

Constitution

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AUSTRALIAN SPORTS MEDICINE FEDERATION LTD
ABN 54 002 794 998

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Constitution

AUSTRALIAN SPORTS MEDICINE FEDERATION LTD

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

AGM or **Annual General Meeting** means the Annual General Meeting of the Company required to be held by the Company in each calendar year under the Corporations Act.

Appointed Director means a Director appointed under **clause 12.11**.

CEO means a person appointed as chief executive officer of the Company by the Directors.

Chair means the person elected as the chair of the Company under **clause 14.7(a)**.

Committee means a committee established by the Directors under **clause 18.1**.

Company means Australian Sports Medicine Federation Ltd (ACN 002 794 998).

Company Secretary means a person appointed as a company secretary of the Company by the Directors under **clause 17**.

Constitution means this constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this constitution.

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

Deputy Chair means the person elected as the deputy chair of the Company under **clause 14.7(a)**.

Director means a director of the Company and includes Elected Directors and Appointed Directors.

Directors mean, as the case requires, all or some of the Directors acting together as a board in accordance with their powers and authority under this Constitution.

Discipline means a specific professional vocation of Members and includes but is not limited to academics, dentists, dietitians, doctors, exercise physiologists, nurses, optometrists, orthopaedic surgeons, physicians, physiotherapists, podiatrists, population health specialists, psychologists, sports scientists and teachers.

Elected Director means a Director elected under **clause 12**.

FAR Committee means the Finance, Audit and Risk Committee established by the Directors under **clause 18.4**.

Fellow means a person designated by the Company as a fellow under **clause 5.3**.

General Meeting means a general meeting of Members and includes the AGM.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Company or any activity of or conducted, promoted or administered by the Company.

Member means an individual admitted to the Company as an individual member under **clause 5.2**, being either a Voting Member or Non-Voting Member.

Nominations Committee means the Nomination Committee established by the Directors under **clause 12.5**.

Non-Voting Member has the meaning given in **clause 5.1**.

Objects mean the objects of the Company in **clause 2**. **Policy** means a policy made under **clauses 7.2** and **19.1(a)**.

Professionals mean sports medicine and sports science professionals holding a minimum of a degree or equivalent under the 'Australian Qualifications Framework' or replacement policy administered by the Australian and/or state/territory governments from time to time.

Special Resolution has the same meaning as that given to it in the Corporations Act.

Virtual Meeting means a meeting held by telephone, video or any other technology (or any combination of these technologies), that permits each Director at a meeting of Directors or each Voting Member at a meeting of members to communicate with any other participant.

Voting Member has the meaning given in **clause 5.1**.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person, where the context requires, includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a state/territory or the Commonwealth or otherwise;
- (i) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any state/territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.3 Corporations Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

1.4 Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, to the extent necessary, so as to be valid and enforceable. If the rule or phrase cannot be so read down, it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

2. OBJECTS

2.1 Objects

The Objects of the Company shall be to:

- (a) act as a multidisciplinary organisation of Professionals committed to working together to build a vibrant community;
- (b) share knowledge, training and information to advance the health of all Australians;
- (c) prevent disease through facilitating safe participation in sport, recreation and physical activity;
- (d) function as a peak body for:
 - (i) medicine and science in physical activity and sport;
 - (ii) medical and health care of active persons at all levels;
 - (iii) advancement of health and wellbeing through safe physical activity;
 - (iv) prevention of health problems and disease associated with inactivity; and
- (e) undertake all actions or activities as necessary, incidental or conducive to advance these Objects.

3. POWERS

Solely for furthering the Objects under **clause 2**, the Company, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out in section 124 of the Corporations Act.

4. INCOME AND PROPERTY OF THE COMPANY

4.1 Sole Purpose

The income and property of the Company will only be applied towards the promotion of the Objects of the Company.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let to the Company by them.

5. MEMBERSHIP

5.1 Categories of Members

Members of the Company shall fall into one of the following categories:

- (a) Voting Members, who, subject to this Constitution, shall have the right to receive notice of, attend and vote at General Meetings;
- (b) Non-Voting Members, being Members who are not entitled to receive notice of, attend or vote at General Meetings; and
- (c) such other category of Member as may be created by the Directors. Any category of Member created by the Directors under this **clause 5.1(c)** may not be granted voting rights.

The Directors may determine and admit different classes of Members within each category under this **clause 5.1** and, subject to this Constitution, the qualifications, rights, privileges and obligations of the respective classes of Members shall be as determined by the Directors from time to time.

5.2 Admission of Members

- (a) An individual will be eligible to become a Member where they meet any eligibility criteria set by the Company from time to time, including on the basis of their alignment with the Objects of the Company.
- (b) An individual will become a Member, and the Directors will direct the Company Secretary to record their name, street address, email address and date on which they became a Member, in the register of Members kept by the Company, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application, which is accepted by the Directors, in which the Member undertakes to:
 - (i) be bound by this Constitution (i) and the Policies (including Policies specific to the relevant category of Membership);
 - (ii) pay the fees and subscriptions determined to apply to the Member under **clause 8**; and
 - (iii) support the Company in the encouragement and promotion of its Objects.
- (c) The Company may at its discretion refuse to accept a Member and shall not be required or compelled to provide any reason for such rejection.

5.3 Order of Fellows

- (a) The Directors shall establish and maintain an Order of Fellows.
- (b) The Order of Fellows recognises elite Professionals who have made significant contributions to SMA and to the field of sports medicine over an extended period so as to justify their appointment as a Fellow.

- (c) Any Members appointed as a Fellow prior to the adoption of this Constitution continue to be recognised as a Fellow in accordance with this **clause 5.3**.
- (d) The Order of Fellows and Fellowship does not constitute membership, nor a category of Member, of the Company.
- (e) The Directors may determine the qualifications, rights, privileges, appointment process and procedural matters for Fellows and the Order of Fellows within terms of reference as amended from time to time.

5.4 Effect of Membership

A Member acknowledges and agrees that:

- (a) this Constitution constitutes a contract between each of them and the Company and that they are bound by this Constitution and the Policies;
- (b) they must comply with and observe this Constitution and the Policies and any determination or resolution which may be made or passed by the Board;
- (c) neither membership nor this Constitution gives rise to any proprietary right of Members in, to or over any of the Company or its property or assets; and
- (d) this Constitution and the Policies are necessary and reasonable for promoting the Objects.

5.5 General

- (a) The Company must keep a register of all Members in accordance with the Corporations Act.
- (b) No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the Company with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company or their Discipline.

5.6 Limited Liability

Members have no liability in that capacity except as set out in **clause 24**.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

An individual ceases to be a Member on:

- (a) resignation, subject to **clause 6.2**;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Policies; and
- (d) the Member no longer meeting the requirements for membership according to **clause 5**.

6.2 Resignation

- (a) Subject to **clause 6.2(b)**, for the purposes of **clause 6.1(a)**, a Member may resign as a member of the Company by giving 14 days written notice to the Directors.
- (b) A Member must not resign, and notice given under **clause 6.2(a)** is invalid, where the Member is at the time of notice being given, subject to disciplinary proceedings under **clause 7.2**, including proceedings under a Policy. For the purposes of this clause, "subject to disciplinary proceedings" includes where a complaint or allegations have been made against, but not yet conveyed to, a Member.

6.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Company or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Company whether under the Policies or under this Constitution.

7.2 Policies

- (a) The Directors may make or adopt a Policy or Policies:
 - (i) for the investigation, hearing, determination and reporting of:
 - (A) complaints by a Member that feels aggrieved by a decision or action of the Company; and
 - (B) disputes between Members relating to the conduct or administration of the Company;
 - (ii) for the discipline of Members;

- (iii) for referral of matters to an independent tribunal as determined by the Directors;
 - (iv) for the formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - (v) for the termination of Members.
- (b) The Directors may, in making or adopting a Policy under (a), incorporate provisions within the Policy to exclusively govern its subject matter, to the exclusion of **clause 7.2(c)** and/or other Policies.
- (c) The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Directors or any duly authorised Committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company, their Discipline, or both; or
 - (iii) prejudiced the Company and/or their Discipline or brought the Company and/or their Discipline or themselves into disrepute,
- for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Directors consider appropriate.
- (d) Unless suspension is dealt with under a Policy, in which case the provisions regarding suspension in the applicable Policy apply, during investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in the activities or events of the Company, pending the determination of such proceedings (including any available appeal) unless the Directors decide continued participation is appropriate having regard to the matter at hand.

8. FEES AND SUBSCRIPTIONS

8.1 Membership Fee

- (a) The Directors must determine from time to time:
- (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members or subcategories or classes within categories of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.

- (b) Each Member must pay to the Company the amounts determined under this **clause 8** in accordance with **clause 8.1(a)(iv)**.

8.2 Non-Payment of Fees

The right of a Voting Member to attend and vote at a General Meeting is suspended whilst the payment of any subscription or other amount determined under **clause 8** is in arrears.

9. GENERAL MEETINGS

9.1 Annual General Meeting

AGMs of the Company are to be held:

- (a) according to the Corporations Act; and
- (b) at a date and venue determined by the Directors.

9.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting as they think fit and must do so if required by the Corporations Act.
- (b) The Voting Members may convene a General Meeting in accordance with the Corporations Act.

9.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Company; and
 - (ii) in accordance with **clause 22** and the Corporations Act.
- (b) At least 45 days prior to the proposed date of the AGM, the Company will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Corporations Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

9.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

9.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Corporations Act;
- (b) the Directors at the request of Voting Members; or
- (c) a court.

9.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Corporations Act.

9.7 Contents of a notice postponing a General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

9.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 10.8** or the Corporations Act.

9.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

9.10 Proxy at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a proxy, that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting(s) to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

9.11 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

9.12 Right to appoint a proxy

- (a) A Voting Member entitled to attend a General Meeting of the Company is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Corporations Act.
- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to the Company.

9.13 Form of proxy

The instrument appointing a proxy may be in form determined by the Directors from time to time provided that it complies with the requirements under the Corporations Act.

9.14 Lodgement of proxy documents

- (a) A proxy may vote at a General Meeting or an adjourned or postponed meeting only if the instrument appointing the proxy is received by the Company:
 - (i) at the office, the email or other electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.

- (b) An undated proxy is taken to be dated on the day that it is received by the Company.

9.15 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the Chair to act as the proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

10. PROCEEDINGS AT GENERAL MEETING

10.1 Number for a quorum

The number of Voting Members who must be present in person or by proxy and eligible to vote for a quorum to exist at a General Meeting is 20.

10.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

10.3 Quorum and time

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

10.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those Voting Members then present shall constitute a quorum.

10.5 Chair to preside over General Meetings

- (a) The Chair is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) the Deputy Chair (if any);
 - (ii) a Director (or other person) chosen by a majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Voting Member chosen by a majority of the Voting Members present.

10.6 Conduct of General Meetings

- (a) The chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;

- (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this **clause 10.6** is final.

10.7 Adjournment of General Meeting

- (a) The chair may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

10.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

10.9 Questions decided by majority

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

10.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

10.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact.

- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

10.12 Poll

- (a) If a poll is properly demanded in accordance with the Corporations Act or by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

10.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

10.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made is final.

10.15 Electronic voting

Voting by electronic communication at and in relation to General Meetings, including ballots under **clause 11.2**, may be permitted from time to time in such instances as the Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

11. VOTES OF MEMBERS

11.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have one vote.
- (b) No Member other than Voting Members shall be entitled to vote at General Meetings.

11.2 Election of Directors

- (a) Elections for Elected Directors shall be by ballot in accordance with this **clause 11.2** at or prior to the relevant General Meeting on papers prepared by the CEO.
- (b) The ballot for an election to fill one or more Elected Director positions will be conducted in accordance with the following procedure:
 - (i) if at the close of nominations for an election to fill one or more Elected Director positions the number of eligible nominees is equal to or less than the number of positions to be filled:
 - (A) the nominees will be deemed to be elected, subject to a separate ordinary resolution being passed in favour of each individual nominee; and
 - (B) any remaining positions, including any positions for which an ordinary resolution fails to pass in favour of a nominee, will be deemed a casual vacancy; or
 - (ii) if at the close of nominations for an election to fill one or more Elected Director positions there are more eligible nominees than the number of positions to be filled, a ballot will be conducted as a poll and the eligible nominee/s who receives the highest number of votes will be elected to fill the Elected Director positions. If two or more nominees get the same number of votes and at the relevant time there is only one Elected Director position to be filled then a further ballot will be conducted among only those tied nominees, with the nominee who receives the highest number of votes elected. This process will be repeated if there is a further tie among the nominees receiving the highest number of votes until only two nominees remain. If there is a further tie where there are only two nominees in the ballot, the CEO is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Director.

11.3 Resolutions not in General Meeting

- (a) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Company held at the time on which the document was signed by the last Member entitled to vote.
- (b) For the purposes of **clause 11.3(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Members entitled to vote, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) Email or other form of visible or other electronic communication under the name of a Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

12. DIRECTORS

12.1 Number of Directors

- (a) There must be not less than five Directors and not more than nine Directors.
- (b) Subject to **clause 12.1(a)**, not more than six Directors are to be elected by the Members (**Elected Directors**), and not more than three Directors are to be appointed under **clause 12.11**.

12.2 Transitional provisions

- (a) For the purposes of this clause, the First Elected Directors refer to those who were elected directors of the Company immediately prior to the date this Constitution was adopted.
- (b) Subject to this Constitution:
 - (i) at the first AGM of the Company following the date this Constitution is adopted:
 - (A) three of the First Elected Directors will retire in accordance with the previous Constitution adopted by the Company; and
 - (B) three Elected Directors will be elected (**2025 Elected Directors**), as follows:
 - (1) the 2025 Elected Director who receives the highest number of votes will hold office for a term of three years; and
 - (2) the two remaining 2025 Elected Directors will hold office each for a term of two years;
 - (ii) at the second AGM of the Company following the date this Constitution is adopted:
 - (A) the remaining three First Elected Directors will retire in accordance with the previous Constitution adopted by the Company; and
 - (B) three Elected Directors will be elected (**2026 Elected Directors**), as follows:
 - (1) the two 2026 Elected Directors who receive the highest number of votes will hold office each for a term of three years;
 - (2) the remaining 2026 Elected Directors will hold office for a term of two years; and
 - (iii) upon their retirement in accordance with **clauses 12.2(b)(i)(A)** and **12.2(b)(ii)(A)**, the First Elected Directors will, subject to the

requirements of this Constitution, be eligible to nominate for re-election.

12.3 Eligibility

- (a) For the period from the date of this Constitution a person that:
 - (i) is an employee of the Company; or
 - (ii) was a Director of the Company and **clause 12.9** applies; or
 - (iii) was CEO of the Company at any time within the period beginning three years prior to the date of his/her proposed appointment or election as a Director,

(each a **disqualifying position**) is ineligible to nominate for and may not hold office as a Director.

- (b) A Director that accepts a disqualifying position must notify the other Directors of this fact immediately and is deemed to have vacated office as a Director.
- (c) An individual must be a Voting Member to nominate for or be elected to an Elected Director position.
- (d) No individual shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of **clause 12.9**.
- (e) The Directors may determine position or role descriptions or necessary qualifications for Director positions.
- (f) The Directors and Nominations Committee must use reasonable endeavours to ensure:
 - (i) gender balance of Directors and that no one gender comprises more than 60% of the Directors at any one time; and
 - (ii) diversity of Disciplines across the Directors, including by aiming to have at least three different Disciplines represented on the Board at all times.

12.4 Nominations Committee

- (a) A Nominations Committee will be established and shall have the task of:
 - (i) assessing nominees to fill Elected Director vacancies and making recommendations to the membership as appropriate; and
 - (ii) assessing and recommending, to the Directors, the preferred candidate(s) for casual and Appointed Director vacancies.
- (b) The Nominations Committee shall comprise three persons, all appointed by the Directors and must:
 - (i) include an independent chair who is not a Director; and

- (ii) not include more than one Director.
- (c) The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee terms of reference.
- (d) The Nominations Committee must utilise a skills and diversity matrix (including with respect to diversity in terms of gender and Disciplines) as part of its assessment of nominees and candidates for Director vacancies.
- (e) When assessing nominees for Director vacancies, the Nominations Committee must comply with **clause 12.3(f)**.

12.5 Nomination for election

- (a) At least 45 days prior to the proposed date of the Annual General Meeting, at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the Company will request from Members nominations (that comply with this **clause 12.5**) for elections to positions falling vacant, that must be received no later than 28 days prior to the AGM.
- (b) Any Member, Director or Committee may nominate an individual to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.
- (c) A nomination must:
 - (i) be in the form required by the Directors; and
 - (ii) signed by the nominator and nominee.

12.6 Term of office of Directors generally

Subject to **clauses 12.2, 12.8, 12.9** and **12.10**, an Elected Director will hold office for a term of three years.

12.7 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, including **clause 12.9**, is eligible for re-election.

12.8 Elected Director elected at General Meeting

- (a) At a General Meeting:
 - (i) at which an Elected Director retires; or
 - (ii) at the commencement of which there is a vacancy in the office of an Elected Director,there will be a vote of the Members conducted in accordance with **clause 11.2** to fill the vacancy by electing someone to that office.

- (b) Subject to **clauses 12.8(c), 12.9** and **12.14**, an Elected Director elected under this **clause 12.8** takes office at the end of the meeting at which they are elected for a period of three years.
- (c) An Elected Director elected under **clause 12.8(a)(ii)** is elected for the remainder of the term of office for the position that they are filling.

12.9 Maximum consecutive years in office for Directors

- (a) Subject to **clause 12.9(d)**, a Director must not serve more than nine consecutive years as a Director, including where one or more of the years is as an Appointed Director.
- (b) For the purpose of **clause 12.9(a)**, where service:
 - (i) by a person as a Director under this Constitution is for a period less than three years:
 - (A) if the service is less than one year, it will be treated as one full year;
 - (B) if the service is between one year and two years, it will be treated as two full years;
 - (C) if the service is between two years and three years, it will be treated as three full years; and
 - (ii) by a person as a Director takes place immediately before the adoption of this Constitution, the number of consecutive years of service by that person before the adoption of this Constitution will be treated as service towards **clause 12.9(a)**, rounded up to the nearest full year.
- (c) A Director who has served the maximum number of years in accordance with **clause 12.9(a)** shall not be eligible to be a Director for three years following the completion of their maximum term.
- (d) A Director may serve as a Director for a maximum of 12 years if they are the Chair in what is or must be their second last or last consecutive term.

12.10 Casual vacancy in ranks of Elected Directors

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 12.15**) in the rank of the Elected Directors.
- (b) A person appointed under **clause 12.10(a)** holds office for the remainder of the vacating Director's term and, subject to this Constitution, they may offer themselves for re-election.

12.11 Appointed Directors

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to three persons to be Directors because of their special business acumen and/or technical skills and/or their diversity and lived experience. These persons will be known as the "Appointed Directors". The first

Appointed Directors are those appointed directors in office at the date of adoption of this Constitution.

- (b) Subject to **clauses 12.9** and **12.14**, an Appointed Director holds office for a term determined by the Directors not to exceed three years and the appointment will be on such other terms as the Directors determine.
- (c) A person may only serve six consecutive years as an Appointed Director but, subject to the other requirements of this Constitution, in particular **clause 12.9**, are otherwise eligible to be elected to an Elected Director position.
- (d) Subject to this Constitution, the Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 12.15**) in the rank of the Appointed Directors on whatever terms the Directors decide.

12.12 Remuneration of Directors

Subject to **clause 12.13**, a Director must not be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:

- (a) paid by the Company for services rendered to it other than as a Director; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Company; or
 - (ii) otherwise engaged in the affairs of the Company.

12.13 Honorarium

The Company may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

12.14 Removal of Director

- (a) A Director may be removed by the Voting Members in accordance with the Corporations Act.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 12.14(a)** cannot be re-appointed as a Director within three years of their removal.

12.15 Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) dies;
- (b) is removed in accordance with **clause 12.14**;

- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns from office by notice in writing to the Company;
- (e) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 12.2** and does not resign from that position within 30 days;
- (f) reaches the maximum consecutive year limit imposed under **clause 12.9(a)**;
- (g) is absent at three consecutive Directors' meetings without leave of absence from the Directors; or
- (h) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Act.

12.16 Alternate Director

A Director cannot appoint an alternate.

13. POWERS AND DUTIES OF DIRECTORS

13.1 Directors to manage the Company

The Directors are to manage the Company's business and may exercise those of the Company's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in General Meeting.

13.2 Specific powers of Directors

Without limiting **clause 13.1**, the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

13.3 Time, etc

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

13.4 Appointment of an attorney

The Directors may appoint any person to be the Company's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

13.5 Provisions in a power of attorney

A power of attorney granted under **clause 13.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by

way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

13.6 Delegation of powers

- (a) Without limiting **clause 16.4** the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of the Company or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

13.7 Code of Conduct and Board Charter

The Directors must:

- (a) adopt a code of conduct for Directors and a Board charter; and
- (b) periodically review the code of conduct and Board charter in light of the general principles of good corporate governance.

13.8 Strategic Plan

The Directors must develop and adopt a strategic plan as revised from time to time.

14. PROCEEDINGS OF DIRECTORS

14.1 Directors meetings

- (a) Subject to **clause 14.1(b)** the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least five times in each calendar year.

14.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

14.3 Chair's casting vote

The chair of the meeting will not have a casting vote.

14.4 Quorum

Five Directors present in person and or via technology as determined by the Directors constitutes a quorum.

14.5 Effect of vacancy

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

14.6 Convening meetings

- (a) A Director may, and the CEO or Company Secretary must on the request of a Director, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone or electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Company in person or by post or by telephone or electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of Directors.

14.7 Election of Chair and Deputy Chair

- (a) The Directors must, at the first Directors' meeting after the AGM, annually elect from their number a Chair and Deputy Chair (or equivalent) by a majority vote.
- (b) The Directors must use reasonable endeavours to ensure that no one gender is elected to both the Chair and Deputy Chair (or equivalent) positions.

- (c) The Directors elected to be Chair and Deputy Chair (or equivalent) under **clause 14.7(a)** will each, subject to remaining a Director, remain Chair and Deputy Chair (or equivalent) until the first Directors meeting after the next AGM and the Chair shall chair any Directors meeting.
- (d) Despite **clause 14.7(b)**, if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,the Deputy Chair or equivalent will be chair of the meeting.
- (e) A Director elected as Chair or Deputy Chair (or equivalent) may be re-elected as Chair or Deputy Chair (or equivalent), so long as they remain a Director.

14.8 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors entitled to vote on the resolution and all such Directors sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. An email or document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 14.8(a)** and is taken to be signed when received by the Company in legible form.
- (c) The resolution is passed when the last Director signs.

14.9 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

14.10 Directors' Interests

- (a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Directors must complete an annual statement of interest which must be updated from time to time to satisfy the requirements in **clause 14.10(a)**.

- (c) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Directors' meeting papers related to the matter, and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.
- (d) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (e) The Company shall maintain a register of declared interests.

14.11 Minutes

The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Act.

15. VIRTUAL MEETINGS OF THE COMPANY

15.1 Virtual Meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a Virtual Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Corporations Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Virtual Meeting in so far as they are not inconsistent with the provisions of this **clause 15**.

15.2 Conduct of Virtual Meeting

The following provisions apply to a Virtual Meeting of the Company:

- (a) persons participating in the meeting must attend by telephone, audio-visual or other instantaneous means;
- (b) each person taking part in the meeting must be able to hear and be heard by other persons at the meeting and each person is deemed for the purposes of this Constitution to be present at the meeting;
- (c) a person must notify the chair if they need to leave the Virtual Meeting;
- (d) a person may be presumed to have been present and form part of a quorum during a Virtual Meeting unless that person has previously notified the chair of leaving the meeting;
- (e) each person must take all reasonable steps to ensure the meeting cannot be overheard by third parties during any commercially sensitive or confidential discussions; and

- (f) a minute of proceedings of a Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

16. CHIEF EXECUTIVE OFFICER

16.1 Appointment of a CEO

The Directors shall appoint a CEO and review their performance in accordance with a CEO performance review process adopted by the Board.

16.2 Powers, duties and authorities of a CEO

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

16.3 Suspension and removal of a CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

16.4 Delegation by Directors to a CEO

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Company;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate their powers and responsibilities to employees or internal management committees of the Company; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

16.5 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

17. COMPANY SECRETARY

17.1 Appointment of a Company Secretary

There must be at least one Company Secretary who is to be appointed by the Directors.

17.2 Suspension and removal of a Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

17.3 Powers, duties and authorities of a Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors or otherwise afforded by the Corporations Act.

18. COMMITTEES

18.1 Committees

- (a) The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants) with reasonable endeavours to ensure at all times that no one gender constitutes more than 60% of the total number of Committee members (on any single Committee), and may vary or revoke any delegation.
- (b) The Directors may, from time to time, establish Committees to represent and advance the interests of Members in a particular jurisdiction.

18.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

18.3 Committee meetings

Unless otherwise determined by the Directors, committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

18.4 Finance Audit Risk (FAR) Committee

- (a) A FAR Committee must be established by the Directors.
- (b) The composition, duties and functions of the FAR Committee shall be defined in the FAR Committee terms of reference.

19. POLICIES

19.1 Making and amending Policies

- (a) In addition to policies made under **clause 7.2**, the Directors may from time to time make policies:
 - (i) that are required to be made under this Constitution; and
 - (ii) that, in their opinion, are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those policies.
- (b) The Policies referred to in **clauses 7.2** and **19.1(a)** will take effect 7 days after the service of the Policy on the Member and shall be in force and effect on that date.

19.2 Effect of Policies

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a resolution to that effect is passed by the Voting Members at a General Meeting.

20. INSPECTION OF RECORDS

A Member does not have the right to inspect any document of the Company (including registers kept by the Company) except as required by law.

21. ACCOUNTS

21.1 Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.

21.2 Auditor

A properly qualified auditor(s) shall be appointed by the Directors and the remuneration of such auditor(s) fixed and duties regulated in accordance with the Corporations Act.

22. SERVICE OF DOCUMENTS

22.1 Document includes notice

In this **clause 22**, document includes a notice.

22.2 Methods of service on a Member

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member; or
- (c) by sending it to an email other electronic address nominated by the Member.

22.3 Methods of service on the Company

A Member may give a document to the Company:

- (a) by delivering it to the registered office;
- (b) by sending it by post to the registered office; or
- (c) by sending it to an email other electronic address nominated by the Company.

22.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

22.5 Electronic transmission

If a document is sent by email other electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the email other electronic transmission; and
- (b) have been delivered on the business day following its transmission.

23. INDEMNITY

23.1 Indemnity of officers

- (a) This **clause 23** applies to every person who is or has been:
 - (i) a Director, CEO or Company Secretary of the Company; and
 - (ii) to any other officers, employees, former officers or former employees of the Company or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this paragraph (a) is referred to as an "**Indemnified Officer**" for the purposes of the rest of **clause 23**.

- (b) The Company will indemnify each Indemnified Officer out of the property of the Company against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Company or of a related body corporate of the Company; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Company or of a related body corporate of the Company,

unless:

- (iii) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

23.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Company or of a related body corporate of the Company including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

23.3 Deed

The Company may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 23.1** on the terms the Directors think fit (as long as they are consistent with **clause 23**).

24. WINDING UP

24.1 Contributions of Members on winding up

- (a) Each Voting Member may be required to contribute to the Company's property if the Company is wound up whilst they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before their membership ceased;

- (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves,
- and the amount is not to exceed \$1.00.
- (c) No other Member shall be required to contribute to the Company's property if the Company is wound up.

24.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Company; and
 - (ii) whose constitution prohibits (or each of whose constitutions 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 under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.
