

8 May 1999

Amended at Special General Meeting, 4 March 2006

AUSTRALIA TIBET COUNCIL LIMITED

CONSTITUTION

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CORPORATIONS LAW OF NEW SOUTH WALES
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
CONSTITUTION
AUSTRALIA TIBET COUNCIL LIMITED

1 INTERPRETATION

1.1 Replaceable rules inapplicable

The Replaceable Rules do not apply to this Company.

1.2 Definitions

In this Constitution unless the context otherwise requires:

“**Annual Membership Fee**” means the fees set by the Directors on an annual or other basis which are a condition of membership as set out in **clause 3.2**.

“**Association**” means Australia Tibet Council Inc.

“**Business Day**” means a day that is not a Saturday, Sunday or public holiday in the State in which the Company is incorporated.

“**Committee**” means a committee of Directors formed pursuant to **clause 20.6**.

“**Company**” means Australia Tibet Council Limited.

“**Constitution**” means this document and all supplementary substituted or amending clauses for the time being in force.

“**Corporations Law**” means the Corporations (NSW) Act 1990 and any modification, amendment or re-enactment of it.

“**Director**” includes any person occupying the position of a director of the Company by whatever name called (but not an associate director).

“**Directors**” means the Directors for the time being or such number of them as have authority to act for the Company.

“**Members**” means persons admitted as members of the Company pursuant to **clause 3**.

“**Office**” means the registered office for the time being of the Company.

“**Register**” means the register of Members to be kept pursuant to the Corporations Law.

“**Replaceable Rules**” has the meaning given to that term in the Corporations Law.

“**Secretary**” includes the assistant or acting secretary of the Company and any substitute for the time being for the secretary.

1.3 Construction

In this Constitution unless the context otherwise requires:

- (a) words (including defined expressions) importing the singular include the plural and vice versa;
- (b) words (including defined expressions) importing any gender include the other genders;
- (c) words (including defined expressions) importing persons shall include corporations and bodies politic;
- (d) a reference to a statute ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction);
- (e) references to writing include any mode of representing or reproducing words in tangible and permanently visible form, and includes telegram, telex and facsimile transmission;
- (f) reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month;
- (g) references to this Constitution include its schedules and annexures; and
- (h) subject to the foregoing Division 10 of the Corporations Law applies in relation to this Constitution as if this Constitution were an instrument referred to in s 110B thereof.

1.4 Headings

Headings do not affect the interpretation of this Constitution.

2 ESTABLISHMENT

2.1 Legal capacity

Subject to the Corporations Law, the Company has the legal capacity of a natural person including, without limitation, the capacity to exercise the powers set out in s 124 of the Corporations Law.

2.2 Objects

The objects for which the Company is established are:

- (a) to work to achieve United Nations Resolution 1723 of 1961 which calls for “the cessation of practices which deprive the Tibetan people of their fundamental human rights and freedoms, including their right to self-determination”;
- (b) to raise awareness of the situation in Tibet at all levels of Australian society, by encouraging government and community leaders to take positive action, and by supporting appropriate Australian and international initiatives; and

- (c) to do all other lawful things as are incidental or conducive to the attainment of these objects or any of them or which may be calculated to advance directly or indirectly the interests of the Company.

2.3 Income and property

The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution and no portion of it is to be paid or transferred directly or indirectly by way of profit to members. This does not prevent the payment in good faith:

- (a) of remuneration to any officers or servants of the Company in return for any services rendered to the Company;
- (b) for goods supplied in the ordinary and usual course of business;
- (c) of interest at a reasonable and proper rate on money borrowed from any member of the Company; or
- (d) of reasonable and proper rent for premises demised or let by any member to the Company.

2.4 Liability

The liability of the Members is limited.

2.5 Contribution upon winding up

Every Member undertakes to contribute an amount not exceeding \$1.00 to the assets of the Company in the event of its being wound up while they are a member or within 1 year afterwards for:

- (a) payment of the debts and liabilities of the Company contracted before the time when they ceased to be a Member;
- (b) the costs, charges and expenses of winding up; and
- (c) for an adjustment of the rights of contributories among themselves.

2.6 Transfer of property

If upon the winding up or dissolution of the Company and after satisfaction of all its debts and liabilities any property remains, this property is to be given or transferred to an institution or institutions having objects substantially similar to the objects of the Company and which prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company pursuant to **clause 2.3**. The institution or institutions will be determined by the Members at or before the time of dissolution and in default by a Judge of the Supreme Court of New South Wales who has or acquires jurisdiction in the matter.

2.7 Accounts

True accounts must be kept of:

- (a) all money received and expended by the Company;
- (b) the matter in respect of which those receipts or expenditures takes place; and
- (c) the property credits and liabilities of the Company.

Those accounts are to be available for inspection by the members subject to any reasonable restrictions as to time and manner of inspection that may be imposed in accordance with the regulations of the Company for the time being.

3 MEMBERS

3.1 Initial Members

The first Members will be those persons who were members of the Association immediately prior to the registration of the Company under the Corporations Law.

3.2 Further Members

The Company is to admit as a Member any person who:

- (a) is approved as a Member by the Directors as being a person interested in the promotion of the objects of the Company;
- (b) signs and forwards notice to the Secretary agreeing to be bound by the Constitution; and
- (c) pays the relevant Annual Membership Fee, as determined by the Directors from time to time, or agrees to contribute a regular payment to the Company totalling each year the same as or more than the Annual Membership Fee.

3.3 Honorary Members at discretion of Directors

The Company may admit as an honorary Member any other person who agrees to be a Member and whom the Directors determine to admit as a Member, without requiring the conditions in clause 3.2 be met. The annual report must state the number (but not the names) of honorary Members during the relevant year, and the reasons for the admission of each honorary Member or group of honorary Members.

4 REGISTER OF MEMBERS

The Secretary shall keep at the Office the Register and enter in it the full names and addresses of Members, the date upon which Members became Members and the date upon which any Member ceased to be a Member. The Register shall not be used for any other purpose and is to be open for inspection by Members at the determination of the Directors.

5 CESSATION OF MEMBERSHIP

5.1 Cease membership

A Member may cease to be a Member by notice in writing to the Secretary and upon receipt of such notice the Member ceases to be a Member.

5.2 Insolvency and death

A Member who dies or becomes insolvent or becomes an insolvent under administration within the meaning of the Corporations Law immediately ceases to be a Member.

5.3 Moneys due and payable

Any moneys due and payable under this Constitution by a Member to the Company at the time the Member ceases to be a Member continue to be due and payable notwithstanding that the person is no longer a Member.

5.4 Moneys in arrears

Unless the Directors determine otherwise, any Member more than 6 months in arrears in payment of any fee to the Company ceases to be a Member.

6 MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Company or the costs, charges and expenses of the winding up of the Company is limited to the amount set out in **clause 2.5**.

7 RESOLUTION OF INTERNAL DISPUTES

Disputes between Members (in their capacity as Members), and disputes between Members and the Company, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW) (as amended or replaced from time to time).

8 DISCIPLINING OF MEMBERS

8.1 Complaints

A complaint may be made by any Member that some other Member:

- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Company.

8.2 Procedures

On receiving a complaint under **clause 8.1**, the Directors must;

- (a) cause notice of the complaint to be served on the Member concerned;
- (b) give the Member at least 14 days from the time the notice is served within which to make submissions to the Directors in connection with the complaint; and
- (c) take into consideration any submissions made by the Member in connection with the complaint.

8.3 Power to expel

The Directors may, in accordance with **clause 9**, expel or suspend the Member from the Company if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

9 EXPULSION OF MEMBERS

9.1 Expulsion

Subject to this Constitution, the Directors may, by ordinary resolution:

- (a) expel a Member from the Company; or
- (b) suspend a Member from membership of the Company for a specified period.

9.2 Effect of resolution to expel

A resolution of the Directors under **clause 9.1**:

- (a) does not take effect unless the Directors, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under **clause 9.3**, confirm the resolution in accordance with this **clause 9.2** and
- (b) where the Member exercises a right of appeal to the Company, does not take effect unless the Company in general meeting confirms the resolution.

9.3 Notice to Member being expelled

Where the Directors pass a resolution under **clause 9.1**, the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:

- (a) setting out the resolution of the Directors and the grounds on which it is based;
- (b) stating that the Member may address the Directors at a meeting and specifying the place and time of that meeting;
- (c) informing the Member that they may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Directors before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that they wish to appeal to the Company in general meeting against the resolution.

9.4 Procedures for natural justice

At a meeting of the Directors held in accordance with **clause 9.2**, the Directors shall:

- (a) give to the Member an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) unless the Member has given notice to the Secretary under **clause 9.3(c) (iii)**, either confirm or revoke the resolution.

9.5 Notice of meeting

Where the Secretary receives a notice under **clause 9.3(c) (iii)**, the Secretary shall notify the Directors and the Directors shall convene a general meeting of the Company to be held within 21 days after the date on which the Secretary received the notice.

9.6 General meeting

At a general meeting of the Company convened under **clause 9.5**:

- (a) no business other than the question of the appeal is to be transacted;
- (b) the Directors may place before the meeting details of the grounds for the resolution and the reasons for passing of the resolution;
- (c) the Member is to be given an opportunity to be heard; and
- (d) the Members present shall by secret ballot confirm or revoke the resolution.

9.7 Threshold

If at the general meeting of the Company:

- (a) two thirds of the Members present and entitled to vote, vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

10 TRANSFER OF MEMBERSHIP

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

11 GENERAL MEETINGS

11.1 Annual general meeting

An annual general meeting of the Company must be held in accordance with the Corporations Law.

11.2 Holding of general meetings

General meetings are to be held at the times and places as determined by the Directors.

11.3 Convening of general meetings

The Directors may whenever they think fit and must, upon a requisition made by:

- (a) Members with at least 5% of the votes that may be cast at a general meeting; or
- (b) at least 100 members who are entitled to vote at a general meeting,

convene a general meeting of the Company. The rights of Members with at least 5% of the vote that may be cast at a general meeting to convene, arrange and hold a meeting under s 249F of the Corporations Law are expressly abrogated.

11.4 Notice of meetings

At least 21 clear days' notice of a general meeting must be given to Members in accordance with this Constitution. The notice must specify the place day and hour of meeting and in the case of special business the general nature of that business and in the case of an election of Directors the names of the candidates for election.

11.5 Omission to give notice

The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

11.6 Special business

All business will be special that is transacted at:

- (a) a general meeting not being an annual general meeting; or
- (b) an annual general meeting with the exception of:
 - (i) the confirmation of the minutes of the preceding meeting;
 - (ii) the receipt and consideration of the balance sheet, the profit and loss statement and the reports of the Board and the auditors;
 - (iii) the election of Directors; and
 - (iv) the transaction of any business which under the Corporations Law or this Constitution is required to be transacted.

12 PROCEEDINGS AT MEETINGS

12.1 Quorum

20 members (present in person or by proxy or representative and entitled to vote) is a quorum for all general meetings. No business is to be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business.

12.2 Lack of quorum

If within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Directors determine. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting 3 Members present in person or by proxy or representative will be a quorum and if such reduced quorum is not then present the meeting will be dissolved.

12.3 Chairperson

The chairperson of Directors or in the Chairperson's absence the deputy chairperson may preside as chairperson at every general meeting. If there is no chairperson or deputy chairperson or if neither is present within 15 minutes after the time appointed for the meeting or if they are both unwilling to act as chairperson of the meeting the Directors must choose another Director as chairperson. If no Director is so chosen or if all the Directors present decline to take the chair the Members present must choose one of their own number to be chairperson.

12.4 Adjournment

The chairperson of a general meeting may, with the consent of a meeting at which a quorum is present (and must if directed by the meeting), adjourn the meeting from time to time and place to place but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

12.5 Notice of adjourned meeting

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, unless the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

12.6 Decision of resolutions

At a general meeting, a resolution put to the vote of the meeting is to be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson or (other than on the election of the chairperson of a meeting or the adjournment of a meeting) by not less than 5 Members having the right to vote at the meeting.

12.7 Minutes as evidence of result

Unless a poll is duly demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company signed by the chairperson will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

12.8 Taking of poll

If a poll is duly demanded it must be taken in the manner and at the time and place as the chairperson of the meeting directs. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded provided that a poll on the election of a chairperson of a meeting or on any question of adjournment must be taken at the meeting and without adjournment. The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. The demand for a poll may be withdrawn. In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a poll the chairperson shall determine the dispute and the determination made in good faith will be final and conclusive.

13 VOTES OF MEMBERS

13.1 Entitlement to vote

Every Member present in person or represented by proxy or by a duly authorised attorney has one vote, whether on a show of hands or on a poll.

13.2 Casting vote

In the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote in addition to the vote or votes to which he or she may be entitled as a Member.

14 PROXIES

14.1 Appointment of proxy

A Member may appoint one proxy only, who must be another Member or representative of another Member, and that proxy is entitled to vote on a show of hands or on a poll. An instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the chairperson of the meeting to which it relates.

14.2 Instrument of proxy

The instrument appointing a proxy must be in writing signed by the appointor or by their attorney duly authorised in writing.

14.3 Proxy to be deposited at office

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a notarially certified copy of that power or authority (or a copy certified in another manner acceptable to the Directors) must be either deposited at or faxed to the Office (or other electronic, fax or physical address specified for that purpose in the notice convening the meeting) not less than 24 hours before the time for holding the meeting or adjourned meeting or taking of the poll at which the person named in the instrument proposes to vote and in default the instrument of proxy will not be treated as valid.

14.4 Form of proxy

Every instrument of proxy whether for a specified meeting or otherwise must as nearly as circumstances will admit be addressed to the Company and contain the following information:

- (a) the Member's name and address;
- (b) the Company's name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meetings at which the appointment may be used,

or in such other form as the Directors from time to time prescribe or in a particular case accept.

14.5 Power to demand poll

The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.

14.6 Votes of proxies

A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed provided that no intimation in writing of the death unsoundness of mind or revocation has been received by the Company before the meeting or adjourned meeting at which the instrument is used. A proxy is not revoked by the appointor attending and taking part in any meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for that appointor has no vote as proxy on that resolution.

14.7 Identification of proxy

The chairperson of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairperson that they are the person nominated as proxy in the form of proxy lodged under this Constitution and failing compliance that person may be excluded from voting either upon a show of hands or upon a poll.

14.8 Power of attorney

If a Member executes or proposes to execute an instrument or to act by or through an attorney they must:

- (a) produce to the Company for noting the instrument appointing the attorney;
- (b) pay the prescribed fee (if any) for that noting; and
- (c) (if required) file with the Company a certified copy of the last-mentioned instrument which is to be retained by the Company.

The Directors may on the first production of that instrument of attorney and from time to time subsequently require any evidence as they think fit that the instrument of attorney is effective and current.

15 DIRECTORS

15.1 Number

The number of Directors must be not less than 3 and not more than 9.

15.2 Directors must be Members

The Directors must be Members, however, unless otherwise resolved by the Board, a Member may not become a Director unless they have been a Member for at least 6 months.

15.3 Appointment by Directors

The Directors may at any time appoint any person as a Director either to fill a casual vacancy or as an addition to their number.

15.4 Term of office

Any Director, whether appointed by the Directors pursuant to **clause 15.3**, appointed in general meeting under **clause 17.1**, or elected under **clause 17.6**, holds office until the next following annual general meeting of the Company at which an election is to be held under clause 17.3, and is eligible for re-election.

15.5 No remuneration

No Director may receive any remuneration for their services whether as an officer or as a Member, however this clause does not preclude remuneration being paid to an officer or Member for services beyond the officer's or Member's obligations as officer or Member.

15.6 Directors vacancies

Should the number of Directors fall below the minimum number fixed in accordance with this Constitution the Directors may act for the purpose of increasing the number of Directors to the minimum or of summoning a general meeting of the Company or in emergencies but for no other purpose.

16 POWERS AND DUTIES OF DIRECTORS**16.1 Management of the Company**

- (a) The management of the business and affairs of the Company is to be vested in the Directors who, in addition to the powers and authorities conferred by this Constitution or otherwise, may exercise all powers and do all acts and things as can be exercised or done by the Company and are not required to be exercised or done by the Company in general meeting.
- (b) The powers of the Directors are subject to the Corporations Law and this Constitution.

16.2 Cheques, bills, etc.

All cheques promissory notes drafts bills of exchange and other negotiable instruments and receipts for money paid to the Company must be signed drawn accepted endorsed or otherwise executed by the persons and in the manner as the Directors determine.

16.3 Sale of undertaking

Any sale or disposal by the Directors of the Company's whole undertaking or of the Company's main undertaking is conditional upon ratification by the Company in

general meeting. At the meeting to ratify any sale or disposal, any person who may benefit from the sale or disposal must not vote on the resolution.

17 APPOINTMENT AND REMOVAL OF DIRECTORS

17.1 Appointment by general meeting

The Company in general meeting may by ordinary resolution appoint any Member as a Director to fill a position from which a Director has resigned.

17.2 Removal of Directors

The Company in general meeting may remove a Director from office by ordinary resolution. However, no resolution for the removal of a Director from office is to be put to a general meeting unless notice signed by a Member duly qualified to vote at that meeting and signifying the intention of that Member to propose that resolution is received by the Company not less than 28 clear days before the date appointed for holding the meeting.

17.3 Timing of elections

An election for Directors must be held in conjunction with every second annual general meeting of the Company commencing with the 2006 annual general meeting.

17.4 Call for nominations

The Directors must call for nominations for the positions of Director at least 49 days before every annual general meeting at which an election is to be held, by sending to Members a call for nominations including an explanation of the election process.

17.5 Nominations

Any person wishing to be considered for election as a Director must, at least 35 days before the annual general meeting, post, electronically mail, deliver or fax to the Office a notice signed by the nominee consenting to the nomination, and if elected, appointment to the office. The nominee may attach to the notice a statement of no more than one A4 page in support of their nomination. The names of each person nominated under this **clause 17.5** must be set out in the notice of annual general meeting sent to Members.

17.6 Election of Directors

- (a) The number of vacancies for positions as Director shall be 9.
- (b) Unless otherwise resolved by the Directors, if the number of nominations is 9 or less, the persons nominated shall be deemed to be elected. In this event, the notice of annual general meeting shall include the names of the elected nominees.
- (c) If the number of nominations is 10 or more, a ballot shall be held.
- (d) If a ballot is required, the Company shall prepare and dispatch by post or electronic mail with the notice of annual general meeting a ballot form which indicates the names of the candidates, attaches the statement (if any) provided by each candidate, and places an empty box next to each name. The ballot form must be completed in accordance with **clause 17.6(e)** and,

in order to be valid, must be received by electronic mail, post, delivery or fax at the Office prior to the date of the annual general meeting.

- (e) In order to properly complete the ballot form, each Member shall vote for at least 1 and no more than 9 candidates, and rank them in order of preference, with the first preference indicated by “1” and so on. Subject to clause 17.6(f), each vote for a candidate counts as one vote, regardless of preference number. The positions shall be filled by those candidates who receive the most votes.
- (f) In the event that 2 or more candidates each receive the same amount of votes, the candidate who receives the greater number of first preferences shall be declared elected. Where candidates receive the same amount of first preferences, the candidate with the highest number of second preferences shall be declared the winner and so on.
- (g) Whether a ballot has been held or not, the results of the election are to be declared and take effect at the annual general meeting.

18 DISQUALIFICATION OF DIRECTORS

The office of a Director must be vacated if:

- (a) the Director ceases to be or is removed as a Director pursuant to the Corporations Law;
- (b) the Director becomes an insolvent under administration (as that term is defined in the Corporations Law) or makes any composition or arrangement with his or her creditors or any class of them;
- (c) the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) the Director resigns from office by notice in writing to the Company;
- (e) the period for which the Director is appointed expires;
- (f) the Director, without the permission of the other Directors, is absent from 3 consecutive meetings of the Directors; or
- (g) the Director is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of that interest as required by the Corporations Law.

19 DIRECTORS CONTRACTS

19.1 Directors’ interests

Subject to the Corporations Law:

- (a) no Director or proposed Director is disqualified by that office from:
 - (i) entering into a contract, agreement or arrangement with the Company;

- (ii) becoming or remaining a Director of any company in which the Company is in any way interested or which is in any way interested in the Company;
- (b) no contract, agreement or arrangement in which a Director is in any way interested, entered into by or on behalf of the Company can be avoided; and
- (c) no Director who:
 - (i) enters into a contract, agreement or arrangement in which the Director has an interest; or
 - (ii) is a director of the other company with which the Company has entered into the contract, agreement or arrangement,
 is liable to account to the Company for any profits or remuneration realised by that Director as a result of their being interested or being a director of the other company.

19.2 Declaration of interest

- (a) The nature of a Director's interest in any contract, agreement or arrangement must be declared by that Director at a meeting of the Directors in accordance with the Corporations Law as soon as practicable after the relevant facts have come to his or her knowledge.
- (b) A general notice that a Director is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this Article as regards the Director and the transactions. After giving the general notice it is not necessary for the Director to give any special notice relating to any particular transaction with that firm or corporation. It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Director in pursuance of this **clause 19.2**.

19.3 Votes by interested Directors

Subject to the Corporations Law, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

- (a) must not vote on the matter (or in relation to a proposed resolution under paragraph (ii) of this **clause 19.3** in relation to the matter, whether in relation to that or a different Director); and
- (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting,

unless:

- (i) the matter applies to an interest that the Director has as a Member in common with the other Members; or
- (ii) the Directors have passed a resolution that specifies the Director, the interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter.

20 PROCEEDINGS OF DIRECTORS

20.1 Procedure generally

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may from time to time determine the quorum necessary for the transaction of business. Until otherwise determined, 50% of the number of Directors at the time plus 1 shall constitute a quorum.

20.2 Calling of meetings

A Director may at any time and the Secretary must upon the request of a Director convene a meeting of Directors.

20.3 Notice of meetings

Notice of a meeting of Directors is to be given to all Directors except to a Director whom the Secretary when giving notice to other Directors reasonably believes to be outside Australia.

20.4 Chairperson of meetings

The Directors may elect a chairperson and a deputy-chairperson of their meetings and determine the period for which each is to hold office. If no chairperson or deputy-chairperson is elected or if at any meeting neither the chairperson nor the deputy-chairperson is present at the time appointed for holding that meeting the Directors present must elect one of their number to be chairperson of that meeting.

20.5 Decision of questions

Subject to **clause 20.9**, questions arising at any meeting of Directors are to be decided by a majority of votes. Each Director has one vote and a determination by a majority of the Directors will for all purposes be deemed a determination of the Directors. In case of an equality of votes at a meeting at which more than two Directors are present the chairperson has a second or casting vote.

20.6 Delegation to Committees

The Directors may delegate any of their powers to Committees consisting of Directors or other persons as the Directors think fit. Any Committee formed must in exercise of the powers delegated comply with the regulations that may be imposed on it by the Directors.

20.7 Procedure of Committees

The meetings and proceedings of Committees consisting of more than 1 person are to be governed by this Constitution regulating the meetings and proceedings of the Directors so far as they are applicable and are not superseded by any regulations made by the Directors under this Constitution.

20.8 Validation of irregular acts

All acts done by any meeting of the Directors or by a Committee or by any person acting as a Director will, even if it is later discovered that there was some defect in the appointment or continuance in office of a Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every person had been duly appointed or had duly

continued in office and was qualified and had continued to be a Director and had been entitled to vote.

20.9 Written resolutions

A resolution in writing signed by all the Directors for the time being in Australia (not being less than a quorum) is as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted. That resolution may consist of several copies of a document each signed by one or more Directors.

20.10 Voting authority

A Director who is unable to attend a meeting of the Directors may authorise another Director to vote at that meeting and the Director authorised will have a vote for each Director by whom they are so authorised in addition to their own vote. Any such authority must be in writing or by telex or facsimile transmission which must be produced at the meeting at which it is to be used and be left with the Secretary for retention with the Company's records.

21 MEETINGS OF DIRECTORS BY INSTANTANEOUS COMMUNICATION DEVICE

21.1 Conditions to be satisfied

For the purposes of these articles, the contemporaneous linking together by instantaneous communication device of a number of consenting Directors not less than the quorum, whether or not any one or more of the Directors is out of Australia, is taken to constitute a meeting of the Directors and all the provisions of these articles about meetings of the Directors apply to meetings held by instantaneous communication device provided that:

- (a) all the Directors for the time being entitled to receive notice of a meeting of Directors (including any Alternate Director) are entitled to notice of the meeting by instantaneous communication device and to be linked by instantaneous communication device for the purposes of a meeting and notice of a meeting by instantaneous communication is to be given on the instantaneous communication device or in any other manner permitted by these articles;
- (b) each of the Directors taking part in the meeting by instantaneous communication device can hear each of the other Directors taking part at the commencement of the meeting; and
- (c) at the commencement of the meeting each Director acknowledges to all the other Directors taking part his or her presence for the purpose of a meeting of the Directors.

21.2 Leaving the meeting

A Director shall not leave the meeting by disconnecting his or her instantaneous communication device unless he or she has previously obtained the express consent of the chairperson. A Director is conclusively taken to have been present and to have formed part of the quorum at all times during the meeting by instantaneous communication device unless he or she has previously obtained the express consent of the chairperson of the meeting to leave the meeting.

21.3 Minutes

A minute of the proceedings at such meeting by instantaneous communication device is sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting.

21.4 Definitions

For the purposes of this article “**instantaneous communication device**” includes telephone, television or any other audio or visual device which permits instantaneous communication.

22 BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or part of its undertaking assets and uncalled capital and to issue debentures debenture stock and other securities outright or as security for any debt contract guarantee engagement obligation or liability of the Company or of any third party and on the terms and conditions as the Directors think fit.

23 ALTERNATE DIRECTORS

- (a) Any Director may in writing appoint a person approved by the Directors to be an Alternate Director in the appointor's place during such period as the appointor thinks fit.
- (b) Every Alternate Director is entitled to notice of meetings of the Directors and (subject to the proviso to this clause) to attend and vote at those meetings and to exercise all the powers of the appointor in their place.
- (c) Where the Alternate Director is a Director they will have a separate vote on behalf of the Director they are representing in addition to their own vote.
- (d) Every Alternate Director is deemed to be an officer of the Company and must not be deemed to be the agent of the Director appointing him.
- (e) An Alternate Director is not entitled to receive remuneration from the Company for acting as alternate.
- (f) An alternate Director must vacate office if the appointor ceases to be a Director or removes the appointee by notice in writing to the Company provided that no alternate is to take part in the proceedings of the Board (unless invited by the chairperson so to do) or have any vote unless the Director who appointed them is absent.

24 MINUTES

The Directors shall cause minutes to be kept in accordance with the Corporations Law:

- (a) of the names of the Directors present at each meeting of the Directors and of any Committee; and
- (b) of all resolutions and proceedings of general meetings and of meetings of Directors and of Committees.

The minutes are to be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

25 LOCAL MANAGEMENT

25.1 Management

The Directors may from time to time provide for the management of the affairs of the Company in any part of the Australia or elsewhere in such manner as they think fit.

25.2 Agencies, branch offices, etc.

The Directors may establish agencies branch offices and local boards as they think fit and may do all acts matters and things as may be necessary for that purpose. The Directors may make regulations for the management of the agency branch office or local board as they from time to time think proper. The Directors may from time to time discontinue any agency branch office or local board or the appointment of any person holding office in the agency, branch office or local board.

26 SECRETARY

One or more Secretaries must in accordance with the Corporations Law be appointed by the Directors for the terms at the remuneration and upon the conditions as the Directors think fit. Any Secretary so appointed may be removed by the Directors.

27 ACCOUNTS

27.1 Accounting and other records

- (a) The Directors must cause proper accounting and other records to be kept and distribute copies of balance sheets if required by the Corporations Law.
- (b) The Directors must from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them are to be open to the inspection of Members not being Directors.
- (c) No Member (not being a Director) has a right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

27.2 Time for Accounts

The interval between the close of a financial year of the Company and the issue of the printed annual report and audited accounts relating to it must not exceed the period (if any) prescribed by the Corporations Law.

28 NOTICES

28.1 Modes of giving notice

A notice may be given by the Company to any Member either personally or by sending it by post to them at their registered address, or by electronic mail or other electronic communication device for which the Member has provided details. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of

post. If the Directors determine, a notice may be given by means of telex or facsimile transmission and service of the notice effected at the time at which in the ordinary course the telegram telex facsimile transmission would be delivered.

28.2 Persons entitled to notice of general meeting

Notice of every general meeting must be given in the manner authorised to:

- (i) every Member;
- (ii) the Auditor for the time being (if any) of the Company.

No other person is entitled to receive notices of general meetings.

28.3 Signature to Notice

The signature to any notice to be given by the Company may be written or printed or stamped.

29 INDEMNITY

29.1 Indemnity to officers

Every Director Secretary and other officer or servant of the Company is to be indemnified by the Company against (and it is the duty of the Directors out of the funds of the Company to pay) all costs losses and expenses (including any liabilities referred to in s 241(2) of the Corporations Law) which any Director Secretary or other officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by them as Director Secretary or other officer or servant or in any way in discharge of their duties including travelling expenses. This indemnity excludes liability that may by law or otherwise attach to the person in respect of any negligence default breach of duty or breach of trust of which they may be guilty in relation to the Company.

29.2 Defence of proceedings

Every Director, Director Agent Auditor Secretary and other officer for the time being of the Company is to be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings whether civil or criminal in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Corporations Law in which relief is granted to them by the Court in respect of any negligence default breach of duty or breach of trust.