
The Alannah and Madeline Foundation Limited

Constitution

(Including all amendments to 1/12/06)

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CORPORATIONS ACT 2001 (CTH)
A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
CONSTITUTION
OF
THE ALANNAH AND MADELINE FOUNDATION LIMITED

1 Interpretation

1.1 Replaceable Rules Inapplicable

The replaceable rules now and hereinafter contained in the Corporations Law do not apply to this Company unless repeated in this Constitution or specifically made applicable to this Company by a provision of this Constitution.

1.2 Definitions

In this Constitution unless the context otherwise requires:

"Advisory Board" means the advisory board referred to in clause 14.11;

"Board" means the board of Directors;

"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 14.6;

"Company" means The Alannah and Madeline Foundation Limited;

"Constitution" means this constitution and all supplementary constituted or amending Constitutions for the time being in force;

"Corporations Law" means the Corporations Law of Victoria;

"Director" includes any person occupying the position of a director of the Company by whatever named 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;

"Foundation" means the public charitable trust known as The Alannah and Madeline Foundation established by a trust deed made on 10 June 1997;

"Members" means persons admitted as members of the Company pursuant to clause 2;

"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;

"Seal" means the common seal of the Company; and

"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 Part 1.2 of the Corporations Law applies in relation to this Constitution as if this Constitution were an instrument referred to in section 110B thereof.

1.4 Headings

Headings do not affect the interpretation of this Constitution.

2 Members

2.1 Initial Members

The first Members will be each of the persons who is a trustee of the Foundation immediately prior to the registration of the Company.

2.2 Further Members

The Company may admit as a Member any person who:

- (a) is appointed as a member of the Advisory Board and who is then approved as a Member by the Board;
- (b) signs and forwards notice to the Secretary agreeing to be bound by the Company's Constitution.

2.3 Cessation of Membership

A person ceases to be a Member if the person:

- (a) ceases to be a Director;
- (b) ceases to be a member of the Advisory Board;
- (c) resigns his or her membership by written notice to the Directors; or
- (d) dies.

3 Register of Members

The Secretary shall keep at the Office the Register and shall 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 must not be used for any other purpose and is to be open for inspection by Members.

4 General Meetings

4.1 Annual General Meeting

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

4.2 Holding of General Meetings

General meetings are to be held at the times and places prescribed by the Company in general meeting or if no time or place is prescribed as are determined by the Board. A general meeting may be held in one place or two or more places. If a general meeting is held in two or more places, the Company must use technology that gives Members as a whole a reasonable opportunity to participate at that general meeting.

4.3 Convening of General Meetings

The Directors may whenever they think fit and must upon a requisition made in accordance with section 249D of the Corporations Law convene a general meeting of the Company.

4.4 Notice of Meetings

At least twenty-one (21) days notice must be given of a meeting of Members unless the Corporations Law otherwise provides. 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.

4.5 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.

4.6 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 Directors 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.

4.7 Resolutions Evidenced by Each Member

Any written resolution of the Company determined on without a general meeting (whether in one document or in several copies) and signed by each Member entitled to vote is as valid and effectual as a resolution duly passed at a general meeting of the Company unless the Corporations Law requires a resolution to be passed at a general meeting of the Company.

5 Proceedings at Meetings

5.1 Quorum

At least one-third of the Members (or if that is not a whole number, the next whole number greater than one-third of the Members) or three (3) Members (whichever is the greater) at the relevant time 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.

5.2 Lack of Quorum

If within thirty (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 thirty (30) minutes after the time appointed for the meeting three (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.

5.3 Chairman

The chairman of Directors may preside as chairman at every general meeting. If there is no chairman or if the chairman is not present within fifteen (15)

minutes after the time appointed for the meeting or is unable or unwilling or refuses to act as chairman of the meeting the Directors must choose another Director as chairman. 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 chairman.

5.4 Adjournment

The chairman 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.

5.5 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 thirty (30) days or more in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

5.6 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 chairman or (other than on the election of the chairman of a meeting or the adjournment of a meeting) by not less than three (3) Members having the right to vote at the meeting.

5.7 Minutes as Evidence of Result

Unless a poll is duly demanded, a declaration by the chairman that a resolution has on the 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 chairman 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

5.8 Taking of Poll

If a poll is duly demanded it must be taken in the manner and at the time and place as the chairman 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 chairman 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 chairman shall determine the dispute and the determination made in good faith will be final and conclusive.

6 Votes of Members

6.1 Entitlement to vote

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

6.2 Casting Vote

In the case of an equality of votes whether on a show of hands or on a poll the chairman 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.

7 Proxies

7.1 Appointment of Proxy

A Member may appoint another person as a proxy and that proxy is entitled to vote on a show of hands or on a poll.

7.2 Instrument of Proxy

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

7.3 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 Board) must be deposited at the Office (or other place specified for that purpose in the notice convening the meeting) not less than twenty-four (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.

7.4 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 in the following form:

I/We

of

being a member/members of the Company appoint

of

as my/our proxy to vote for me/us and on my/our behalf at the general meeting of the Company to be held on the day of and at any adjournment thereof.

This form is to be used *in favour of/against the resolution.

*Strike out whichever is not desired. Unless otherwise instructed the proxy may vote as he or she thinks fit.

As witness my/our hand/s this day of

Signed by the said

in the presence of:

or in such other form as the Directors from time to time prescribe or in a particular case accept. 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 chairman of the meeting to which it relates.

7.5 Power to Demand Poll

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

7.6 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.

7.7 Identification of Proxy

The chairman of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairman that he or she is 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.

7.8 Power of Attorney

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

- (a) produce to the Company for noting the instrument appointing the attorney; and
- (b) (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.

8 Directors

8.1 Number

The number of Directors shall not be less than six (6) nor more than fourteen (14) or such other number as the Company in general meeting may from time to time resolve. If the number of Directors in office at any time falls below six (6), the Directors shall not act in the affairs of the Company (other than to appoint additional Directors) until the number of Directors is made up to at least six (6).

8.2 Directors Must be Members

All Directors must be Members. A person ceases to be a Director immediately if that person ceases to be a Member and vice versa.

8.3 Qualification of Directors

Each Director shall be a person who at the time of his or her appointment or re-appointment falls within one of the following categories:

- (a) a member of the Advisory Board;
- (b) a judge or magistrate of a Victorian or Commonwealth court;
- (c) a barrister or solicitor;
- (d) a medical practitioner or other professional person (who belongs to a professional body which has a professional code of ethics and rules of conduct);
- (e) an accountant who is a member of the Institute of Chartered Accountants in Australia or CPA Australia or any like or successor bodies;
- (f) a staff member of an Australian tertiary education institution of the status of lecturer or above;
- (g) a Justice of the Peace;
- (h) a mayor, councillor, town, shire or city clerk;
- (i) a principal of any primary or secondary school;
- (j) a Member of State or Federal Parliament;
- (k) a person who has received formal recognition from an Australian Government (State or Federal) for his or her service to the Community;
- (l) a director or senior executive of a company listed on the Australian Stock Exchange; or
- (m) a person who otherwise holds a position of public responsibility, or whose appointment is approved by, or who falls within a category approved by, the Commissioner of Taxation or a Deputy Commissioner of Taxation or by a judge of the Supreme Court of Victoria.

8.4 Majority

A majority of the Directors at any time shall comprise persons who are Australian residents and who at the time of their appointment or re-appointment fall within at least one of the categories in paragraphs (b) to (l) of clause 8.3.

8.5 No Remuneration

Except as provided for in clause 26, no Director may receive any remuneration for his or her services as a Director or as a Member.

8.6 Vacancies

- (a) Subject to clauses 8.3, 8.4 and 10.1, any vacancy occurring in the Directors whether by death, resignation or otherwise shall be filled within three (3) calendar months of the vacancy occurring (or such longer period as the Director may otherwise resolve) by the remaining Director. The person filling the vacancy be appointed for the remainder of the term of office of the Director who created the vacancy.
- (b) All such appointments shall be made by instrument executed by all of the surviving or continuing Director or the legal personal representatives of the last surviving or continuing Director.
- (c) The continuing Directors may act notwithstanding any vacancy in their body but 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 of summoning a general meeting of the Company or in emergencies but for no other purpose.

9 Powers and Duties of Directors

9.1 Management of the Company

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. The powers of the Directors are subject to the Corporations Law, this Constitution and to any regulations (not being inconsistent with this Constitution) from time to time made by the Company in general meeting. No regulation made by the Company in general meeting will invalidate any prior act of the Director which would have been valid if that regulation had not been made.

9.2 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 Board determines.

9.3 Sale of Undertaking

Any sale or disposal by the Board 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.

9.4 Patrons

The Directors may appoint one or more Patrons of the Foundation.

10 Appointment and Removal of Directors

10.1 Term of Appointment

- (a) Subject as hereinafter provided, each Director shall hold office for three (3) years after which time each Director's position shall become vacant.
- (b) At the 2006 annual general meeting of the Company, all of the Directors must retire. At this meeting, one-third of the Directors will be appointed for one (1) year, one-third of the Directors will be appointed for two (2) years and one-third of the Directors will be appointed for three (3) years (or, if the number of Directors is not a multiple of three (3) then the number nearest to but not less than one-third of the Directors will be appointed for one (1) year). The Directors appointed for one (1), two (2) and three (3) years will be chosen by lot by the chairman of the meeting. At each annual general meeting the Company thereafter, Directors will be appointed for three (3) years.
- (c) A retiring Director or one whose position becomes vacant is eligible for re-appointment.
- (d) Where a Director's position becomes vacant, the Directors may appoint a new Director for the remainder of that term of office, at which point the new Director retires but may be eligible for re-appointment.

10.2 Removal of Directors

The Company in general meeting may by resolution remove any Director from office.

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 twenty-eight (28) clear days before the date appointed for holding the meeting.

11 Disqualification of Directors

The office of a Director must ipso facto 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 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 the meetings of the Directors for six (6) months continuously;
- (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; or
- (h) a Director who is a Member ceases to be a Member.

12 Director's Contracts

12.1 Director's 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 his or her being interested or being a director of the other company.

12.2 Declaration of Interest

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. 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 clause 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.

12.3 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 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.

13 Director's Conflicts of Interest

A Director who holds an office or possesses a property whereby duties or interests might be created whether directly or indirectly in conflict with his or her duties or interest as Director must, declare at a meeting of the Directors the fact that the nature, character and extent of the conflict.

14 Proceedings of Directors

14.1 Procedure Generally and Quorum

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 of the Board. Until otherwise determined the next whole number after one-half of the number of Directors in office or four (4) Directors (whichever is the greater) shall constitute a quorum.

14.2 Calling of Meetings

A Director may at any time convene a meeting of the Board by notice served upon the other Directors. Notice may be served upon a Director either personally or by posting it in a prepaid envelope or wrapper addressed to the

Director at any address within Australia to be supplied by him or her for that purpose.

14.3 Notice of Meetings

Notice of a meeting of the Board 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.

14.4 Chairman of Meetings

The Board shall by simple majority elect from time to time one of their number to be chairman of all meetings of the Board but if the chairman is not present within fifteen (15) minutes of the time appointed for the holding of the meeting or is unable or unwilling or refuses to act, the Directors present shall elect a chairman of their meeting from among their number.

14.5 Decision of Questions

Subject to clause 14.9, questions arising at any meeting of the Board 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 a quorum is present the chairman has a second or casting vote in addition to a deliberative vote.

14.6 Delegation to Committees

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

14.7 Procedure of Committees

The meetings and proceedings of Committees consisting of more than one person are to be governed by the clauses of 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.

14.8 Validation of Irregular Acts

All acts done by any meeting of the Board 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.

14.9 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.

14.10 Voting Authority

Subject to **clause 8.4**, a Director who is unable to attend a meeting of the Board may authorise another Director to vote at that meeting and the Director authorised will have a vote for each Director by whom he or she is so authorised in addition to his or her 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.

14.11 Advisory Board

- (a) The Board may appoint an Advisory Board to advise the Board from time to time on any matters considered by the Board to be relevant to promoting the objects of the Company and the purposes of the Foundation.
- (b) The Board may from time to time appoint to the Advisory Board any person whom the Board believes is interested in promoting the objects of the Company and the purposes of the Foundation, and may at any time remove a person from his or her position on the Advisory Board.
- (c) The Board may impose such regulations as it thinks fit on the activities and proceedings of the Advisory Board.

14.12 The Use of Technology

A meeting of the Directors may be convened or held using any technology consented to by all Directors. The consent may be a standing one. A Director may only withdraw consent to the use of a particular technology within a reasonable time period before the meeting.

15 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 and assets 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.

16 Alternate Directors

Subject to **clause 8**, 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. 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 his place. Where the alternate is a Director he or she will have a separate vote on behalf of the Director he is representing in addition to his or her own

vote. Every alternate is deemed to be an officer of the Company and must not be deemed to be the agent of the Director appointing him. An alternate Director is not entitled to receive remuneration from the Company for acting as alternate. An alternate Director must ipso facto 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 chairman so to do) or have any vote unless the Director who appointed him or her is absent.

17 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 Board and of any Committee; and
- (b) of all resolutions and proceedings of general meetings and of meetings of Board and of Committees.

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

18 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.

19 Seal

The Directors must provide for the safe custody of any Seal which may only be used by the authority of the Directors or of a Committee authorised by the Directors in that behalf. Every instrument to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

20 Accounts

20.1 Accounting and Other Records

The Directors must cause proper accounting and other records to be kept and distribute copies of balance sheets as required by the Corporations Law. 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. 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.

20.2 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.

21 Notices

21.1 Modes of Giving Notice

A notice may be given by the Company to any Member either personally or by sending it by post to him or her at his or her registered address. 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.

21.2 Persons Entitled to Notice of General Meeting

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

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

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

22 Winding Up

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property or money whatsoever, the remaining assets shall not be paid or distributed to the Members but shall be given or distributed to some other fund, authority or institution determined in general meeting or failing which by a Judge of the Supreme Court of Victoria having objects or purposes similar to the purposes of the Company and which is a named fund, authority or institution known to have been approved under sub-division 30-B of the Income Tax Assessment Act 1997 or to any fund, authority or institution falling under one or more of the items listed in the tables in sub-division 30-B.

23 Indemnity

23.1 Indemnity

Subject to Section 241 of the Corporations Law, a person who is or has been an officer of the Company shall be indemnified out of the assets of the Company against a liability incurred by the person as such an officer:

- (a) to another person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
- (b) for costs and expenses incurred by the person:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Law.

23.2 Insurance

Except to the extent precluded by the Corporations law including Section 241A, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or of a related body corporate of the Company against a liability:

- (a) incurred by the person as such an officer; or
- (b) for costs and expenses incurred by the person in defending proceedings as such an officer, whether civil or criminal and whatever their outcome.

24 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 section 124 of the Corporations Law. It is the intention that this Constitution will not restrict or prohibit the exercise by the Company of any of these powers.

25 Objects

The objects for which the Company is established are:

- (a) to act as trustee of the Foundation; and
 - (b) 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,
- and the Company shall pursue charitable purposes only.

26 Non-Profit

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; or
- (d) of reasonable and proper rent for premises demised or let by any Member to the Company.

27 Limited Liability

The liability of the Members is limited.

28 Members' Guarantee

Every Member undertakes to contribute an amount not exceeding twenty dollars (\$20) to the property of the Company in the event of its being wound up while he or she is a Member or within one year afterwards for:

- (a) payment of the debts and liabilities of the Company contracted before the time when he or she 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.

29 Appointment, Removal and Remuneration of Auditors

29.1 Appointment and Removal of Auditor

The Company must appoint an auditor whose appointment and removal shall be governed by the provisions of the Corporations Law.

29.2 Remuneration of Auditor

The remuneration of the auditor may be determined by the Company at a general meeting. If the remuneration is not determined at a general meeting, it may be determined by the Directors at a Board meeting.

29.3 Auditor's attendance at General Meetings

The auditor must be notified of, and may attend, any general meeting. The auditor is entitled to be heard at any general meeting it attends on any part of the business of the general meeting which concerns the auditor.

30 Internal Disputes

The Board will ensure that a mechanism is established for resolving internal disputes within its Membership. This may include:

- (a) the appointment of an independent person to arbitrate or mediate in the dispute;
- (b) a process to bring the parties together to resolve the dispute at an early stage;
- (c) a process to ensure that all parties receive a full and fair opportunity of presenting their case; and
- (d) where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to an organisation which functions as a centre for dispute settlement.

31 Complaints

The Board will ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievance from employees of the Company.