

Constitution

**The Refrigerated Warehouse & Transport Association of Australia
Limited ACN 061 391 179**

(A public company limited by guarantee)

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1. Defined Terms and Interpretation

1.1 Defined Terms

In this constitution:

Board or **Board of Directors** means the board of directors of the company, and includes any sub-committee of that board.

Board Member means the Directors who are on the Board.

Chair means the chair of a general meeting, appointed in accordance with rule 10.4, which chair will be the managing Director.

Code of Conduct means the code containing the standard of conduct expected by the company of its Directors, senior executives and employees as adopted by the company (including all amendments, variations, replacements and substitutions to such code), from time to time.

Corporations Act means *Corporations Act 2001* (Cth) as amended from time to time.

Directors means the directors of the company, for the time being, and "*Director*" means one of them.

Immediate Past Chair means the person who preceded the current chair of the Board in accordance with rule 10.4.

Industry means Australian businesses involved in the storage, distribution and transportation of temperature-controlled products throughout the Australian Cold Chain.

Membership Classes means the classes of Membership to which an applicant may be admitted which are set out in rule 5.1(a).

Representative means a representative of the body corporate appointed under section 250D of the Corporations Act or a corresponding previous law.

Secretary means the secretary of the company, for the time being.

State Chapter means the related state and territory divisions of the company.

State Chapter Representative means a natural person, who is the Representative of a full member and who has been appointed by the State Chapter to represent such state or territory as a Director on the Board.

1.2 Interpretation

(a) General

- (i) A member is to be taken to be present at a general meeting, if the member is present in person or by proxy or nominated Representative.
- (ii) A Director is to be taken to be present at a meeting of Directors, if the Director is present in person or in attendance via approved mode of telecommunication.
- (iii) A reference in a rule, in general terms, to a person holding or occupying a particular office or position, includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (iv) In this constitution, headings are for convenience only and do not affect the interpretation of this constitution.

- (v) unless the contrary intention appears:
 - (A) words importing the singular include the plural and vice versa;
 - (B) words importing a gender include every other gender;
 - (C) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - (D) a reference to a person includes that person's successors and legal personal representatives; and
 - (E) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute.

- (b) **Application of the Corporations Act**
 - (i) This constitution is to be interpreted subject to the Corporations Act.
 - (ii) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Corporations Act, has the same meaning as in that provision.
 - (iii) Subject to rule 1.2(b)(ii), unless the contrary intention appears, an expression in a rule that is defined in section 9 of the Corporations Act has the same meaning as in that section.

- (c) **Exercise of Powers**
 - (i) The company may exercise in any manner permitted by the Corporations Act, any power which, under the Corporations Act, a company limited by guarantee may exercise, if authorised by its constitution.
 - (ii) Where this constitution provides that a person or body may do a particular act or thing and the word "may" is used, the act or thing may be done at the discretion of the person or body.
 - (iii) Where this constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised, and the duty must be performed by the holder for the time being of the office.
 - (iv) Where this constitution confers power on a person or body to delegate a function or power:
 - (A) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (B) the delegation may be either general or limited in any manner provided in the terms of delegation;

- (C) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position; and
- (D) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

(d) **Replaceable Rules not to Apply**

The replaceable rules contained in the Corporations Act from time to time do not apply to the company.

2. Nature of Company and Liability

2.1 Nature of Company

The company is a public company limited by guarantee.

2.2 Liability of each member is limited

The liability of each member is limited. Each member guarantees to contribute up to a maximum of \$2.00 dollars to the assets of the company if it is wound up while he, she or it is a member, or within one year afterwards, and at the time of winding up the debts and liabilities of the company exceed its assets. The liability of each member is limited to making such contribution and no more.

2.3 Not for profit

The company shall operate for the pursuit of the objects as set out in rule 3 and not for the pursuit of profit.

3. Objects of the Company

The objects of the company are as follows:-

- (a) to provide insightful and ethical leadership to the Industry;
- (b) to promote, foster and advance the interests, growth and prosperity of the Industry;
- (c) to vigorously engage all stakeholders throughout each state and territory of Australia;
- (d) to provide a centre to which all enquiries relating to matters of interest to the Industry may be directed;
- (e) to co-ordinate the activities of the members to achieve the objectives;
- (f) to provide, through collaborative endeavours, a single, rational and resonating voice for the members;
- (g) to make representations to Government authorities, other organisations and any relevant authorities to advance the interests of members in all matters relating to the Industry;
- (h) to provide member access to relevant information and expertise to compile and supply reports, statistics and other material of value to members;

- (i) to initiate, sponsor or conduct research and development of techniques, practices, procedures and equipment for the benefit of the members;
- (j) to publish, broadcast or convene and hold meetings and seminars to disseminate information to members;
- (k) to develop and promote a culture of professionalism, throughout the Industry;
- (l) to develop and promote guidelines and standards of appropriate conduct for any aspect of the industry;
- (m) to assist and co-operate with other bodies, whether in Australia or elsewhere, which have objects similar to those of the company, and likewise, obtain the assistance and co-operation of such bodies, and to affiliate with, or become a member of, any such bodies, to satisfy the objectives;
- (n) to promote the benefits of an efficient and effective cold chain to consumers and Government authorities alike;
- (o) to carry out such other functions and purposes which are necessary or incidental to the objects.

4. Legal Capacity and Powers of the Company

The company has all of the powers of a natural person and of a body corporate, including those set out in the Corporations Act.

5. Membership

5.1 Classes of Membership

- (a) Unless otherwise resolved by the company in a general meeting, membership of the company may be accessed in accordance with the criteria applicable to each of the following membership classes:
 - (i) Full Member (Public Warehousing);
 - (ii) Full Member (Private Warehousing);
 - (iii) Corporate Member (by Invitation of the Board);
 - (iv) Associate Member;
 - (v) Professional Member; and
 - (vi) Life Member,and, in accordance with the rights attaching to them in this rule 5.
- (b) Any organisation, company, entity or natural person, meeting the prerequisites of a particular class of membership, may apply to be admitted to membership of the company.
- (c) Subject to the Corporations Act and the terms of a particular class of membership, the company may vary or cancel rights attached to being a member of that class, or convert a member from one class to another, by special resolution at a general meeting, or a special resolution of the Board.

- (d) The company may in its absolute discretion amend the definition of each of the Membership Classes and may in its absolute discretion establish other grades of membership.

5.2 Full Members (Public Warehousing)

- (a) A body corporate may apply for admission to the company as a Full Member (Public Warehousing).
- (b) A Full Member (Public Warehousing) has:
 - (i) a right to receive notices, and to attend and to speak on any matter at any general meeting of the company;
 - (ii) a right to one (1) vote at any general meeting of the company; and
 - (iii) a right to request and receive information from the company, to enable the member to form judgement about the overall performance of the company and to communicate such judgements to the Board.

5.3 Full Members (Private Warehousing)

- (a) A body corporate may apply for admission to the company as a Full Member (Private Warehousing).
- (b) A Full Member (Private Warehousing) has:
 - (i) a right to receive notices, and to attend and to speak on any matter at any general meeting of the company;
 - (ii) a right to one (1) vote at any general meeting of the company; and
 - (iii) a right to request and receive information from the company, to enable the member to form judgement about the overall performance of the company and to communicate such judgements to the Board.

5.4 Corporate Members

- (a) The company may (in its discretion) invite a body corporate to be admitted to the company as a Corporate Member.
- (b) A Corporate Member has:
 - (i) a right to appoint one (1) representative to the Board;
 - (ii) a right to receive notices, and to attend and to speak on any matter at any general meeting of the company;
 - (iii) a right to one (1) vote at any general meeting of the company; and
 - (iv) a right to request and receive information from the company, to enable the member to form judgement about the overall performance of the company and to communicate such judgements to the Board.

5.5 Associate Members

- (a) A body corporate may apply for admission to the company as an Associate Member.
- (b) An Associate Member has:

- (i) a right to receive notices, to attend and to speak at any general meeting of the company;
- (ii) no right to vote at any general meeting of the company; and
- (iii) a right to request and receive information from the company, to enable the member to form judgement about the overall performance of the company and to communicate such judgements to the Board.

5.6 Professional Members

- (a) A natural person, who can demonstrate that he or she has a genuine professional interest in the Cold Chain, may apply for admission to the company as a Professional Member.
- (b) A Professional Member has:
 - (i) a right to receive notices of, to attend and to speak at any general meeting of the company;
 - (ii) no right to vote at any general meeting of the company; and
 - (iii) a right to request and receive information from the company to enable the member to form judgement about the overall performance of the company and to communicate such judgements to the Board.

5.7 Life Members

- (a) A natural person who has, in the opinion of the Board, demonstrated great commitment to the company and who has met the criteria, as determined by the Board, may be admitted to the company as a Life Member.
- (b) A Life Member has:
 - (i) a right to receive notices, and to attend and to speak at any general meeting of the company;
 - (ii) no right to vote at any general meeting of the company; and
 - (iii) a right to request and receive information from the company, to enable the member to form judgement about the overall performance of the company and to communicate such judgements to the Board;
- (c) There is no limit on the term of membership for a Life Member, unless there is a cessation or expulsion under rule 7.

5.8 Members of the Company

- (a) The members of the company are those members who have:-
 - (i) made application for membership as prescribed by the rules;
 - (ii) been admitted by the Board to membership of the company; and
 - (iii) paid the prescribed membership fee.
- (b) The term of a membership will be for one (1) calendar year, or part thereof, commencing on the 1st of January and concluding on the 31st December of each year.

- (c) In order to remain a member of the company, the member must pay the prescribed fees and continue to meet the membership criteria, as may be determined by the Board, from time to time.
- (d) Life Membership is not subject to rules 5.8 (a)-(c).

5.9 Form of Application

- (a) All applications for membership of the company shall be:
 - (i) made in the form decided by the Board;
 - (ii) be addressed to the Secretary and accompanied by such documents or evidence as to eligibility, as may be required by the Board.
- (b) All applications for membership shall be submitted to the Board for approval, in accordance with these rules.

5.10 Membership not Transferable

No membership interest, benefit or right of any member is capable of being sold or transferred, in any manner whatsoever, and a membership interest shall automatically lapse, if there is any such purported sale or transfer or agreement to affect same.

5.11 Certificates

The company may issue to each member, free of charge, a certificate of membership, annually.

5.12 Membership Numbers

The company will have not less than five (5) members, unless otherwise resolved by the company in a general meeting.

6. Admission to membership

- (a) The Board must consider all duly completed applications for membership, as soon as practicable after receipt and determine in its discretion, the acceptance or rejection of the applicant for membership.
- (b) If an application for membership is accepted:
 - (i) the Secretary must notify the applicant of admission; and
 - (ii) the name and details of the applicant must be entered into the company register, in accordance with the Corporations Act.
- (c) If an application for membership is rejected, the Secretary must notify the applicant that the application has been rejected.
- (d) The Directors do not have to give reasons for rejecting or accepting an application for membership.

7. Removal and Cessation of Membership

7.1 Resignation

- (a) A member may resign from membership of the company, by leaving written notice to that effect at the registered office of the company addressed to the Secretary.
- (b) Unless the notice provides otherwise, the resignation of a member is deemed to take effect from the date such notice is delivered to the registered office.

7.2 Expulsion of Member

- (a) The Directors may resolve to expel a member if:
 - (i) the member has, in the opinion of the Directors (and only after such member being provided with at least a seven (7) day period within which to, either orally or in writing, present any explanation or defence to the Directors), wilfully refused or neglected to comply with the provisions of this constitution;
 - (ii) the member does not pay the applicable membership fee, or any outstanding debt arising from membership of the company, within 30 days after the due date;
 - (iii) the conduct of the member, in the opinion of the Directors (and only after such member being provided with at least a seven (7) day period within which to, either orally or in writing, present any explanation or defence to the Directors), is unbecoming of the member or prejudicial to the interests or reputation of the company; or
 - (iv) the member is, or any step is taken for the member to become, bankrupt or for the appointment of an external administrator, liquidator, manager, receiver, administrator receiver or other similar officer.
- (b) Where a resolution is passed under rule 7.2(a), the company must give that member notice in writing of the expulsion within seven (7) days of the resolution.
- (c) A resolution under rule 7.2(a) takes effect on the date of the resolution.
- (d) The Directors may reinstate an expelled member on any terms and at any time as the Directors resolve, including a requirement that all amounts due, but unpaid by the expelled member, are paid.

7.3 Cessation Events

- (a) A person will cease to be a member of the company upon the happening of any of the following:
 - (i) the death of the member;
 - (ii) the bankruptcy of the member; or
 - (iii) the member becoming of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health.
- (b) The estate of a deceased member is not released from any liability in respect of that person being a member of the company.

8. No profits for Members

8.1 Transfer of Income or Property

Subject to the operation of rule 8.2, the assets and income of the company shall be applied solely in furtherance of the objects of the company and no portion of the income or assets of the company may be paid or transferred, directly or indirectly to any member, except as *bona fide* compensation for services rendered or expenses incurred, on behalf of the company.

8.2 Payments, Services and Information

Nothing in rule 8.1 prevents the payment in good faith of:

- (a) remuneration to any officers or employees of the company, for services actually rendered to the company;
- (b) an amount to any member, in return for any services actually rendered to the company; or for goods supplied in the ordinary and usual course of business.

9. Fees

- (a) The Directors may prescribe the payment of fees or levies by members in the amounts and at the times as the Directors resolve.
- (b) A notice of fees must be in writing and specify the amount of the fee, the preferred method of payment and the date the payment is due.
- (c) A member must pay to the company the full amount of each fee levied as specified in the notice of the fee. The company may recover an amount due and payable under rule 9 from a member by commencing legal action against the member for all or part of the amount due.

10. General Meetings

10.1 Convening of General Meetings:

- (a) A general meeting may be convened by:
 - (i) the Directors, by resolution of the Board; or
 - (ii) the Full Members, Corporate Members or the Court, in accordance with sections 249E, 249F and 249G of the Corporations Act.
- (b) A general meeting must be convened by the Directors, in accordance with section 249D of the Corporations Act.
- (c) The company must hold an annual general meeting, as required by, and in accordance with, the Corporations Act.
- (d) A general meeting may be held in two (2) or more places, linked together by any technology, that gives the members as a whole in those places a reasonable opportunity to participate in proceedings, enables the chair to be aware of proceedings in each place, and enables the members in each place to vote on a show of hands and on a poll.

10.2 Notice of General Meetings

- (a) Subject to this constitution, notice of a general meeting must be given within the time limits prescribed by the Corporations Act, to each person, who is, at the date of the notice a member of the company.
- (b) A notice of a general meeting must specify the date, time and place of the meeting, and must state the general nature of the business to be transacted at the meeting and any other matters required under the Corporations Act.
- (c) A person may waive notice of any general meeting by notice in writing to the company.

10.3 Quorum at General Meetings

- (a) No business may be transacted at any general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business and remains present throughout the meeting.
- (b) A quorum consists of one-half (1/2) of the members recorded on the Roll of Members and who are entitled to vote, as at that time.
- (c) If a quorum is not present within 30 minutes after the appointed time:
 - (i) where the meeting was convened by, or at the request of, a member or members, the meeting must be dissolved; or
 - (ii) in any other case, the meeting stands adjourned to the day, time and place, as the Directors determine.

10.4 Chair of General Meetings

- (a) The chair of Directors must preside as Chair at each general meeting, if present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) The Directors present at a general meeting may elect a person present to chair the meeting if there is no chair of Directors present and/or willing to act.

10.5 Conduct of General Meetings

- (a) Except as set out elsewhere in this rule 10, general meetings of the company will be called and held in accordance with the Corporations Act.
- (b) The Chair is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in his or her opinion necessary or desirable for:
 - (i) proper and orderly debate or discussion, including limiting the time that a person present may speak on a motion or other item of business before the meeting; and
 - (ii) the proper and orderly casting or recording of votes at the general meeting, whether on a show of hands or on a poll, including the appointment of scrutineers.
- (c) The Chair may, at any time during the course of the meeting, adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting, either to a later time at the same meeting or to an adjourned meeting.

10.6 Decisions at General Meetings

- (a) A resolution put to the vote of a general meeting, must be decided on a show of hands, unless a poll is demanded.
- (b) Except in the case of any resolution which as a matter of law requires a special resolution, questions arising at a general meeting are to be decided by a majority of votes cast by the members present at the meeting and entitled to vote, and that decision is for all purposes a decision of the members.
- (c) Subject to the Corporations Act, in the case of an equality of votes upon any proposed resolution at a meeting of members, the Chair shall have a casting vote.

10.7 Voting Rights

- (a) The members present at the meeting and entitled to vote have the following voting rights:
 - (i) on a show of hands, every person present who is the appointed Representative of a member has one vote; and
 - (ii) on a poll, every person present, who is the appointed Representative of a member or a member who is represented by proxy or attorney has one vote.
- (b) A member present at a general meeting who would otherwise be entitled to vote is not entitled to vote on any resolution if any fees or any other amount due and payable by that member to the company under this constitution have not been paid.
- (c) Where a person present at a general meeting who is entitled to vote represents personally or by proxy or Representative more than one member, the following rules apply to a vote taken on a show of hands:
 - (i) the person is entitled to one vote only despite the number of members the person represents; and
 - (ii) the person's vote will be taken as having been cast for all the members the person represents.

10.8 Representation at General Meetings

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
 - (i) in person or, where a member is a body corporate, by its Representative; or
 - (ii) by proxy.
- (b) A proxy or Representative may be a member of the company but does not have to be a member.
- (c) A proxy or Representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) The Chair of a meeting may require any person purporting to act as a proxy or Representative, to establish to the satisfaction of the Chair, that the person has been validly appointed and is the person named in the relevant instrument of appointment, failing which, the person may be excluded from attending or voting at the meeting.
- (e) An instrument appointing a Representative must be in a form as the Directors may prescribe or accept and acceptance of a proxy is at the sole discretion of the Chair.

- (f) The proxy shall vote on the proposed resolution as directed in the instrument.
- (g) The authority of a proxy to speak and vote for a member at a general meeting is suspended while the member is present at the meeting.

10.9 Resolutions without meetings

- (a) The company may pass a resolution without a general meeting being held, if all of the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution as set out in the document.
- (b) For the purposes of rule 10.9(a):
 - (i) the document may be sent to members electronically;
 - (ii) the resolution is passed, when the last member signs;
 - (iii) an electronic signature may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (c) Where a document is signed in accordance with rule 10.9(a), the document is to be taken as a minute of the passing of the resolution.

11. Directors

11.1 Appointment and Removal of Directors

- (a) The minimum number of Directors is 3. The maximum number of Directors is to be fixed by the Directors. The Directors must not determine a maximum which is less than the number of Directors in office at the time the determination takes effect.
- (b) The Board will consist of:
 - (i) the Chair;
 - (ii) the Immediate Past Chair;
 - (iii) the State Chapter Representative of each of the active State Chapters;
 - (iv) a nominated Representative of each Corporate Member (see rule 5.4); and
 - (v) such other special persons appointed in accordance with rule 11.1(d).
- (c) The Directors in office, on the date that this constitution was adopted by the company, continue in office, but on the terms and conditions set out in this constitution.
- (d) The company may, by resolution, elect a natural person who is not a member of the company to be a Director, as an additional Director, to enhance (due to his professional experience) the effectiveness of the Board and further the objects of the company.
- (e) All Directors, other than the Chair, the Immediate Past Chair and a Director appointed by a Corporate Member, must retire from office at the next annual general meeting, following his or her appointment. Such Directors remain eligible for re-election.
- (f) An election of Directors must take place each year.
- (g) A person may be elected to the office of a Director at a general meeting provided that:

- (i) the Board receives written notice of the nomination of such person for election at least 7 days before the meeting; and
- (ii) the notice of nomination is signed by the person being nominated, signifying his or her consent to the nomination.

11.2 Vacation of Office

- (a) In addition to the circumstances prescribed by the Corporations Act, the office of a Director becomes vacant if the Director:
 - (i) becomes of unsound mind;
 - (ii) becomes bankrupt;
 - (iii) is convicted of an indictable offence; or
 - (iv) fails to attend more than three consecutive meetings of the Directors, without leave of absence from the Directors.
- (b) Nothing in rule 11.2(a) prevents a Director from vacating his or her office, if the Director resigns by notice in writing to the company.

11.3 Remuneration of Directors

- (a) The Directors of the company are not entitled to remuneration out of the funds of the company.
- (b) A Director may submit a request to be reimbursed for all travelling and other expenses properly incurred by them in connection with the affairs of the company, which shall be considered by the Board.

11.4 Conflict of Interest

Where a Director has a material personal interest in a matter to be considered at a meeting, that Director must not be present while the matter is being considered at the meeting or vote on the matter.

11.5 Powers and Duties of Directors

- (a) The Directors are responsible for managing the business of the company and may exercise all the powers confirmed under the Corporations Act or this constitution.
- (b) Without limiting the generality of rule 11.5(a), the Directors may exercise all the powers of the company to borrow or otherwise raise money, to charge any property or business of the company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.
- (c) The Directors may:
 - (i) appoint or employ any person to be an officer, agent or attorney of the company for the purposes, for the period and on the conditions as they think fit; and
 - (ii) resolve to delegate any of their powers to an officer, agent or attorney and the officer, agent or attorney must exercise the powers delegated in accordance with any directions of the Directors.

- (d) The Directors must comply with the Code of Conduct (if any) in exercising their powers and duties and performing their office. This rule does not apply to the extent that it is inconsistent with the Corporations Act.

11.6 Proceedings of Directors

- (a) The Directors may hold meetings for the conduct of business and adjourn and otherwise regulate their meetings, as they think fit.
- (b) Subject to the Corporations Act, the contemporaneous linking together, by a form of technology, constitutes a meeting of the Directors.

11.7 Convening of meetings of Directors

- (a) A Director may, whenever the Director thinks fit, convene a meeting of the Directors.
- (b) The Secretary must, on the request of a Director, convene a meeting of the Directors.

11.8 Notice of Meetings of Directors

- (a) A notice of a meeting of Directors must be given to each person who is, at the time of giving the notice, a Director of the company.
- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of, or form of technology for, the meeting;
 - (ii) must state the nature of the business to be transacted at the meeting; and
 - (iii) may be given in person, by post or, subject to the Corporations Act, by a form of technology.

11.9 Quorum at Meetings of Directors

- (a) No business may be transacted at a meeting of Directors, unless there is a quorum of Directors at the time the business is dealt with.
- (b) A quorum consists of one-half (1/2), plus one, of the Board members at that time.

11.10 Chair and Immediate Past Chair of Directors

- (a) The Directors must elect one of the Directors to the office of chair of Directors at their first meeting of Directors each year.
- (b) The elected Director will hold the office of Chair for a term of not more than three years.
- (c) Succession to the office of Chair and Immediate Past Chair and the retirement from office of the Immediate Past Chair shall follow convention.

11.11 Decisions of Directors

- (a) A meeting of Directors, at which a quorum is present, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this constitution.
- (b) Questions arising at a meeting of Directors are to be decided by a majority of votes cast by the Directors present and a decision of that kind is for all purposes a determination of the Directors.

- (c) Subject to the Corporations Act, in the case of an equality of votes upon any proposed resolution at a meeting of Directors, the Chair shall have a casting vote

11.12 Written Resolutions

- (a) An act, matter or thing is taken to have been done or a resolution passed by a meeting of the Directors, if a document containing a statement to that effect is assented to by all of the Directors present at the meeting.
- (b) A Director may signify assent to a document by signing the document or by notifying the company of the Director's assent in person or by post, facsimile, electronic, telephone or other method of written, audio or audio visual communication.

11.13 Committees of Directors

- (a) The Directors may resolve to delegate any of their powers to a committee or committees consisting of such number of Directors as they think fit. The Directors may also revoke or vary any power so delegated.
- (b) Before establishing a committee, the Directors must prepare regulations for the committee to be established and all appointments to the committee must be made in accordance with the procedures and requirements specified in the regulations. The Directors may review, amend and vary the regulations from time to time.

12. Executive Officers

- (a) The Directors may appoint a person or persons to the office of executive officer for the company, which person must only exercise the powers conferred on them by the Board, as determined from time to time.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions the Directors think fit.
- (c) An executive officer is not required to be a member to qualify for appointment.

13. Secretaries

The Directors may appoint at least one Secretary and may appoint additional secretaries.

14. Winding Up

Upon the winding up or dissolution of the company, any assets remaining after satisfaction of all of the company's debts and liabilities, will not be paid to or distributed among the members, but will be transferred to some other organisation determined by the Board at or before the time of winding up or dissolution of the company and, in default of any determination, by the Supreme Court of Queensland, Australia:

- (a) which has objectives similar to the objectives of the company;
- (b) whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of rule 8; and
- (c) which, if the company is a public benevolent institution for the purposes of any Commonwealth taxation law, is a public benevolent institution for the purposes of any Commonwealth taxation law.

15. Minutes and Records

15.1 Minutes

The Directors must cause minutes of:

- (a) all proceedings and resolutions of general meetings;
- (b) proceedings and resolutions of meetings of the Directors and of committees of the Directors; and
- (c) resolutions passed by Directors, without a meeting,

to be recorded and entered in books kept for that purpose, within one month after the meeting is held or the resolution is passed.

15.2 Signing of Minutes

- (a) Minutes of a meeting must be signed by the Chair of the meeting or the Chair of the next meeting, within a reasonable time after the meeting.
- (b) Minutes of the passing of a resolution, without a meeting, must be signed by a Director within a reasonable time after the resolution is passed.

15.3 Inspection of Records

- (a) Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the company or any of them will be open to the inspection of members, other than Directors.
- (b) A member other than a Director does not have the right to inspect any books, records or documents of the company, except as provided by law or authorised by the Directors.
- (c) The company must establish and administer all registers required to be kept by the company in accordance with the Corporations Act and each member must provide the company with such information as is required for the company to comply with this rule 15.3(c). If events occur which would cause the information contained a register maintained by the company to be inaccurate, the member must notify the company of the change in writing and within twenty-one (21) days of the date of such change occurring.
- (d) Unless proved incorrect, the register is sufficient evidence of the matters shown in the register.
- (e) The company must keep the financial records required by the Corporations Act.

16. Application of Benefit

The income and property of the company shall be applied solely towards the promotion of the objects and purposes of the company. No portion of the income or property of the company shall be paid or transferred, directly or indirectly by way of dividend, bonuses or otherwise to any member.

17. Indemnity and Insurance

17.1 Application

Rules 17.2 and 17.4 apply to each person who is or has been a Director of the company.

17.2 Directors Indemnity

The company may indemnify, to the extent permitted by law, each person to whom this rule 17.2 applies for all losses or liabilities incurred by the person as an officer of the company including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis.

17.3 Extent of Indemnity

The indemnity in rule 17.2:

- (a) is a continuing obligation and is enforceable by a person to whom rule 17.2 applies even though that person may have ceased to be an officer of the company;
- (b) applies to losses and liabilities incurred both before and after the date of adoption of that rule; and
- (c) operates only to the extent that the loss or liability is not paid by insurance.

17.4 Insurance

The company may, to the extent permitted by law, purchase and maintain insurance for any person to whom this rule 17.4 applies, against any liability incurred by the person, as an officer of the company, including, but not limited to, a liability for negligence or for legal costs.

18. Notices

18.1 Notices by the company to members or Directors

A notice may be given by the company to a member or Director by serving it personally at, or by sending it by post in a prepaid envelope to, the member's or Director's (as the case may be) address, as shown in the register of members and the register of Directors; or by or electronic mail to an electronic address, as the member or Director (as the case may be) has supplied to the company for the giving of notices.

18.2 Notices by members or Directors to the company

Subject to this constitution, a notice may be given by a member or Director to the company by serving it on the company at, or by sending it by post in a prepaid envelope to, the registered office of the company or by electronic mail to the electronic address at the registered office of the company.

18.3 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected on the day after the date of its posting.
- (b) Where a notice is sent by electronic mail, service of the notice is taken to be effected if the sender receives a confirmation of delivery and is to have been effected on the Business Day after it is sent.

18.4 Notices in writing

A reference in this constitution to a notice in writing includes a notice given by facsimile, electronic mail or another form of written communication.

19. Rules

19.1 Power to formulate rules of the company

Without limiting the Board's powers under this constitution, the Board may from time to time pass resolutions to make regulations and rules relating to:

- (a) the delegation by the Board of its powers to committees;
- (b) the powers, role and function of any committee members, executive or Directors (including the terms of appointment of any executive director);
- (c) any other matter not being inconsistent with this constitution which relates to the operations or conduct of the company.

19.2 Inconsistency

In the event of any inconsistency between rules or regulations formulated pursuant to rule 19.1 and the provisions of this constitution or the provisions of the Corporations Act, the provisions of this constitution and the Corporations Act shall prevail.

19.3 Submission to jurisdiction

Each member submits to the non-exclusive jurisdiction of the Supreme Court of the State or Territory in which the registered office of the company is located, the Federal Court of Australia and the Courts which may hear appeals from those Courts.