that term in the Corporations Act.

Approved Research Institute has the meaning given in the Tax Acts.

Attending Member means, in relation to a meeting of Members, a Member present at the place of the meeting in person, by proxy, by attorney, by Trustee or, where the Member is a Member Corporation, by Corporate Representative.

Board means the Directors of the Company from time to time.

Business Day means a day except a Saturday, Sunday or public holiday in the State or Territory in which the Company is taken to be registered for the purposes of the Corporations Act.

Chief Executive means the chief executive officer of the Company from time to time, appointed by the Board in accordance with Article 45.

Company means the Committee for Economic Development of Australia ABN 49 008 600 922.

Corporations Act means the Corporations Act 2001 (Cth).

Corporate Representative means a person authorised in accordance with the Corporations Act (or corresponding previous law) by a Member Corporation to act as its representative at a meeting of Members.

Director means a person who is, for the time being, a director of the Company.

Fee means a fee or levy referred to in Article 16(a) or 18(b).

Gifts means all gifts of Property made to the Company for scientific research.

Individual Member means a natural person who is a Member.

Legal Costs of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

Liability of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Company or in or arising out of the conduct of the business of the Company, including as a result of appointment or nomination by the Company or a subsidiary as a trustee or as a director, officer or employee of another body corporate.

Member means a person whose name is entered in the Register as a member of the Company.

Member Corporation means a Member which is a body corporate or any other entity (other than a natural person).

Membership Status has the meaning given to that term in Article 8(a).

National Chairman means the Director elected to hold the position of national chairman from time to time pursuant to Article 54(a).

Notice means a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act.

Objects means the objects of the Company as set out in Article 5.

Property means real or personal, tangible or intangible, movable or immovable property of any description and location, including cash, choses in action, policies of any type, shares and any legal or beneficial, right, title or interest in any such property.

Register means the register of Members kept pursuant to the Corporations Act and, where appropriate, includes any branch register.

Relevant Officer means a person who is, or has been, a Director or Secretary.

Research Fund means all Property consisting of Gifts and income derived from such Property.

Secretary means a person appointed as, or to perform the duties of, company secretary of the Company for the time being.

State Advisory Council has the meaning given to that term in Article 57.

State Advisory Councillor means a person appointed to a State Advisory Council pursuant to Item 1(a) of the Schedule.

State President has the meaning given to that term in Item 4(b) of the Schedule.

Tax Acts means each of the *Income Tax Assessment Act 1936* (Cth), the *Income Tax Assessment Act 1997* (Cth), as applicable, and where appropriate includes the *Taxation Administration Act 1953* (Cth), other applicable imposition and collection legislation, and all subordinate legislation in relation to those Acts or that legislation.

Trustee means:

- (a) in respect of any Member Corporation, a natural person appointed by the Member Corporation and approved by the Board in accordance with Articles 20(b) and 20(c); and
- (b) in respect of any Individual Member, that Individual Member.

2. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;

- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word "includes" in any form is not a word of limitation;
- (e) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law; and
- (g) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

3. Application of Corporations Act

- (a) Unless the context indicates a contrary intention, in this Constitution:
 - (i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
 - (ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution.
- (b) The replaceable rules in the Corporations Act do not apply to the Company.
- (c) Subject to Article 3(b), to the extent of any inconsistency between the Corporations Act and this Constitution, the Corporations Act shall prevail.

4. Enforcement

- (a) Each Member submits to the non-exclusive jurisdiction of the courts of the Australian Capital Territory, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
 - (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
 - (ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

Objects

5. Objects of the Company

The objects of the Company are:

- (a) initiating, facilitating and participating in discourse on regional, national and international issues relevant to Australia's economic and social circumstances and development;
- (b) undertaking and sponsoring research into issues relevant to Australia's economic and social development;
- (c) being a public educational institution to support impartial and balanced research, discourse and education on issues relevant to Australia's economic and social development;
- (d) participating in regional, national and international associations and forum relevant to Australia's economic and social development;
- (e) promoting the objectives of the Company set out in paragraphs (a) to (d) above and encouraging Members' participation in the Company's activities, to attract and maintain interest in the Company and its objectives from Members and the Australian public; and
- (f) doing all things incidental to, or conducive to, the attainment of the objectives set out in paragraphs (a) to (e) above.

Income and property

6. Application of income and property

- (a) Subject to Articles 6(b) and 6(c), the Company must apply the profits (if any) or other income and property of the Company solely towards the promotion of the Objects and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, distribution, bonus or otherwise.
- (b) Nothing in Article 6(a) prevents the Company making any payment in good faith for or in respect of:
 - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
 - (ii) out-of-pocket expenses incurred by a Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Board;
 - (iii) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Company;
 - (iv) fees to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which would be a commercially reasonable payment for the service;
 - (v) interest to a Member at a rate not exceeding the 90 day Bank Bill Swap Reference Rate (Average Bid) as published in the Australian Financial Review on the first date on which interest accrues (or if that rate or publication is not published, the rate determined by the Board, acting

reasonably, to be the nearest equivalent rate having regard to prevailing market conditions); or

- (vi) an amount pursuant to Article 64.
- (c) The Company must not pay fees to or on behalf of Directors or a Secretary but the Company may make payments to a Director or Secretary in good faith for or in respect of:
 - (i) out-of-pocket expenses reasonably incurred by a Director or Secretary in the performance of any duty as a director or secretary of the Company where that payment or reimbursement has been approved by the Board;
 - (ii) fee to any Director or Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which would be a commercially reasonable payment for the service;
 - (iii) any salary or wage due to the Director or Secretary as an employee of the Company where the terms of employment have been approved by the Board;
 - (iv) any insurance premium in respect of a contract insuring a Director or Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium; or
 - (v) any payment pursuant to Article 47(a), 47(c) or 47(d) or a payment pursuant to any agreement or deed referred to in Article 47(e).

Liability of Members

7. Extent of liability

Each Member undertakes to contribute an amount not exceeding \$500 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before that person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up the Company; and
- (c) adjustment of the rights of the contributories among themselves.

Membership

8. Membership Status

- (a) Subject to this Constitution, the Board may, in its absolute discretion, approve any person becoming a Member and may designate any new or existing Member as any type or classification of Member as the Board may determine from time to time (each classification being a "**Membership Status**").
- (b) Subject to the Corporations Act and this Constitution, the Board may:

- (i) determine and/or vary the criteria, conditions, rights and/or entitlements relating to any Membership Status from time to time; and/or
- (ii) vary the Allocated Membership Status of any one or more Members from time to time,

by giving not less than 21 days written notice to the relevant Members.

- (c) To the maximum extent permitted by law, the Board may vary the criteria, conditions, rights and/or entitlements relating to a Membership Status or vary the Allocated Membership Status of any one or more Members in accordance with this Article 8, including for the avoidance of doubt where such variation is taken to vary the rights or privileges attached to a class of Member (subject to the Corporations Act).

9. Applications

- (a) Any person is eligible to apply to become a Member.
- (b) Subject to Article 9(c), each applicant to become a Member must sign and deliver to the Company an application in the form which the Board determines, and pay any initial fee which the Board determines.
- (c) No applicant to become a Member is required to sign an application that is delivered by that applicant to an electronic address (if any) nominated by the Company.

10. Board to determine applications

- (a) The Board may determine in its absolute discretion whether an applicant may become a Member. The Board is not required to give any reason for the rejection of any application to become a Member.
- (b) If an application to become a Member is accepted by the Board, the Company must give written notice of the acceptance to the applicant and enter the applicant's name in the Register.
- (c) If an application to become a Member is rejected by the Board, the Company must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.
- (d) Failure by the Company to comply with any notice requirement in Article 10(b) or 10(c) above does not invalidate the decision regarding an application.

11. No transfers

The rights of being a Member are not transferable whether by operation of law or otherwise.

Cessation of Membership

12. Resignation of a Member

- (a) Subject to Article 12(b), a Member may at any time resign as a member of the Company by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.

- (b) If there is only one Member and the Member gives proper notice of resignation or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another person is appointed as a Member or the Company is wound up.
- (c) Subject to Article 12(b), if a Member resigns, the Company must remove the Member's name from the Register.

13. Expulsion of a Member

- (a) Subject to Article 13(b), if:
 - (i) a Member is in breach of a provision of this Constitution;
 - (ii) a Member has not paid to the Company any Fee or interest (if any) that has accrued due to late payment of that Fee in accordance with Articles 18 and 19 within 30 days after the due date for payment;
 - (iii) any act or omission of a Member is, in the opinion of the Board, unbecoming of a Member, or prejudicial to the interests or reputation of the Company; or
 - (iv) a Member is, or any step is taken for that Member to become, either an insolvent under administration or an externally administered body corporate,

the Company may expel the Member by a resolution of the Board where not less than two thirds of the Board vote in favour of the removal of the Member's name from the Register.

- (b) The Company must not expel a Member pursuant to Article 13(a) unless:
 - (i) at least 21 days notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board, and the nature of the alleged event giving rise to the expulsion; and
 - (ii) the affected Member is given the opportunity of explaining to the Board, orally or in writing, why the Member should not be expelled.

14. Other cessation events

If a Member:

- (a) being an individual, dies or becomes bankrupt, becomes of unsound mind or becomes a person whose property is liable to be dealt with pursuant to a law relating to mental health; or
- (b) being a body corporate, is deregistered pursuant to the laws of the jurisdiction in which the Member is incorporated,

then that Member ceases to be a member of the Company and the Company shall remove that Member's name from the Register.

15. Effect of cessation

- (a) A person who ceases to be a Member:

- (i) remains liable to pay, and must immediately pay, to the Company all amounts that at the date of cessation were payable by the person to the Company as a Member; and
 - (ii) must pay to the Company interest at the rate the Board resolves (if any) on those amounts from the date of cessation until and including the date of payment of those amounts.
- (b) The Company may by resolution of the Board waive any or all of its rights pursuant to this Article 15.

Fees and other payments

16. Setting of Fees

- (a) Subject to the Corporations Act and the terms of membership of a Member or class of Members, the Company may by resolution of the Board require the payment of Fees by Members of any amount, on any terms and at any times as the Board resolves, including payment by instalments.
- (b) Without limiting Article 16(a), the Board may determine the amount of Fees payable by a Member or any particular Membership Status from time to time.
- (c) The Company may when admitting any Member make Fees payable for one or more Members for different amounts and at different times as the Board resolves.
- (d) The Company may by resolution of the Board revoke or postpone a Fee or extend the time for payment of a Fee, at any time prior to the date on which payment of that Fee is due.

17. Notice of Fees

- (a) The Company must give written notice of Fees to the Members who are required to pay the Fees at least 30 days before the due date for payment. The notice must specify the amount of the Fee, the time or times and place of payment and any other information as the Board resolves.
- (b) The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee to, any Member does not invalidate the Fee.

18. Payment of Fees

- (a) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee.
- (b) If the terms of membership of a Member or class of Members require an amount to be paid as a fee or levy on a fixed date, that Member or each Member in that class of Members (as applicable) must pay that amount to the Company at that time and that amount is treated for the purposes of this Constitution as if a Fee for that amount had been properly determined by the Board of which appropriate notice has been given.
- (c) In a proceeding to recover a Fee, or an amount payable due to the failure to pay or late payment of a Fee, proof that:
 - (i) the name of the person is entered in the Register as a Member;

- (ii) the person is a Member or in the class of Members liable to pay the Fee; and
- (iii) notice of the Fee was given or taken to be given to the person in accordance with this Constitution,

is conclusive evidence of the obligation of that person to pay the Fee.

19. Late Payment of Fees

- (a) If an amount payable to the Company as a Fee is not paid before or on the time for payment, the person who owes the amount must pay to the Company on demand:
 - (i) interest on the unpaid part of the amount from the date payment is due to the date of payment at the rate that the Board resolves (if any); and
 - (ii) all costs and expenses that the Company incurs due to the failure to pay the late payment.
- (b) Interest pursuant to Article 19(a) accrues daily and may be capitalised at any interval that the Board resolves.
- (c) The Company may by resolution of the Board waive payment of some or all of the interest, costs or expenses payable pursuant to Article 19(a).

20. Members may appoint Trustees

- (a) An Individual Member shall be taken to appoint himself or herself as Trustee and shall not be entitled to appoint any other person to act as his or her Trustee or appoint more than one Trustee.
- (b) A Member Corporation may, by written notice to the Company, appoint one or more natural persons (up to the maximum number prescribed by the Board from time to time in respect of that Member or the Membership Status of that Member) to act as its Trustee(s) for the purpose of meetings of Members in accordance with this Constitution subject to the Board accepting the appointment in accordance with Article 20(c).
- (c) The Board may, in its absolute discretion:
 - (i) accept or refuse the appointment of a Trustee by a Member Corporation (without any obligation to give reasons for such acceptance or refusal); and
 - (ii) determine the number or maximum number of Trustees which a Member Corporation is entitled to appoint at any one time in accordance with that Member Corporation's Allocated Membership Status; and/or
 - (iii) subject to the Corporations Act and this Constitution, impose conditions and/or restrictions on the appointment of a person as a Trustee by a Member Corporation.
- (d) A Member Corporation may at any time, by written notice to the Company, remove one or more of its Trustees.
- (e) The Board may at any time, by resolution, expel a Member Corporation's Trustee, and without limiting the generality of the foregoing, the provisions of this Constitution relating to the expulsion of a Member by the Board shall apply, so far

as they are capable of application and with any necessary changes, to the expulsion of a Trustee pursuant to this Article 20.

- (f) If a Member Corporation's Trustee is expelled pursuant to Article 20(e), the Member Corporation which appointed the expelled Trustee may appoint another Trustee in substitution thereof pursuant to Article 20(a).

21. Powers of Trustees

Subject to this Constitution, a Trustee is entitled to:

- (a) exercise rights at a meeting of Members on behalf of:
 - (i) in respect of a Trustee that is appointed by a Member Corporation pursuant to Article 20, the Member Corporation that appointed that Trustee; and
 - (ii) in respect of a Trustee that is also an Individual Member, the rights of that Individual Member;
- (b) exercise any other rights conferred by this Constitution;
- (c) stand for election as a Director; and
- (d) be counted towards a quorum at any general meeting, or any other meeting relating to the Company which the Member which appointed that Trustee is entitled to attend.

Proceedings of Members

22. Written resolutions of Members

The Company may pass a resolution by each Member signing a record in writing of that resolution.

23. Calling meetings of Members

- (a) The Company may by resolution of the Board call a meeting of Members to be held at the time and place (including 2 or more venues using technology which gives Attending Members as a whole a reasonable opportunity to participate) and in the manner that the Board resolves.
- (b) No Member may call or arrange to hold a meeting of Members except where permitted by the Corporations Act.

24. Notice of meetings of Members

- (a) Notice of a meeting of Members and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves, subject to any requirements of the Corporations Act.
- (b) A person may waive notice of any meeting of Members by written notice to the Company.
- (c) A person who has not duly received notice of a meeting of Members may, before or after the meeting, notify the Company of the person's agreement to anything done or resolution passed at the meeting.

- (d) A person's attendance at a meeting of Members waives any objection which that person may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting.
- (e) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.

25. Business of meetings

Except with the approval of the Board or with the permission of the National Chairman or (in his or her absence) the chairman of the meeting or pursuant to the Corporations Act, no person may move at any meeting of Members:

- (a) any resolution (except in the form set out in the notice of meeting given pursuant to Article 24(a)); or
- (b) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.

26. Quorum

- (a) Unless a quorum for a meeting of Members is present at the time when the meeting commences, no business may be transacted at a meeting of Members except, subject to Article 27, the election of the chairman of the meeting.
- (b) A quorum for a meeting of Members is 15 Members entitled to vote on a resolution at that meeting or if only a lesser number of Members is entitled to vote at that meeting, then that lesser number of Members. Each Member present may only be counted once towards a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Members, the meeting shall be dissolved unless the chairman or the Board adjourns the meeting to a date, time and place determined by that chairman or the Board (as applicable).
- (d) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned meeting of Members, the meeting shall be dissolved.

27. National Chairman to chair meetings of Members

- (a) Subject to Articles 27(b) and 27(c), the National Chairman must chair each meeting of Members.
- (b) If at a meeting of Members:
 - (i) there is no National Chairman;
 - (ii) the National Chairman is not present within 15 minutes after the time appointed for the commencement of a meeting of Members; or
 - (iii) the National Chairman is not willing to chair all or part of the meeting,

the Directors who are or will be present at the meeting may (by majority vote) elect one of their number or, in the absence of all the Directors or if none of the Directors

present is willing to act, the Attending Members may elect one of their number to chair that meeting.

- (c) The National Chairman (or other chairman of a meeting of Members) may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her (**Acting Chair**). Where an instrument of proxy appoints the National Chairman as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

28. Conduct of meetings of Members

- (a) Subject to the Corporations Act, the chairman of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (b) The chairman of a meeting of Members may:
 - (i) make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting;
 - (ii) determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting;
 - (iii) determine any dispute concerning the admission, validity or rejection of a vote at the meeting;
 - (iv) subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote;
 - (v) refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Corporations Act without being referred to in the notice of meeting;
 - (vi) refuse any person admission to, or require a person to leave and remain out of, the meeting if that person;
 - A. in the opinion of the chairman, is not complying with the reasonable directions of the chairman;
 - B. if that person engages in any conduct which the chairman reasonably believes to be inappropriate; or
 - C. is not entitled pursuant to the Corporations Act or this Constitution to attend the meeting; and/or
 - (vii) delegate any power conferred by this Article 28 to any person.
- (c) If the chairman of a meeting of Members considers that there are too many persons present at the meeting to fit into the venue where the meeting is to be held, the chairman may nominate a separate meeting place using any technology that gives Attending Members as a whole a reasonable opportunity to participate.
- (d) Nothing contained in this Article 28 limits the powers conferred by law on the chairman of a meeting of Members.

29. Attendance at meeting of Members

- (a) Subject to this Constitution and any rights and restrictions of an Allocated Membership Status, a Member who is entitled to attend and cast a vote at a meeting of Members, may attend and vote in person or by proxy, by attorney, by Trustee(s) or, if the Member is a Member Corporation, by its Corporate Representative.
- (b) The chairman of a meeting of Members may require a person acting as a proxy, attorney, Corporate Representative or Trustee at that meeting to establish to the chairman's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the chairman may exclude the person from attending or voting at the meeting.
- (c) A Director is entitled to receive notice of and to attend all meetings of Members and all meetings of a class of Members and is entitled to speak at those meetings.
- (d) A person requested by the Board to attend a meeting of Members or a meeting of a class of Members is, regardless of whether that person is a Member or not, entitled to attend that meeting and, at the request of the chairman is entitled to speak at that meeting.

30. Authority of persons attending a meeting of Members

- (a) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney, Corporate Representative or Trustee of a Member, the person so appointed has the same rights to speak, demand a poll, join in demanding a poll or act generally at a meeting of Members to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.
- (b) Unless otherwise provided in the document or resolution (if applicable) appointing a person as proxy, attorney, Corporate Representative or Trustee of a Member, the appointment is taken to confer authority to:
 - (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and
 - (ii) vote on any procedural motion, including any motion to elect the chairman of the meeting of Members to which the appointment relates, to vacate the chair or to adjourn the meeting,even though the appointment may refer to specific resolutions and may direct the proxy, attorney, Corporate Representative or Trustee how to vote on particular resolutions.
- (c) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney, Corporate Representative or Trustee (if applicable) of a Member, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place.

31. Multiple appointments

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

- (i) an attorney or Corporate Representative appointed to act at that particular meeting may act to the exclusion of an attorney or Corporate Representative appointed pursuant to a standing appointment; and
 - (ii) subject to Article 31(a)(i), an attorney or Corporate Representative appointed pursuant to the most recent appointment may act to the exclusion of an attorney or Corporate Representative appointed earlier in time.
- (b) An appointment of a proxy of a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting of Members) if the Company receives a further appointment of a proxy from that Member which would result in there being more than one proxy of that Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this Article 31(b).
- (c) The appointment of a proxy for a Member is not revoked by an attorney or Corporate Representative for that Member attending and taking part in a meeting of Members to which the appointment relates, but if that attorney or Corporate Representative votes on a resolution at that meeting, the proxy is not entitled to vote, and must not vote, as the Member's proxy on that resolution.
- (d) Notwithstanding anything in Article 31 or the Corporations Act, if a Member has appointed a Trustee(s), the attendance of such Trustee(s) at a meeting of Members shall operate to revoke the rights of any proxy, attorney or Corporate Representative, but shall not revoke the rights of other Trustees.

32. Voting at a meeting of Members

- (a) A resolution put to the vote at a meeting of Members must be decided on a show of hands, unless a poll is demanded in accordance with Article 35 and that demand is not withdrawn.
- (b) Subject to this Constitution and any rights or restrictions of a Membership Status or other class of Members, on a show of hands or on a poll at a meeting of Members, each Attending Member having the right to vote on the resolution has:
 - (i) if that Attending Member is an Individual Member, one vote;
 - (ii) if that Attending Member is a Member Corporation in attendance by proxy, attorney or Corporate Representative, one vote; or
 - (iii) if that Attending Member is a Member Corporation in attendance by Trustee, the number of votes equal to the number of Trustees in attendance.
- (c) An objection to a right to vote at a meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this Article 32(c) must be decided by the chairman of the meeting of Members, whose decision, made in good faith, is final and conclusive.
- (d) Except where a resolution at a meeting of Members requires a special majority pursuant to the Corporations Act, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- (e) In the case of an equality of votes on a resolution at a meeting of Members, the chairman of that meeting shall have a casting vote on that resolution in addition to

any vote(s) he or she may be entitled to in his or her capacity as a Member, Trustee, proxy, attorney or Corporate Representative.

- (f) Unless a poll is demanded and the demand is not withdrawn, a determination by the chairman of a meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.

33. Voting by representatives

- (a) The validity of any resolution passed at a meeting of Members is not affected by the failure of any proxy, attorney, Corporate Representative or Trustee to vote in accordance with directions (if any) of the appointing Member.
- (b) If a proxy of a Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it. If a poll is demanded, votes which the Corporations Act require a proxy of a Member to cast in a given way must be treated as cast in that way.
- (c) Subject to this Constitution and the Corporations Act, a vote cast at a meeting of Members by a person appointed by a Member as a proxy, attorney, Corporate Representative or Trustee is valid despite the revocation of the appointment (or the authority pursuant to which the appointment was executed), if no notice in writing of that matter has been received by the Company before the time appointed for the commencement of that meeting.

34. Restrictions on voting rights

- (a) The authority of a proxy, attorney or Corporate Representative for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting. For the avoidance of doubt, this Article 34(a) shall not apply to Trustees.
- (b) An Attending Member is not entitled to vote on any resolution for so long as any Fee or other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid.
- (c) An Attending Member is not entitled to vote on a resolution at a meeting of Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (d) The Company must disregard any vote on a resolution at a meeting of Members purported to be cast by an Attending Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution as required by this Article 34(d) does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the chairman of that meeting.

35. Polls

- (a) A poll on a resolution at a meeting of Members may be demanded by a Member only in accordance with the Corporations Act or by the chairman of that meeting.
- (b) No poll may be demanded at a meeting of Members on the election of a chairman of that meeting, or unless the chairman of the meeting otherwise determines, the adjournment of that meeting.

- (c) A demand for a poll may be withdrawn.
- (d) A poll demanded on a resolution at a meeting of Members for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a meeting of Members must be taken in the manner and at the time and place the chairman of the meeting directs.
- (e) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- (f) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

36. Proxies

- (a) A Member who is entitled to attend and vote at a meeting of Members may appoint a person as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise.
- (b) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.
- (c) A form of appointment of proxy is valid if it is in accordance with the Corporations Act or in any other form (including electronic) which the Board may determine or accept.
- (d) If the name of the proxy or the name of the office of the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:
 - (i) the person specified by the Company in the form of proxy in the case that Member does not choose; or
 - (ii) if no person is so specified, the chairman of that meeting.

37. Receipt of appointments

- (a) An appointment of proxy or attorney for a meeting of Members is effective only if the Company receives the appointment (and any authority pursuant to which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time appointed for the commencement of the meeting or, in the case of an adjourned meeting, resumption of the meeting.
- (b) Where a notice of meeting specifies an electronic address or other electronic means by which a Member may give the Company a proxy appointment, a proxy given at that electronic address or by that other electronic means is taken to have been given by the Member and received by the Company if the requirements set out in the notice of meeting are complied with.

38. Adjournments

- (a) The chairman of a meeting of Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairman.

- (b) If the chairman of a meeting of Members exercises the right to adjourn that meeting pursuant to Article 38(a), the chairman may (but is not obliged to) obtain the approval of Attending Members to the adjournment.
- (c) No person other than the chairman of a meeting of Members may adjourn that meeting.
- (d) The Company may give such notice of a meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (e) Only business left unfinished is to be transacted at a meeting of Members which is resumed after an adjournment.

39. Cancellations and postponements

- (a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held.
- (b) Article 39(a) does not apply to a meeting called in accordance with the Corporations Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement of the meeting.
- (c) The Company may give notice of a cancellation or postponement or change of place of a meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (d) The only business that may be transacted at a meeting of Members, the holding of which is postponed, is the business specified in the original notice calling the meeting.

40. Meetings of a class of Members

All the provisions of this Constitution relating to a meeting of Members apply so far as they are capable of application and with any necessary changes to a meeting of a class of Members required to be held pursuant to this Constitution or the Corporations Act except that:

- (a) a quorum is 2 Members who are members of that class of Members, or if only one person is a member of that class of Members, that person; and
- (b) any Member who is a member of that class of Members may demand a poll.

Directors

41. Appointment of Directors

- (a) The number of Directors must not be less than 9 nor more than 15, provided that this number may be exceeded by the appointment of a Director pursuant to Article 41(c)(ii).

- (b) Subject to Article 41(c), only a Member or a Trustee will be eligible to serve as a Director.
- (c) The Board shall appoint as a Director:
 - (i) any person who is appointed as a State President pursuant to Item 4(a) of the Schedule to this Constitution as soon as practicable after that person's appointment as a State President; and
 - (ii) any person who is appointed as a Chief Executive pursuant to Article 45(a) as soon as practicable after that person's appointment as a Chief Executive,except if the person who is appointed as a State President or Chief Executive (as applicable) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.
- (d) A Director is not entitled to appoint a person as his or her alternate.
- (e) Subject to this Article 41 and the Corporations Act, a Director may be appointed by a resolution of the Board or of the Members.

42. Retirement of Directors

- (a) Subject to Article 42(d), each Director elected by a resolution of the Members shall:
 - (i) hold office for a term commencing on the date on which such Director is elected and expiring at the end of the Annual General Meeting of the Company in the third year following that Director's last election; and
 - (ii) on the expiry of each term, retire as a Director and be eligible for re-election by the Members for a further term of 3 years unless that Director has already been re-elected as a Director pursuant to this Article 42(a)(ii) previously.
- (b) Subject to Article 42(d), a Director appointed by a resolution of the Board shall hold office for a term commencing on the date of such appointment but must retire at the next Annual General Meeting occurring after the appointment and is eligible for election by the Members at that meeting.
- (c) No person, other than a Director retiring pursuant to this Article 42 or a Director appointed pursuant to Article 41(c), is eligible to be appointed as a Director at any meeting of Members unless a nomination signed by a Member or Trustee accompanied by the consent of the nominee to act is given to the Company at least 30 Business Days before the meeting.
- (d) Articles 42(a) and 42(b) do not apply to the National Chairman or the Chief Executive.

43. Termination of office

Subject to the Corporations Act, a person ceases to be a Director if the person:

- (a) fails to attend 3 consecutive Board meetings without the consent of the Board;
- (b) resigns by notice in writing to the Company;
- (c) retires pursuant to Article 42 and is not re-elected;

- (d) is removed from office pursuant to the Corporations Act;
- (e) is an employee (whether full-time or part-time) of the Company or of any related body corporate of the Company and ceases to be an employee of the Company or of a related body corporate of the Company;
- (f) becomes an insolvent under administration;
- (g) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health;
- (h) was appointed as a Director pursuant to Article 41(c)(i) and subsequently ceases to hold the office of State President;
- (i) was appointed as a Director pursuant to Article 41(c)(ii) and subsequently ceases to hold the office of Chief Executive;
- (j) retires as National Chairman and is required to cease to be a Director pursuant to 54(c)(ii); or
- (k) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.

44. Interests of Directors

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) holding the office of Chief Executive;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
 - (iii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
 - (iv) entering into any agreement or arrangement with the Company; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with Corporations Act in relation to the disclosure of the Director's interests.
- (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (d) If a Director has an interest in a matter, then subject to Article 44(c), Article 44(e) and this Constitution:
 - (i) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;

- (ii) that Director may participate in and vote on matters that relate to the interest;
 - (iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) the Director may retain the benefits pursuant to any transaction that relates to the interest even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (e) If an interest of a Director is required to be disclosed pursuant to Article 44(b), Article 44(d)(iv) applies only if the interest is disclosed before the transaction is entered into.

Officers

45. Chief Executive

- (a) The Board may appoint a Chief Executive, for any period and on any terms (including, subject to Article 6, as to remuneration) as the Board resolves.
- (b) Subject to any agreement between the Company and the Chief Executive, the Board may vary or terminate the appointment of a Chief Executive at any time, with or without cause.
- (c) The Board may delegate any of its powers to a Chief Executive for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to a Chief Executive.
- (d) A Chief Executive must exercise the powers delegated to him or her in accordance with any directions of the Board.
- (e) The Chief Executive shall be appointed to the Board for the duration of his or her tenure as the Chief Executive in accordance with Article 41(c)(ii), except if the Chief Executive ceases to be a Director pursuant to Article 43 or is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.

46. Secretary

The Board may appoint one or more Secretaries, for any period and on any terms (including, subject to Article 6, as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Secretary, the Board may vary or terminate the appointment of a Secretary at any time, with or without cause.

47. Indemnity and insurance

- (a) To the extent permitted by law, the Company may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity pursuant to Article 47(a):
 - (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;

- (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and
 - (iii) applies to Liabilities and Legal Costs incurred both before and after this Article became effective.
- (c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Company may:
- (i) enter into, or agree to enter into; or
 - (ii) pay, or agree to pay, a premium for,

a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, pursuant to which the Company must do all or any of the following:
- (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
 - (ii) indemnify that person against any Liability and Legal Costs of that person;
 - (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
 - (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

Powers of the Board

48. General powers

- (a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.
- (b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 53, a resolution passed by signing a document in accordance with Article 52, or in accordance with a delegation of the power pursuant to Article 50 or 51. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power pursuant to Article 50 or 51.

49. Execution of documents

- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (b) The Company may execute a document without a common seal if the document is signed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (c) The Board may determine the manner in which and the persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Company, and receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed.

50. Committees and delegates

- (a) The Board may delegate any of its powers to:
 - (i) a committee of the Board, which may consist entirely of Directors or a combination of Directors and such other persons as the Board may see fit to appoint, provided that a majority of the persons appointed to the committee are Directors;
 - (ii) a Director;
 - (iii) an employee of the Company; or
 - (iv) any other person.
- (b) The Company must maintain a Research Committee:
 - (i) The Research Committee must comprise at least five persons, the majority of whom are appropriately qualified in:
 - A. the field of scientific research on issues of economic and social development; or
 - B. the field of reviewing research on issues of economic and social development.
 - (ii) Any nominations for appointments to the Research Committee and any changes in members of the Research Committee must be approved by the entity that has approved the Company's status as an Authorised Research Institute (**Approving Entity**).
 - (iii) Any nominees for the Research Committee must be nominated on the basis of their proven ability to direct a research program, as evidenced by their academic qualifications and professional appointments.
 - (iv) The Research Committee shall be responsible for ensuring that the research undertaken by the Company is scientific in nature and is, or may prove to be, of value to Australia.

- (v) The Research Committee and the Board have the power to determine the administration and application of the Research Fund and the research activities of the Company that are funded from the Research Fund.
- (vi) For the avoidance of doubt, the Research Committee is not subject to Articles 50(d) or 50(f).
- (c) A delegation of the Board's powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (d) The chairman of each committee of the Board must be a Director.
- (e) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (f) Subject to the terms of appointment or reference of a committee, Article 53 applies with the necessary changes to meetings and resolutions of a committee of the Board.

51. Attorney or agent

- (a) The Board may appoint any person to be an attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Company, the Board may revoke or vary that appointment at any time, with or without cause.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

Proceedings of Directors

52. Written resolutions of Directors

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A resolution pursuant to Article 52(a) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority of the Directors. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of Article 52(a) and is taken to be signed when received by the Company in legible form.

53. Board Meetings

- (a) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A Director may call a Board meeting at any time. On request of any Director, a Secretary of the Company must call a meeting of the Directors.

- (c) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.
- (d) A Director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone, fax or other electronic means.
- (e) A person who attends a Board meeting waives any objection that person may have to a failure to give notice of the meeting.
- (f) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.
- (g) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:
 - (i) telephone;
 - (ii) video;
 - (iii) any other technology which permits each Director to communicate with every other participating Director; or
 - (iv) any combination of these technologies.

A Director may withdraw the consent given pursuant to this Article 53(h) in accordance with the Corporations Act.
- (h) If a Board meeting is held in 2 or more places linked together by any technology:
 - (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chairman of the meeting that the Director is discontinuing his or her participation in the meeting; and
 - (ii) the chairman of that meeting may determine at which of those places the meeting will be taken to have been held.
- (i) Until otherwise determined by the Board, a quorum for a Board meeting is a simple majority of Directors, entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting.

54. National Chairman

- (a) The Board may appoint a Director as National Chairman and may by resolution remove and/or replace the National Chairman at any time.
- (b) The National Chairman shall:
 - (i) hold office for a term commencing on the date on which the National Chairman appointed to that position and expiring at the end of the Annual General Meeting of the Company in the third year following the National Chairman's last appointment; and
 - (ii) on the expiry of each term, retire from the position of National Chairman and be eligible for re-appointment for a further term of 3 years unless the

National Chairman has already been re-appointed to that position pursuant to this Article 54(b)(ii) previously.

- (c) A National Chairman who retires pursuant to Article 54(b)(ii) and is not re-appointed to that position pursuant to that Article 54(b)(ii):
 - (i) holds office as the National Chairman until the end of the Annual General Meeting at which he or she retires; and
 - (ii) shall not cease to be a Director, unless the retiring National Chairman would be or would have been required to retire as a Director pursuant to Article 42(a) if that National Chairman had not been exempted from the application of Article 42(a) pursuant to Article 42(d), in which case the retiring National Chairman shall cease to be a Director upon retiring from the office of National Chairman.
- (d) For the avoidance of doubt and for the purposes of Article 42(a)(ii), the retiring National Chairman shall be deemed to have been re-elected as a Director at the Annual General Meeting at which the National Chairman would have been required to retire as a Director in accordance with Article 42(a) had the National Chairman not been exempted from the application of that Article.
- (e) Subject to Article 54(f), the National Chairman must chair each Board meeting.
- (f) If at a Board meeting:
 - (i) a National Chairman has not been appointed pursuant to Article 54(a); or
 - (ii) the National Chairman is not present within 15 minutes after the time appointed for the holding of a Board meeting; or
 - (iii) the National Chairman is not willing to chair all or part of that meeting,the Directors present must elect one of their number to, chair that meeting or part of the meeting.
- (g) Subject to Article 54(h), a person ceases to be National Chairman if the person ceases to be a Director.
- (h) A person does not cease to be a National Chairman if that person retires as a Director at a meeting of Members and is re-elected as a Director at that meeting (or any adjournment of that meeting).

55. Board resolutions

- (a) Unless otherwise specified in this Constitution or the Corporations Act, a resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (b) Subject to Article 44 and this Article 55, each Director present in person has one vote on a matter arising at a Board meeting.
- (c) In the case of an equality of votes on a resolution at a Board meeting, the chairman of that meeting has a casting vote on that resolution in addition to any other vote(s) that the chairman may be entitled to in his or her capacity as a Director.

56. Valid proceedings

- (a) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:
 - (i) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
 - (ii) a person so appointed being disqualified or not being entitled to vote, if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.
- (b) If the number of Directors is below the minimum required by this Constitution, the Board must not act except in emergencies, to appoint Directors up to that minimum number or to call and arrange to hold a meeting of Members.

State Advisory Councils

57. Creation of a State Advisory Council

- (a) The Board may establish, in respect of a State or Territory, an advisory body to be known as that State or Territory's State Advisory Council (**State Advisory Council**).
- (b) The Board may determine from time to time the by-laws and/or rules governing the composition and conduct of procedures of any State Advisory Council and, unless the Board otherwise determines, the provisions set out in the Schedule will apply.

Patrons

58. Patrons

The Directors may from time to time appoint, remove and replace one or more patrons of the Company with such rights and duties as the Directors think fit.

Notices

59. Notices to Members

- (a) The Company may give Notice to a Member by any of the following means in the Board's discretion:
 - (i) delivering it to that Member or person;
 - (ii) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
 - (iii) sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose;
 - (iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
 - (v) any other means permitted by the Corporations Act.

- (b) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.
- (c) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

60. Notice to Directors

The Company may give Notice to a Director by:

- (a) delivering it to that person;
- (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
- (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
- (d) any other means agreed between the Company and that person.

61. Notice to the Company

A person may give Notice to the Company by:

- (a) delivering it or sending it by post to the registered office of the Company;
- (b) delivering it or sending it by post to a place nominated by the Company for that purpose;
- (c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;
- (d) sending it to the electronic address (if any) nominated by the Company for that purpose; or
- (e) any other means permitted by the Corporations Act.

62. Time of service

- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- (c) A Notice given in accordance with Article 59(a)(iv) is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (d) A certificate by a Director or Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

63. Notice requirements

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, Notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when, the Notice is taken to be given.

64. Winding up

Subject to Article 67, on a winding up of the Company, any surplus assets of the Company remaining after the payment of its debts must not be paid to or distributed among the Members, but must be given or transferred to:

- (a) one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before the dissolution of the Company:
 - (i) having objects similar to the Objects of the Company; and
 - (ii) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company pursuant to Article 6; or
- (b) if there are no bodies corporate, associations or institutions which meet the requirements of Article 64(a), to one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before dissolution of the Company, the objects of which are the promotion of charity and gifts which are allowable deductions pursuant to the Income Tax Assessment Act 1997 (Cth); or
- (c) if the Members do not make a selection pursuant to Article 64(a) or 64(b) for any reason, to one or more bodies corporate, associations or institutions meeting the requirements of either Article 64(a) or 64(b) selected by the Board, subject to the Board obtaining court approval pursuant to the Corporations Act to exercise this power.

General

65. Audit and Accounts

- (a) The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with all applicable requirements of the Corporations Act.
- (b) The Directors must cause the [annual] financial statements of the Company to be audited in accordance with the requirements of the Corporations Act.
- (c) The Directors must cause the [annual] financial statements of the Research Fund to be audited in accordance with the requirements of the Corporations Act.

66. Inspection of records

- (a) Subject to 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.
- (b) A Member shall not be entitled to inspect any financial records or other documents of the Company unless the Member is authorised to do so by the Corporations Act, a court order or a resolution of the Directors.

67. Research Fund

- (a) The Company will maintain a fund, called the Research Fund, to which Gifts made to the Company for the purposes of scientific research are to be credited. The Research Fund will not receive any other money or property.
- (b) The Research Committee is responsible for administering and applying the Research Fund for scientific research in accordance with the Objects of the Company.
- (c) For the avoidance of doubt, money or Property received by the Company in respect of sponsorships, raffles, charity auctions, dinners and commercial activities must not be made or credited to the Gift Fund. If money or Property other than Gifts is credited to the Research Fund, it must be removed from the Gift Fund as soon as practicable.
- (d) The Company must issue a receipt to each and every donor of Gifts which complies with the requirements of the Tax Acts.
- (e) At the first occurrence of either the winding up of the Research Fund or the revocation of the Company's endorsement as a deductible gift recipient under the *Income Tax Assessment Act 1997* (Cth), the following funds available to the Company must be given or transferred to one or more bodies corporate, associations or institutions which are Approved Research Institutes to which income tax deductible gifts can be made (whether or not a Member or Members) selected by the Board by resolution:
 - (i) Gifts for scientific research;
 - (ii) contributions made to the Company in relation to an eligible fundraising event held for raising funds for scientific research; or
 - (iii) money received by the Company because of such Gifts or contributions.
- (f) Any other provisions which from time to time are required in order to maintain the status of the Company as a Company to which gifts can be deducted under the *Income Tax Assessment Act 1997* (Cth) shall be deemed to form part of this Constitution.

Schedule - State Advisory Councils

1. Appointment and removal of State Advisory Councillors

- (a) The Board may appoint any persons (**State Advisory Councillors**) to the State Advisory Council in accordance with this Item 1 and Items 2 and 3 of this Schedule.
- (b) The Board may remove any State President or other State Advisory Councillor from office at any time with or without cause by written notice to the person concerned.

2. Composition of a State Advisory Council

- (a) The number of State Advisory Councillors must be not less than 5 nor more than 15.
- (b) A State Advisory Councillor must be a Member or Trustee.

3. Terms of State Councillors

Unless otherwise resolved by the Board, each State Advisory Councillor shall:

- (a) hold office for a term of 3 years commencing on date on which such State Advisor Councillor is elected or appointed; and
- (b) on the expiry of each such term, be eligible for re-appointment by the Board for a further term of 3 years, provided that the relevant State Advisory Councillor has not already served 2 consecutive terms.

4. Appointment of a State President

- (a) The Board shall appoint a person to be the State President for every State Advisory Council (**State President**).
- (b) The relevant State President or his or her delegate will chair each meeting of a State Advisory Council.
- (c) Unless the Board determines otherwise, each person appointed as a State President pursuant to Item 4(a) of this Schedule shall hold office for a term of 3 years commencing at the date of appointment.

5. Objects of the State Advisory Council

- (a) The objects of each State Advisory Council shall be to:
 - (i) provide advice and support to the State President and state director in the relevant State or Territory in relation to activities to advance the objectives of the Company as set out in Article 5 of the Constitution;
 - (ii) advocate on behalf on the Company in pursuit of its objective as set out in Article 5 of the Constitution; and
 - (iii) subject to Item 5(c), exercise any powers which may be delegated to the State Advisory Council by the Board from time to time.
- (b) Other than as set out in Item 5(c), a State Advisory Council will have no other rights, powers, duties or responsibilities.

- (c) For the avoidance of doubt, no State Advisory Council will have any authority to bind, instruct or direct the Board on any matter.

6. Meetings of the State Advisory Councils

Unless otherwise determined by the Board from time to time the following provisions shall apply to each State Advisory Council and meetings thereof:

- (a) the State President of the relevant State Advisory Council shall act as the chair of any meeting of the State Advisory Council. If there is no State President or the State President is not in attendance or is unwilling so to act, the State Advisory Council may select any State Advisory Councillor to chair the meeting;
- (b) a meeting of the State Advisory Council shall be convened at any time upon the request of the State President or a majority of the State Advisory Councillors;
- (c) the State Advisory Council must meet at least 4 times per year;
- (d) the State Advisory Council must report to the Board after each Council meeting on the activities of the Council;
- (e) the State President shall cause a notice of a meeting of the State Advisory Council and a proposed agenda to be given to all State Advisory Councillors at least 7 days prior to the meeting;
- (f) the State Advisory Council shall cause to be regularly entered, in books provided for the purpose, minutes of the proceedings of its meetings; and
- (g) the State Advisory Council may pass a resolution without holding a meeting if notice in writing of the resolution is given to all State Advisory Councillors and a majority of the State Advisory Councillors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.

7. Termination of office

The office of a State Advisory Councillor shall be vacated if:

- (a) the State Advisory Councillor is removed from that office by the Board pursuant to Item 1(b) of this Schedule;
- (b) the State Advisory Councillor resigns by notice in writing to the Company.

8. Remuneration and benefits of State Advisory Councillors

- (a) The Company may pay all reasonable travelling, accommodation and other expenses that an State Advisory Councillor properly incurs in connection with the business of the Company, provided such expenses have been approved in advance by the State President.
- (b) Other than as set out in Item 8(a) of this Schedule, the State Advisory Councillors shall not be entitled to any remuneration or other benefits from the Company.