

CORPORATIONS LAW

CONSTITUTION

OF

PITTWATER BUSINESS LIMITED (ACN 119 389 687)

A PUBLIC COMPANY LIMITED BY GUARANTEE

1. Interpretation

- 1.2 In this Constitution the following words and expressions have the meaning indicated unless the context requires otherwise.

‘ACN’ means the Australian Company Number assigned to identify the Company from the date of registration.

‘Alternate Director’ means a person appointed as an alternate director under Clause 34.

‘Constitution’ means the rules set out in this constitution (as amended from time to time).

‘Board’ means the board of directors.

‘Auditor’ means the Company’s auditor.

‘Company’ means Pittwater Business Limited.

‘Director’ includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director.

‘Directors’ means all or some of the Directors acting as a board.

‘Founding Members’ means Geoffrey Ernest MULLINS, Andrew BLUNDEN and Ian THOMPSON.

‘Member’ means a member under Clause 2 and includes the Founding Members.

‘Memorandum’ means the Company’s memorandum of association as amended from time to time.

‘Office’ means the Company’s registered office.

‘Register’ means the register of Members of the Company.

‘Registered Address’ means the last known address of a Member as noted in the Register.

‘Representative’ means a person appointed as such under Clause 7.

‘Seal’ means (if any seal is adopted by the Company) the Company’s common seal.

'Secretary' means any person appointed by the Directors to perform any of the duties of a secretary of the Company.

'State' means the State of registration of the Company.

1.2 In this Constitution, unless the context otherwise required:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) words importing persons include corporations, and organizations whether incorporated or not;
- (d) subject to this Constitution, words and expressions defined in the Corporation Law have, unless the contrary intention appears, the same meaning in this Constitution;
- (e) headings are for ease of reference only and do not affect the construction of the constitution.

2. Preliminary

2.1 The name of the Company is 'Pittwater Business Limited'.

2.2 The objects for which the Company is established are:

- (i) To provide networking opportunities to businesses in Pittwater.
- (ii) To represent the interests of businesses in Pittwater.
- (iii) To provide training and education to businesses in Pittwater.
- (iv) To promote the interests and needs of businesses in Pittwater.

The Company can only exercise the powers in subsection 124(1) of the Corporation Law to:

- (a) Carry out the objects in this clause 2; and
- (b) Do all things incidental or convenient in relation to the exercise of power under paragraph (a)

The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 2.

2.5 No income or property will be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company provided that nothing in this Constitution will prevent payment 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.

2.6 The Constitution for the time being in force will not be altered without the prior approval of the Australian Securities Commission.

- 2.7 The liability of the Members is limited.
- 2.8 If the Company is wound up:
- (a) Each Member; and
 - (b) Each person who ceased to be a Member in the preceding year, undertakes to contribute to the property of the Company for the:
 - (c) Payment of debts and liabilities of the Company (in relation to paragraph (b), contracted before the person ceased to be a Member) and payment of cost, charges and expenses of winding up; and
 - (d) Adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one dollar (\$1.00).
- 2.9 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which has objects specified in its constitution which are:
- (a) Incidental or conducive to the objects specified, and which by its constitution is
 - (c) Required to apply its profits (it any) or other income in promoting its objects; and
 - (b) Prohibited from paying any dividend to its members,
- such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court for determination.

3. Membership - Admission

- 3.1 The number of Members with which the Company proposes to be registered is unlimited.
- 3.2 The Members of the Company will be persons, corporation or organisations whom or which the Board admits to membership in accordance with this Constitution.
- 3.3 Application for membership of the Company will be in writing, signed by the applicant, in a form approved by the Board from time to time in its absolute discretion.
- 3.4 At the next meeting of the Board after the receipt of an application for membership, the application will be considered by the Board. The Board will in its absolute discretion determine the admission or rejection of the applicant or decide to call on the applicant to supply any evidence of eligibility that it considers reasonably necessary.
- 3.5 If the Board:
- (a) Requires further evidence under Clause 3.4, determination of the application will be deferred until this evidence has been supplied;

- (b) Rejects an application for membership, it will not be required to give reasons for the rejection.
- 3.6 (a) As soon as practicable following acceptance of an application, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee and first annual subscription.
- (c) Subject to Clause 3.7, an applicant will become a Member of the Company on payment of the amount due under paragraph (a)
- 3.7 If an amount due under Clause 3.6 is not paid within thirty (30) days after the date the applicant is notified of acceptance, the Board may in its discretion cancel its acceptance of the applicant for membership of the Company.
- 3.8 The Founding Members will be entitled to the rights and privileges referred to in Clause 28.2
- 3.9 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act without the prior written consent of the Board or by operation of law.

4. Membership - Subscriptions

- 4.1 The Board may from time to time determine the entrance fee and annual subscription payable by each Member, or each category of Member as determined by the Board.
- 4.2 If a Member does not pay a subscription within 30 days after it becomes due the Board:
- (a) Will give the Member notice of that fact; and
 - (b) If the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

5. Membership – Ceasing to be a Member

- 5.1 A Member's membership of the Company will cease:
- (a) If the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) If a majority of three-quarters of the Board present and voting at a Board meeting by resolution terminate the membership of a Member whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company, but only after the Member has been given at least 21 days notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
 - (c) If membership is forfeited under Clause 4.2(b);
 - (d) Where the Member is an individual, if the Member:
 - i. Dies;

- ii. Becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - iii. Is convicted of an indictable offence;
- (e) Where the Member is not an individual, if:
- i. A liquidator is appointed in connection with the winding-up of the Member; or
 - ii. An order is made by a Court for the winding-up or deregistration of the Member.

5.2 Any member ceasing to be a Member:

- (a) Will not be entitled to any refund (or part refund) of a subscription; and
- (b) Will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

6. Membership – Powers of Attorney

- 6.1 If a Member executes or proposes to execute any document or do any act by or through an attorney, that member must deliver the instrument appoint the Attorney to the Company for notation.
- 6.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 6.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continued to be in force.

7. Membership – Representative

- 7.1 Any corporation or organisation, which is a member, may by written notice to the Secretary:
- (a) Appoint a natural person to act as its representative in all matters connected with the Company ('Representative') and
 - (b) Remove a Representative.
- 7.2 A Representative is entitled to:
- (a) Exercise at a general meeting all the powers which the corporation or organization which appointed him or her could exercise if it were a natural person and; and
 - (b) Stand for election as a office bearer or Director.

The Chairman of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes to the satisfaction of the chairman

of the general meeting his or her status as a Representative within a period prescribed by the chairman of the general meeting.

8. General Meetings - Convening

8.1 The Directors may, at any time, convene a general meeting.

8.2 A Member may:

- (a) Only request the Directors to convene a general meeting in accordance with section 249D or 249F of the Corporation Law; and
- (b) Not convene or join in convening a general meeting except under section 249D and 249F of the Corporation Law.

9. General Meetings - Notice

9.1 (a) At least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and on the day for which notice is given) must be given to Members of any general meeting at which a special resolution will be considered.

- (b) At least 14 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of all other general meetings.

9.2 A notice convening a general meeting must:

- (a) Specify the place, date and hour of the meeting; and
- (b) State the general nature of the business to be transacted at the meeting.

9.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of accounts and the reports of the directors and auditors;
- (b) the election of directors in the place of those retiring; or
- (c) the appointment and fixing of the remuneration of the Auditor.

9.4 (a) The Directors may postpone or cancel a general meeting whenever they think fit (other than a meeting convened as the result of a requisition under Clause 8.2)

- (b) The Directors must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.

19.5 The failure or accidental omission to send a notice of a general meeting or the postponement of a general meeting to any member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

10. Proceedings at General Meeting - Member

In Clauses 11, 12, 14 and 18, Member includes a Member present in person or by proxy, attorney or Representative.

11. Proceedings at General Meeting - Quorum

11.1 No business may be transacted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

11.2 A quorum is 5 Members.

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

(a) if the meeting was convened on the requisition of Members, it is automatically dissolved: or

(b) in any other case:

(i) it will stand adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Directors and

(ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be dissolved.

12. Proceedings at General Meeting - Chairman

12.1 The chairman, or in the chairman's absence the deputy chairman, of Directors' meetings will be the chairman at every general meeting.

12.2 If:

(a) There is no chairman or deputy chairman: or

(b) Neither the chairman nor deputy chairman is present within 15 minutes after the time appointed for holding the meeting: or

(c) The chairman and deputy chairman are unwilling to act as chairman of the meeting,

the Directors present may elect a chairman.

12.3 If no appointment is made pursuant to Clause 12.2, then

(a) the Members may elect one of the Directors present as chairman: or

(b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairman.

12.4 If there is a dispute at a general meeting about a question of procedure, the chairman may determine the question.

13. Proceedings at General Meeting - Adjournment

13.1 The chairman of a meeting at which quorum is present:

- (a) in his or her discretion may adjourn a meeting with the meeting's consent: and
 - (b) must adjourn a meeting if the meeting directs him or her to do so.
- 13.2 An adjourned meeting may take place at a different venue to the initial meeting.
- 13.3 The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
- 13.4 Notice of an adjourned meeting must only be given in accordance with Clause 9 if a general meeting has been adjourned for more than 21 days.

14. Proceedings at General Meeting – Decision on Questions

- 14.1 Subject to the Corporations Law in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 14.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded, before or on the declaration on of the result of the show of hand, by:
 - (a) the chairman: or
 - (b) at least 3 Members who have the right to vote at the meeting.
- 14.3 Unless a poll is demanded:
 - (a) a declaration by the chairman that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 14.4 The demand for a poll may be withdrawn.

15. Proceedings at General Meeting – Taking a Poll

- 15.1 A poll will be taken when and in the manner that the chairman directs.
- 15.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 15.3 The chairman may determine any dispute about the admission or rejection of a vote.
- 15.4 The chairman's determination, if made in good faith, will be final and conclusive.
- 15.5 A poll demanded on the election of the chairman or the adjournment of a meeting must be taken immediately.

- 15.6 After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

16. Proceedings at General Meeting – Casting Vote

The chairman has a casting vote on a show of hands and on a poll in addition to the chairman's votes as a Member, proxy, attorney or Representative.

17. Proceedings at General Meeting – Offensive Material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession: or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairman considers to be dangerous, offensive or liable to cause disruption.

18. Votes of Members – Entitlement to Vote

- 18.1 A member is not entitled to vote at a general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting.

- 18.2 Removed - Resolution dated 28 November 2007

19. Votes of Members – Objections

- 19.1 An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered its vote.
- 19.2 An objection must be referred to the chairman of the meeting, whose decision is final.
- 19.3 A vote which the chairman does not disallow because of an objection is valid for all purposes.

20. Votes of Members –Votes by Proxy

- 20.1 A natural person may appoint a proxy by a written appointment signed by the appointer or the appointor's attorney.
- 20.2 A corporation may appoint a proxy by a written appointment under the appointer's common seal or signed by a director secretary or attorney of the appointor.
- 20.3 A proxy need not be a member.

- 20.4 (a) An appointment of a proxy must be in a form approved by the Directors.
- (c) Schedule 1 sets out a form which will be deemed to be approved by the Directors unless they resolve to use a different for.
- 20.5 A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll or show of hands in accordance with any instructions on the appointment.
- 20.6 A proxy's appointment is valid at an adjourned meeting.

21. Votes of Members – Lodgement of Proxy

- 21.1 The written appointment of a proxy or attorney must be deposited at the office, or another address nominated by the Company, not less than 48 Hours before:
- (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.
- 21.2 If the appointment purports to be executed under a power of attorney or other authority, then the original document, or an office copy or a notarially certified copy of it, must be deposited with the appointment.

22. Votes of Members – Validity

- 22.1 A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:
- (a) died;
- (b) became of unsound mind; or
- (c) revoked the proxy or power.

Unless any written notification of the death, unsoundness of mind or revocation was received at the Office before the relevant meeting or adjourned meeting.

23. Appointment and Removal of Directors – Number of Directors

- 23.1 The Company will have:
- (a) a minimum of 3 Directors; and
- (b) a maximum of 12 Directors unless the Company in general meeting by ordinary resolution changes the maximum number.
- 23.2 The initial Board will be:

Andrew William Blunden
Geoffrey Ernest Mullins
Ian Thompson

24. Appointment and Removal of Directors

- 24.1 The Company may by resolution passed in general meeting:
- (a) appoint new Directors;
 - (b) subject to Clause 23.1 (b) increase or reduce the number of Directors;
 - (c) remove any Director before the end of the Director's term of office; and
 - (d) appoint another person in the Director's place.
- 24.2 A person appointed under Clause 24.1 (d) will hold office for the term for which the Director replaced would have held office if the Director had not been removed.

25. Appointment and Removal of Directors – Additional and Casual Directors

- 25.1 Subject to Clause 23.1, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 25.2 A Director appointed under Clause 25.1 will hold office until the next general meeting of the Company when the Director may be re-elected.

26. Appointment and Removal of Directors – Retirement

- 27.1 Subject to Clause 26.5, at each annual general meeting one third of the Directors or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third of the Directors must retire from office.
- 27.1 (a) The Directors to retire by rotation at an annual general meeting are those Directors who have been longest in Office since their last election.
- (c) The Directors elected on the same day may agree amongst themselves or determine by lot which of them must retire.
- 27.1 A director must retire from office at the conclusion of the third annual general meeting after the Director was last elected, even if his or her retirement results in more than one-third of all Directors retiring from office.
- 27.1 A retiring Director will be eligible for re-election.
- 27.1 The Directors who comprise the initial Board referred to Clause 23.2 will not be required to retire from office until the conclusion of the second annual general meeting after each director is appointed at which time one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third of the Directors must retire from office.

27. Appointment and Removal of Directors – Filling a Vacated Office

- 27.1 When a director retires at a general meeting, the Company may by ordinary resolution elect a person to fill the vacated office.

27.2 If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:

- (a) It is resolved not to fill the vacated office; or
- (b) The resolution for the re-election of the Director is put and lost.

28. Appointment and Removal of Directors – Nomination of Director

28.1 A person other than a retiring Director is not eligible for election as a Director at a general meeting unless the person, or a member who intends to propose the person, has left at the Office a written notice signed by him or her:

- (a) Giving the person's consent to the nomination; and
- (b) Stating either that the person is a candidate for the office of Director or that the Member intends to propose the person for election

28.2 A notice given in accordance with Clause 28.1 must be left at the Office more than 21 days before the relevant general meeting unless the candidate was recommended for election by the Directors in which case the notice must be left at the Office more than 14 days before the relevant general meeting.

28.3 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members not less than 7 days before every general meeting at which an election of a Director will take place.

29. Appointment and Removal of Directors – Vacation of Office

29.1 The office of a Director immediately becomes vacant if the Director:

- (a) Is prohibited by the Corporations Law from continuing as a Director;
- (b) Becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (c) Becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (d) Resigns by notice in writing to the Company;
- (e) Is removed by a resolution of the Company;
- (f) Is absent from Director's meetings for 3 consecutive months without leave of absence from the Directors;
- (g) Holds any office of profit un the Company;
- (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 Corporations Law; or
- (i) Is the Chief Executive Office (or equivalent) of a Member that ceases to be a Member under Clause 5,

30. Power and Duties of Directors

- 30.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Law do not require to be exercised by the Company in general meeting.
- 30.2 Without limiting the generality of Clause 30.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company; and
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

31. Proceedings of Directors – Directors’ Meetings

- 31.1 A Director may at any time, and the Secretary must on the requisition of a Director, convene a Director’s meeting.
- 31.2 A Directors’ meeting must be convened by not less than 24 hours written notice of a meeting to each Director and each Director’s alternate.
- 31.3 The Board must meet no less than ten times every calendar year.
- 31.4 It is not necessary to give notice of a meeting of the Directors to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia.
- 31.5 (a) A Director’s meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) The Directors need not all be physically present in the same place for a Director’s meeting to be held.
- (c) A Director who participates in a meeting held in accordance with this Clause 31.3 is deemed to be present and entitled to vote at the meeting.
- 31.6 Clause 31.3 applies to meetings of Directors’ committees as if all committee members were Directors.
- 31.7 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 31.8 (a) A quorum is three members of the Board
- (b) A Director who is disqualified from voting at a meeting under Clause 33 is counted in a quorum despite that disqualification

32. Proceedings of Directors – Decision of Questions

- 32.1 Subject to the Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the directors present and voting.
- 32.2 The Chairman of a meeting has a casting vote in addition to his or her deliberate vote.

- 32.3 An Alternate Director as 1 vote for each Director for whom he or she is an alternate
- 32.4 If the Alternate Director is a Director, he or she also has a vote as a Director.

33. Proceedings of Directors – Directors’ Interests

- 33.1 A Director and any firm, body in entity in which a Director has a direct or indirect interest may in any capacity:
- (a) enter into any contract or arrangement with the Company;
 - (b) be appointed to and hold any office or place of profit under the Company, other than the office or auditor; and
 - (c) act in a professional capacity, other than as auditor, for the Company

and receive and retain for his or her own benefit any remuneration, profits or benefits as if he or she were not a Director.

- 33.2 Each Director must disclose his or her interests to the Company in accordance with the Corporations Law and the Secretary must record all declarations in the minutes of the relevant Directors’ meeting.
- 33.3 A Director’s failure to make disclosure under this Constitution does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest
- 33.4 (a) A Director must not vote in respect of a contract or arrangement or proposed contract or arrangement in which the Director has a direct or indirect material interest.
- (b) If the Director does purport to vote, the Director’s vote will not be counted.
- (c) The requirement in paragraph (a) is in addition to any requirements of the Corporations Law in relation to voting by an interested director of a public company.
- 33.5 A Director may attest the affixing of the Seal (if a seal is adopted by the Company) to any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.

34. Proceedings of Directors – Alternate Directors

- 34.1 A Director may, with the approval of the Directors, appoint any person as his or her alternate for a period determined by the Director.
- 34.2 An Alternate Director is entitled to notice of Directors’ meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- 34.3 An Alternate Director is an officer of the Company and is not an agent of the appointor.
- 34.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors

- 34.5 (a) The appointment of the Alternate Director may be revoked at any time by the appointor or by the other Directors.
- (b) An Alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.
- 34.6 Any appointment or revocation under this Constitution must be effected by written notice delivered to the Secretary.

35. Proceedings of Directors – Remaining Directors

- 35.1 The Directors may act even if there are vacancies on the board.
- 35.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to;
- (a) appoint a Director; or
- (b) convene general meeting

36. Proceedings of Directors – Chairman

- 36.1 The Directors may elect a Director as Chairman of Directors' meetings and may determine the period for which the Chairman will hold office.
- 36.2 If no Chairman is elected or if the Chairman is not present at any Directors' meeting within 10 minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be Chairman of the meeting.
- 36.3 The Directors may elect a Director as Deputy Chairman to act as Chairman in the Chairman's absence.

37. Proceedings of Directors – Directors' Committees

- 37.1 (a) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.
- (b) The Directors may at any time revoke any delegation of power to a committee.
- 37.2 At least 1 member of each committee must be a Director
- 37.3 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised by the Directors.
- 37.4 A committee may be authorised to sub-delegate all or any of the powers for the time being vested in it
- 37.5 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

38. Proceedings of Directors – Written Resolutions

- 38.1 If all the Directors who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is deemed to have been passed at a Directors' meeting held on the day on which the document was last signed by a Director.
- 38.2 For the purposes of Clause 38.1, 2 or more identical documents, each of which is signed by 1 or more Directors, together constitute 1 document signed by those Directors on the days on which they signed the separate documents.
- 38.3 Any document referred to in this Constitution may be in the form of a email or facsimile transmission.
- 38.4 The Minutes of Directors' meetings must record that a meeting was held in accordance with this Clause 48.
- 38.5 This Clause applies to meetings of Directors' committees as if all members of the committee were Directors.

39. Proceedings of Directors – Validity of Acts of Directors

- 39.1 If it is discovered that:
- a. There was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or
 - b. A person appointed to one of those positions was disqualified,
- all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

40 Proceedings of Directors – Minutes and Registers

- 40.1 The Directors must cause minutes to be made of:
- (a) The names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;
 - (b) All proceedings of general meetings, Directors' meetings and meetings of Directors' committees;
 - (c) All appointments of officers;
 - (d) All orders made by the Directors and Directors' committees; and
 - (e) All disclosures of interests made pursuant to Clause 33
- 40.2 Minutes must be signed by the Chairman of the meeting or by the Chairman of the next meeting of the relevant body.
- 40.3 The Company must keep all registers required by this Constitution and the Corporations Law.

41. Local Management – Local Management

41.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

41.2 Without limiting Clause 37 the Directors may:

- (a) Establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
- (b) Delegate to any person appointed under paragraph (a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution.

On any terms and subject to any condition determined by the Directors

41.3 The Directors may at any time revoke or vary any delegation under this Clause 51.

42. Local Management – Appointment of Attorneys and Agents

42.1 The Directors may from time to time by resolution or power of attorney under the seal appoint any person to be the attorney or agent of the Company.

- (a) For the purposes;
- (b) With the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) For the period; and
- (d) Subject to the conditions,

determined by the Directors.

42.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) Any member of any local board established under this Constitution;
- (b) Any Company;
- (c) Members, directors, nominees or managers of any Company or firm; or
- (d) Any fluctuating body of persons whether nominated directly or indirectly by the Directors.

42.3 A power of attorney may contain such provisions for the protection and convenience of persons with an attorney as the Directors think fit.

42.4 The Directors may appoint attorneys or agents by email or facsimile transmission to act for and on behalf of the Company.

42.5 An attorney or agent appointed under this Clause 52 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

43. Secretary

43.1 There must be at least 1 Secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.

43.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings

43.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary

44. Inspection of Records

44.1 Except as otherwise required by the Corporations Law, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open for inspection by members other than Directors.

44.2 A member other than a Director does not have the right to inspect any accounting records or other documents of the Company unless the member is authorised to do so by a court order or a resolution of the Directors.

45. Notices – Service of Notices

45.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

- (a) By serving it on the person;
- (b) By sending it by post, email or facsimile transmission to the person at the person's address shown in the register or the address supplied by the person to the Company for sending notices to the person.

45.2 A notice sent by post is deemed to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) on the day after the day on which it was posted.

45.3 A notice sent by email or facsimile transmission is deemed to be served.

- (a) by properly addressing the email or facsimile transmission and transmitting it; and
- (b) on the day after its despatch

- 45.4 If a member has no registered address a notice will be deemed to be served on that member 24 hours after it was posted on a notice board at the office.
- 45.5 A member whose registered address is not in Australia may specify in writing an address in Australia to be deemed to be the member's registered address within the meaning of this Constitution.
- 45.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 45.7 Subject to the Corporations Law the signature to a written notice given by the Company may be written or printed.
- 45.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

46 Notices – Persons Entitled to Notice

46.1 Notice of every general meeting must be given to:

- (a) Every member
- (b) Every Director and Alternate Director; and
- (c) The Auditor

46.2 No other person is entitled to receive notice of a general meeting.

47 Audit and Accounts

- 47.1 The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Corporations Law.
- 47.2 The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Law.

48 Winding Up

- 48.1 The provisions of Clause 2 of Constitution relating to the winding up or dissolution of the Company will have effect as if the same were repeated in this Constitution.

49 Payments By The Company

- 49.1 Every officer, auditor or agent of the Company will be indemnified out of the Company against all liabilities, costs, losses and expenses incurred by the person in his or her capacity as officer, auditor or agent in defending any proceedings, whether civil or criminal, in which:
- (a) Judgement is given in his or her favour; or
 - (b) He or she is acquitted; or
 - (c) Relief is granted to him or her in connection with any application in relation to those proceedings