



Greenlife
Industry Australia

CONSTITUTION OF Greenlife Industry Australia Limited

Australian Company Number (ACN) 634 584 017
Australian Business Number (ABN) 59 634 584 017

A company limited by guarantee

November 2023

ARTICLE.....	PAGE
1 DEFINITIONS.....	3
2 NAME	3
3 TYPE OF COMPANY	3
4 POWERS	3
5 OBJECTS.....	3
6 NOT FOR PROFIT	3
7 LIABILITY OF MEMBERS	4
8 GUARANTEE BY MEMBERS.....	4
9 WINDING UP.....	4
10 REPLACEABLE RULES.....	4
11 DEFINITIONS	4
12 INTERPRETATION.....	6
13 MEMBERS.....	7
14 CESSATION OF MEMBERSHIP.....	9
15 GENERAL MEETINGS.....	10
16 MEMBERS' RESOLUTIONS AND STATEMENTS.....	12
17 BOARD NOMINATION COMMITTEE	14
18 VOTING AT GENERAL MEETINGS	15
19 BOARD – DIRECTORS AND OFFICE BEARERS.....	16
20 MINUTES AND RECORDS.....	20
21 COMPLAINTS AND RESOLUTION OF DISPUTES.....	20
22 FINANCIAL AND RELATED RECORDS.....	22
23 FINANCIAL YEAR	22
24 INDEMNITY, INSURANCE AND ACCESS	22
25 AUDITOR.....	22
26 NOTICES	22
27 AMENDING THE CONSTITUTION.....	24
28 BY-LAWS	24
29 IMPLEMENTATION PHASE	24

1 DEFINITIONS

1.1 In this Constitution, words and phrases have the meaning set out in Article 11.

2 NAME

2.1 The name of the company is Greenlife Industry Australia Limited (**Company**)

3 TYPE OF COMPANY

3.1 The Company is a not-for-profit public company limited by guarantee which is also a charity.

4 POWERS

4.1 Subject to Article 6, the Company has the following powers, which may only be used to carry out its purposes set out in Article 5:

- (a) the powers of an individual;
- (b) all the powers of a company limited by guarantee under the Corporations Act.

5 OBJECTS

5.1 The Company's objects are to pursue the following charitable purposes:

(a) **Advancing public debate** by:

- (i) being the national peak body for the Australian Greenlife Industry concerned with the promotion of horticulture;
- (ii) promoting the Australian Greenlife Industry including horticulture in Australia and elsewhere throughout the world;
- (iii) representing and furthering the interests of Australian Greenlife businesses and key industry stakeholders on regional, national and international; issues affecting the Greenlife Industry;
- (iv) advocating the Australian Greenlife Industry's position;
- (v) encouraging best practice and high standards in the Greenlife Industry production and input and supply chains including to be prepared for and responsive to current and emerging issues and risks that have significance for the Australian Greenlife Industry; and
- (vi) planning, facilitating and undertaking market development and promotion initiatives to drive demand and support sales of Greenlife and advise and assist industry participants in relation to marketing issues; and to promote the advancement of horticulture.

(b) **Advancing education** by:

educating, engaging, communicating, debating, discussing and facilitating the sharing of information, ideas, market intelligence, data and research among all Members, as well as the Australian public for the benefit of the Members and the advancement of the Australian Greenlife Industry.

6 NOT FOR PROFIT

6.1 The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in Articles 6.2 and 9.2.

6.2 Article 6.1 does not stop the Company from doing the following things, provided they are done in good faith:

- (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company, or

- (b) making a payment to a Member in carrying out the Company's charitable purposes.

7 LIABILITY OF MEMBERS

- 7.1 The liability of Members is limited to the amount of the guarantee given in Article 8.

8 GUARANTEE BY MEMBERS

- 8.1 Each Member must contribute an amount not more than \$10.00 (the Guarantee) to the property of the Company if it is wound up while the Member is a Member, or within 12 months after the Member ceases to be a Member, and this contribution is required to pay for the:
 - (a) debts and liabilities of the Company incurred before the Member ceased to be a Member; and
 - (b) costs of winding up.

9 WINDING UP

- 9.1 Surplus assets not to be distributed to Members

If the Company is wound up, any surplus assets must not be distributed to a Member or a former Member of the Company, unless that Member or former Member is an entity described in Article 9.2(a).
- 9.2 Distribution of surplus assets
 - (a) Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more entities:
 - (i) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in Article 5, and
 - (ii) which also prohibit the distribution of any surplus assets to its Members to at least the same extent as the Company.
 - (b) The decision as to the charity or charities to be given the surplus assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.

10 REPLACEABLE RULES

- 10.1 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 10.2 While the Company is a registered charity, the ACNC Act and the Corporations Act override any Articles in this Constitution which are inconsistent with those Acts.
- 10.3 If the Company is not a registered charity (even if it operates as a charity), the Corporations Act overrides any Article in this Constitution which is inconsistent with that Act.
- 10.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.

11 DEFINITIONS

- 11.1 In this Constitution

"ACNC Act" means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

"AGM" means the Annual General Meeting of Members.

"Appointed Representative" means the person duly appointed to represent the Member including at all meetings and all purposes of the Company; with the exception of the Associations Membership class, whereby their Appointed Representative shall not be either an employee or former employee of that Member or another Association Member.

"Article" means an article of this Constitution.

“Board” means the board of directors of the Company, which is constituted by the persons who hold office as directors, from time to time.

“By-Laws” means the administrative rules to be used in conjunction with this Constitution for managing the affairs of the Company made by the Board pursuant to this Constitution

“Business Day” means a day except a Saturday, Sunday or public holiday in the Australian Capital Territory.

“Cessation Event” means:

- i. death or bankruptcy of that Member; or
- ii. that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health.

“Chairperson” means the presiding officer of the Company as elected in accordance with this Constitution.

“Class of Membership” means the type of Membership as provided in Article 13.

“Company” means the company referred to in Article 2.

“Corporations Act” means the *Corporations Act 2001* (Cth).

“Directors” mean the directors of the Company for the time being.

“Fees” means a fee or levy, but not a subscription, payable by Members as determined by Members from time to time in General Meeting.

“General Meeting” means a meeting of the Members of the Company and includes the annual general meeting.

“Greenlife” means the propagation and growing of plants for planting including, but not limited to, ornamental, vegetable, fruit, herbs, nuts, vines, landscapes, and forestry.

“Greenlife Industry” means the entire supply chain, both upstream and downstream, in relation to the production nursery industry, including the producing, growing, using and/or selling Greenlife.

“Liability” of a person means a liability incurred by that person as an officer of the Company or a subsidiary of the Company.

“Member” means a person whose name is entered in the Register as a Member of the Company.

“Notice” means a notice given pursuant to, or for the purpose of, this Constitution or the Act and includes use of the means of available technology.

“Officer ” means:

- (a) a director or Secretary of the Company; or
- (b) a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; or
- (c) a person who has the capacity to affect significantly the Company’s financial standing; or
- (d) a person who in accordance with whose instructions or wishes the directors of the Company are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person’s professional capacity or their business relationship with the directors or the Company).

“Register” means the register of Members kept under the Corporations Act.

“Registered Charity” means a charity that is registered under the ACNC Act.

“Relevant Officer” means a person who is, or has been, a Director or Secretary of the Company.

“Resolution” means a resolution other than a special resolution.

“Seal” means the common seal of the Company and includes any official seal of the Company.

“Secretary” means any person appointed to perform the duties of the Secretary of the Company, who is not the current Chairperson or chief executive officer of the Company.

“Special Resolution” means a resolution:

- (a) of which notice has been given; and
- (b) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

“Subscription” means the annual subscription payable by Members as set by the Board from time to time.

“Surplus Assets” means any assets of the company that remain after paying all debts and other liabilities of the company, including the costs of winding up.

12 INTERPRETATION

12.1 In this Constitution:

- (a) a reference to a meeting of Members includes a meeting of any category of Members;
- (b) a Member is taken to be present at a meeting of Members if the Member is present in person; or
- (c) a reference to a notice or document in writing includes a notice or document given by fax, email or any other form of written communication.

12.2 In this Constitution, headings are for convenience only and do not affect interpretation and unless the context indicates a contrary intention:

- (a) a reference to a function includes a reference to a power, authority or duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural (and vice versa);
- (d) words indicating a gender include every other gender;
- (e) the word “person” includes an individual, the estate of an individual, a corporation, unincorporated enterprise, sole trader, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust;
- (f) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
- (g) the word “includes” in any form is not a word of limitation.

12.3 Unless the context indicates a contrary intention, in this Constitution:

- (a) a reference to a Article is to a Article of this Constitution; and
- (b) a reference to this Constitution, is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time.

12.4 Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, Articles and statutory instruments (however described) issued under it.

12.5 Unless the context indicates a contrary intention, in this Constitution:

- (a) an expression that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision; and
- (b) an expression that is defined in the Corporations Act has the same meaning as in that section.

12.6 Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

13 MEMBERS

13.1 Any person, firm, Company, association or other body with a primary interest in the Greenlife Industry is eligible for Membership of the Company.

13.2 There shall be the following Classes of Membership of the Company:

- (a) Business Members – being those persons, firms, companies, or other bodies which fall within the eligibility for Membership specified in Article 13.1.
- (b) Association Members - being those associations or other bodies which fall within the eligibility for Membership specified in Article 13.1.
- (c) Affiliate Organisation - being those associations or other firms, companies, or other bodies with an aligned interest in the Greenlife Industry.
- (d) Affiliate Individual Members – being those individuals with an aligned interest in the Greenlife Industry.
- (e) Affiliate Students Member – being a student with an aligned interest in the Greenlife Industry.
- (f) Honorary Life Member – being a person who in the opinion of at least two-third majority vote of the Directors of the Board has rendered outstanding service to the Company or the Greenlife Industry beyond that normally required or expected from their position or office.

13.3 The Board may from time to time create By-Laws to include specific Membership Categories within each of the Classes of Membership referred to in Article 13.

13.4 The Board may from time to time create By-Laws to include and define Interest Groups to which all Members are allocated at the time of application based on their business activities or at any time thereafter.

13.5 Application for Membership

- (a) Every applicant for Membership of the Company shall make their application for Membership in writing, signed by the applicant and shall be in such form as the Board from time to time prescribes and includes the applicant agreeing to accept the Company’s Code of Conduct as adopted and amended by the Board from time to time.

When lodging an application for Membership, every applicant may at the same time be required to pay the then current application fee as set by the Board. The Board may from time to time create By-Laws to include the level of application fee

payable by applicants for Membership by resolution and may similarly vary the level of the application fee from time to time. Application fees are non - refundable and are not offset against the initial annual subscription.

- (b) At the next meeting of the Board after the receipt of any application for Membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.

When an applicant has been accepted for Membership the Secretary shall forthwith send to the applicant written notice of their acceptance and the applicant shall become a Member of the Company.

13.6 Rights of Membership

- (a) Business and Association Members shall have, upon full payment of any and all requisite fees: -

- (i) The right to attend all functions and Members' Meetings;
- (ii) The right for the Appointed Representative to vote at all Members' Meetings, including in the case of the different Categories of Business and Association Members the following vote entitlement shall apply:

Business

Extra Large - 4 votes

Large - 3 votes

Medium - 2 votes

Small - 1 vote; and

Associations

Small - 5 votes

Medium - 10 votes

Large - 20 votes

- (iii) The right to nominate one (1) Director of the Company;
- (iv) The right to receive copies of the official publications of the Company; and
- (v) Any other rights as determined by the Board or included in the By-Laws from time to time.

- (b) Affiliate Organisation and Affiliate Individual and Affiliate Student Members shall have, upon payment of any requisite fees:-

- (i) The right to attend all functions and Members' Meetings;
- (ii) The right to receive copies of the official publications of the Company;
- (iii) Any other rights as determined by the Board or included in the By-Laws from time to time

But shall not be entitled to:-

- (iv) Vote unless they are also the appointed representative of a Member, or unless they have been appointed as a proxy in accordance with the Constitution; or
- (v) Be nominated as a Director of the Company unless they are also the appointed representative of a Member.

- (c) Honorary Life Members shall have, upon payment of any requisite fees:-
- (i) The right to attend all functions and Members' Meetings;
 - (ii) The right to receive copies of the official publications of the Company;
 - (iii) The right to vote at all Members' meetings; and
 - (iv) Any other rights as determined by the Board or included in the By-Laws from time to time;

But shall not be entitled to: -

- (v) Be nominated as a Director of the Company unless they are also the appointed representative of a Member.

13.7 Membership not transferable

- (a) The rights and privileges of any Member shall remain with the Member and in the case of companies it is a requirement for their ABN to continue as a constant as their Membership is not transferable.

13.8 Subscriptions

- (a) The annual subscription payable by Members is set by the Board from time to time. Different annual subscriptions may be set for different categories or classes of Members, where the groupings are defined by reference to the Members' turnovers or other objective measures.
- (b) All annual subscriptions shall become due and payable in advance on the First day of July in every year.

14 CESSATION OF MEMBERSHIP

14.1 Ceasing to be a Member

- (a) A person will cease to be a Member if:
 - (i) the Member resigns in accordance with Article 14.2; or
 - (ii) a Cessation Event occurs in respect of the Member.
- (b) The estate of a deceased Member is not released from any liability in respect of that person being a Member.

14.2 Resignation and Cessation of Membership

- (a) A Member may resign as a Member by giving the Company notice in writing.
- (b) Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that written notice to the Company.

14.3 If the subscription of a Member shall remain unpaid for a period of ninety (90) calendar days after it becomes due, then the Member will be advised in writing of the default by the Secretary and their Membership ceases as a consequence.

14.4 A Member may at any time by giving notice in writing to the Secretary resign his or her Membership of the Company, but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of the resignation and for all other moneys due to the Company and in addition for any sum not exceeding ten (10) dollars for which a Member of the Company is liable under Article 8.

14.5 If any Member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interest of the Company the Board shall have power by resolution to censure, fine, suspend, or expel, the Member from the Company.

Provided that at least four (4) weeks before the meeting of the Board at which such a resolution is considered, the Member shall have had written notice of such meeting and of what is alleged and of the intended resolution, and that the Member shall at such meeting and before the passing of such resolution have had an opportunity of giving, orally or in writing, any explanation or defence the Member may think fit; and provided further that any such Member, may by notice in writing lodged with the Secretary at least one (1) week before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Company in General Meeting; and in that event a General Meeting of the Company shall be called for the purpose, and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such a vote to be taken by ballot), the Member concerned shall be dealt with accordingly; and in the case of a resolution for their expulsion, the Member shall be expelled.

15 GENERAL MEETINGS

15.1 General meetings called by directors

- (a) The directors may call a general meeting.
- (b) If Members with at least 5% of the votes that may be cast at a general meeting make a written request to the Company for a general meeting to be held, the directors must:
 - (i) within 21 days of the Members' request, give all Members notice of a general meeting, and
 - (ii) hold the general meeting within 2 months of the Members' request.
- (c) The percentage of votes that Members have is to be worked out as at midnight before the Members request the meeting.
- (d) The Members who make the request for a general meeting must:
 - (i) state in the request any resolution to be proposed at the meeting
 - (ii) sign the request, and
 - (iii) give the request to the Company.
- (e) Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

15.2 General meetings called by Members

- (a) If the directors do not call the meeting within 21 days of being requested under Article 15.1(b), 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- (b) To call and hold a meeting under Article 15.2(a), the Members must:
 - (i) as far as possible, follow the procedures for general meetings set out in this Constitution
 - (ii) call the meeting using the list of Members on the Company's Member register, which the Company must provide to the Members making the request at no cost, and
 - (iii) hold the general meeting within three months after the request was given to the Company.
- (c) The Company must pay the Members who request the general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

15.3 Annual General Meeting

- (a) A general meeting, called the annual general meeting, must be held at least once in every calendar year.
- (b) Even if these items are not set out in the notice of meeting, the business of the annual general meeting may include:
 - (i) a review of the Company's activities
 - (ii) a review of the Company's finances
 - (iii) any auditor's report
 - (iv) the election of directors, and

- (v) the appointment and payment of auditors, if any.
- (c) Before or at the annual general meeting, the directors must give information to the Members on the Company's activities and finances during the period since the last annual general meeting.
- (d) The chairperson of the annual general meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

15.4 Notice of general meetings

- (a) Notice of a general meeting must be given to:
 - (i) each Member entitled to vote at the meeting
 - (ii) each director, and
 - (iii) the auditor (if any).
- (b) Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- (c) Subject to Article (d), notice of a meeting may be provided less than 21 days before the meeting if:
 - (i) for an annual general meeting, all the Members entitled to attend and vote at the annual general meeting agree beforehand, or
 - (ii) for any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (d) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (i) remove a director
 - (ii) appoint a director in order to replace a director who was removed, or
 - (iii) remove an auditor.
- (e) Notice of a general meeting must include:
 - (i) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (ii) the general nature of the meeting's business
 - (iii) if applicable, that a special resolution is to be proposed and the words of the proposed resolution
 - (iv) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - A. the proxy does not need to be a Member of the Company
 - B. the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - C. the proxy form must be delivered to the Company at least 48 hours before the meeting.
- (f) If a general meeting is adjourned (put off) for one month or more, the Members must be given new notice of the resumed meeting.

15.5 Quorum at general meetings

- (a) For a general meeting to be held, at least 10 Members entitled to vote (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one Member).
- (b) No business may be conducted at a general meeting if a quorum is not present.
- (c) If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (i) if the date is not specified – the same day in the next week
 - (ii) if the time is not specified – the same time, and
 - (iii) if the place is not specified – the same place.

- (d) If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

15.6 Auditor's right to attend meetings

- (a) The auditor (if any) is entitled to attend any general meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- (b) The Company must give the auditor (if any) any communications relating to the general meeting that a Member of the Company is entitled to receive.

15.7 Representatives of Members

- (a) An incorporated Member may appoint as a representative:
 - (i) one individual to represent the Member at meetings and to sign circular resolutions under Article 16.3, and
 - (ii) the same individual or another individual for the purpose of being appointed or elected as a director.
- (a) The appointment of a representative by a Member must:
 - (i) be in writing
 - (ii) include the name of the representative
 - (iii) be signed on behalf of the Member, and
 - (iv) be given to the Company or, for representation at a meeting, be given to the chairperson before the meeting starts.
- (b) A representative has all the rights of a Member relevant to the purposes of the appointment as a representative.
- (c) The appointment may be standing (ongoing).

15.8 Using technology to hold meetings

- (a) The Company may hold a general meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (b) Anyone using this technology is taken to be present in person at the meeting.

15.9 Chairperson for general meetings

- (a) The elected chairperson is entitled to chair general meetings.
- (b) The Members present and entitled to vote at a general meeting may choose a director or Member to be the chairperson for that meeting if:
 - (i) there is no elected chairperson, or
 - (ii) the elected chairperson is not present within 30 minutes after the starting time set for the meeting, or
 - (iii) the elected chairperson is present but says they do not wish to act as chairperson of the meeting.

15.10 Role of the chairperson

- (a) The chairperson is responsible for the conduct of the general meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- (b) The chairperson does not have a casting vote.

15.11 Adjournment of meetings

- (a) If a quorum is present, a general meeting must be adjourned if a majority of Members present direct the chairperson to adjourn it.
- (b) Only unfinished business may be dealt with at a meeting resumed after an adjournment.

16 MEMBERS' RESOLUTIONS AND STATEMENTS

16.1 Members' resolutions and statements

- (a) Members with at least 5% of the votes that may be cast on a resolution may give:
 - (i) written notice to the Company of a resolution they propose to move at a general meeting (Members' resolution), and/or
 - (ii) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (Members' statement).
- (b) A notice of a Members' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- (c) A request to distribute a Members' statement must set out the statement to be distributed and be signed by the Members making the request.
- (d) Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- (e) The percentage of votes that Members have (as described in Article 16.1(a)) is to be worked out as at midnight before the request or notice is given to the Company.
- (f) If the Company has been given notice of a Members' resolution under Article 16.1(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.
This Article does not limit any other right that a Member has to propose a resolution at a general meeting.

16.2 Company must give notice of proposed resolution or distribute statement

- (a) If the Company has been given a notice or request under Article 16.1:
 - (i) in time to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, it must do so at the Company's cost, or
 - (ii) too late to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members' resolution or a copy of the Members' statement. However, at a general meeting, the Members may pass a resolution that the Company will pay these expenses.
- (b) The Company does not need to send the notice of proposed Members' resolution or a copy of the Members' statement to Members if:
 - (i) it is more than 1 000 words long;
 - (ii) the directors consider it may be defamatory;
 - (iii) Article 16.2(a)(ii) applies, and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members, or
 - (iv) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the Members.

16.3 Circular resolutions of Members

- (a) Subject to Article 16.3(c), the directors may put a resolution to the Members to pass a resolution without a general meeting being held (a circular resolution).
- (b) The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members, and set out the wording of the resolution.
- (c) Circular resolutions cannot be used:
 - (i) for a resolution to remove an auditor, appoint a director or remove a director
 - (ii) for passing a special resolution, or

- (iii) where the Corporations Act or this Constitution requires a meeting to be held.
- (d) A circular resolution is passed if all the Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in Articles 16.3(e) or Article 16.3(f).
- (e) Members may sign:
 - (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.
- (f) The Company may send a circular resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

17 BOARD NOMINATION COMMITTEE

17.1 Formation

- (a) Subject to a decision of the Board, the Board Nomination Committee must be appointed no later than four (4) months prior to the date of the Annual General Meeting and consist of three (3) persons appointed by the Board:
 - (i) One (1) current director who is not standing for election at the forthcoming Annual General Meeting of the Company; and
 - (ii) Two (2) persons who are not directors of the Company; one (1) of whom is to be appointed by the committee to be the Chairman to preside at each meeting of the Committee.
 - (iii) In the event that a committee member resigns or otherwise becomes unavailable or incapable of fulfilling their role, the Board will appoint a person to replace that member as soon as practicable thereafter.
 - (iv) A member of the Board Nomination Committee holds office until the close of the Annual General Meeting following their appointment.

17.2 Role of the Board Nomination Committee

- (a) The role is to:
 - (i) Identify necessary and desirable director competencies;
 - (ii) Assess the curriculum vitae of candidates nominated to be re-elected and or elected to the office of director at general meetings of the Company;
 - (iii) Choose from those nominees those persons who will, in its view, best ensure that the Board collectively has an appropriate balance of skills and experience in the areas as determined from time to time;
 - (iv) May contact candidates nominated for election in order to obtain further information if required; and
 - (v) Provide a report to the Secretary, which identifies those candidates which were selected to stand for election at the forthcoming general meeting of the Company.

17.3 Chairperson

- (a) The Chairperson of the Board Nomination Committee shall be selected from the committee by the members of that committee.

17.4 Meetings of the Board Nomination Committee

- (a) The Board Nomination Committee may meet as required by the members of the committee and determine its work accordingly.

17.5 Members of the Board Nomination Committee shall have:

- (a) A thorough knowledge of the duties and responsibilities of directors and officers;
- (b) An appropriate level of understanding of board procedures and operations;
- (c) Be of good standing and among peers.

18 VOTING AT GENERAL MEETINGS

18.1 How many votes a Member has

- (a) Subject to any other Article in this Constitution, each Member has one vote.

18.2 Challenge to Member's right to vote

- (a) A Member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- (b) If a challenge is made under Article 18.2(a), the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

18.3 How voting is carried out

- (a) Voting must be conducted and decided by:
 - (i) a show of hands
 - (ii) a vote in writing, or
 - (iii) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- (b) Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- (c) On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- (d) The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

18.4 Demand for a poll

- (a) A resolution put to the vote of a general meeting must be decided in accordance with Article 18.3 unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (i) the chairperson of the meeting;
 - (ii) at least two (2) members present and with the right to vote on the resolution; or
 - (iii) a member or members present at the meeting and representing at least 5% of the total voting rights of all the members entitled to vote on the resolution on a poll.
- (b) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (c) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) If a poll is duly demanded at a general meeting, it must be taken in such

manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.

- (e) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (f) The demand for a poll may be withdrawn. If the company has only one member, the company may pass a resolution by the member recording it and signing the record.

18.5 Appointment of proxy

- (a) A Member may appoint a proxy to attend and vote at a general meeting on their behalf.
- (b) A proxy does not need to be a Member.
- (c) A proxy appointed to attend and vote for a Member has the same rights as the Member to:
 - (i) speak at the meeting
 - (ii) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (iii) join in to demand for a poll Article 18.4.
- (d) An appointment of proxy (proxy form) must be signed by the Member appointing the proxy and must contain:
 - (i) the Member's name and address
 - (ii) the Company's name
 - (iii) the proxy's name or the name of the office held by the proxy, and
 - (iv) the meeting(s) at which the appointment may be used.
- (e) A proxy appointment may be standing (ongoing).
- (f) Proxy forms must be received by the Company at the address stated in the notice under Article 15.4(e)(iv) or at the Company's registered address at least 48 hours before a meeting.
- (g) A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- (h) Unless the Company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:
 - (i) dies
 - (ii) is mentally incapacitated
 - (iii) revokes the proxy's appointment, or
 - (iv) revokes the authority of a representative or agent who appointed the proxy.
- (i) A proxy appointment may specify the way the proxy must vote on a particular resolution.

18.6 Voting by proxy

- (a) A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).
- (b) When a vote in writing is held, a proxy:
 - (i) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (ii) if the way they must vote is specified on the proxy form, must vote that way, and
 - (iii) if the proxy is also a Member or holds more than one proxy, may cast the votes held in different ways.

19 BOARD – DIRECTORS AND OFFICE BEARERS

- 19.1 The Company must have at least three and no more than nine directors.

- 19.2 Apart from the directors appointed under Article 19.5, the Members may elect a director by a resolution passed in a general meeting.
- 19.3 Each of the directors must be appointed by a separate resolution, unless:
- (a) the Members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 19.4 A person is eligible for nomination as a director of the Company if they:
- (a) are nominated by one Member or representative of a Member entitled to vote,
 - (b) give the Company their signed consent to act as a director of the Company, and
 - (c) are not ineligible to be a director under the Corporations Act or the ACNC Act.
- 19.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) gives the Company their signed consent to act as a director of the Company, and
 - (b) is not ineligible to be a director under the Corporations Act or the ACNC Act.
- 19.6 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.
- 19.7 The directors must elect a director as the Company's elected chairperson.
- 19.8 All elected directors shall be elected for a three (3) year term, and if eligible, each director is entitled to serve up to two (2) consecutive terms; and any previous director having served in aggregate, for a period of six (6) years maximum, may if eligible seek to be elected following a minimum period of three (3) years absence from the Board.
- 19.9 A director stops being a director if they:
- (a) give written notice of resignation as a director to the Company
 - (b) die
 - (c) are removed as a director by a resolution of the Members
 - (d) are absent for 3 consecutive directors' meetings without approval from the directors, or
 - (e) become ineligible to be a director of the Company under the Corporations Act or the ACNC Act.
- 19.10 Powers of directors
- (a) The directors are responsible for managing and directing the activities of the Company to achieve the purposes set out in Article 5.
 - (b) The directors may use all the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be used by Members.
 - (c) The directors must decide on the responsible financial management of the Company including:
 - (i) any suitable written delegations of power under Article 19.11, and
 - (ii) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 19.11 Delegation of directors' powers
- (a) The directors may delegate any of their powers and functions to a committee or director(s) they consider appropriate.

- (b) The delegation must be recorded in the Company's minute book.

19.12 Payments to directors

- (a) The Company must not pay fees to a director for acting as a director.
- (b) The Company may:
 - (i) pay a director for work they do for the Company, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (ii) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Company.
- (c) The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this Constitution.

19.13 Execution of documents

- (a) The Company may execute a document without using a common seal if the document is signed by:
 - (i) two directors of the Company, or
 - (ii) a director and the Secretary.

19.14 Duties of directors

- (a) The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
 - (i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company
 - (ii) to act in good faith in the best interests of the Company and to further the charitable purposes of the Company set out in Article 5
 - (iii) not to misuse their position as a director
 - (iv) not to misuse information they gain in their role as a director
 - (v) to disclose any perceived or actual material conflicts of interest in the manner set out in Article 19.15
 - (vi) to ensure that the financial affairs of the Company are managed responsibly, and
 - (vii) not to allow the Company to operate while it is insolvent.

19.15 Conflicts of interest

- (a) A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
 - (i) to the other directors, or
 - (ii) if all of the directors have the same conflict of interest, to the Members at the next general meeting, or at an earlier time if reasonable to do so.
- (b) The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- (c) Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under Articles 19.15(d):
 - (i) be present at the meeting while the matter is being discussed, or
 - (ii) vote on the matter.
- (d) A director may still be present and vote if:

- (i) their interest arises because they are a Member of the Company, and the other Members have the same interest
- (ii) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Company
- (iii) their interest relates to a payment by the Company under 0 (Indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act
- (iv) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (v) the directors who do not have a material personal interest in the matter pass a resolution that:
- (e) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company, and
- (f) says that those directors are satisfied that the interest should not stop the director from voting or being present.

19.16 The directors may decide how often, where and when they meet.

19.17 Calling directors' meetings

- (a) A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- (b) A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

19.18 Chairperson for directors' meetings

- (a) The elected chairperson is entitled to chair directors' meetings.
- (b) The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the elected chairperson is:
 - (i) not present within 30 minutes after the starting time set for the meeting, or
 - (ii) present but does not want to act as chairperson of the meeting.

19.19 Quorum at directors' meetings

- (a) Unless the directors determine otherwise, the quorum for a directors' meeting is a minimum of 3 directors.
- (b) A quorum must be present for the whole directors' meeting.

19.20 Using technology to hold directors' meetings

- (a) The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- (b) The directors' agreement may be a standing (ongoing) one.
- (c) A director may only withdraw their consent within a reasonable period before the meeting.

19.21 Passing directors' resolutions

- (a) A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

19.22 Circular resolutions of directors

- (a) The directors may pass a circular resolution without a directors' meeting being held.
- (b) A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in Article 18.8(c) or 18.8(d).
- (c) Each director may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the resolution, or

- (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (d) The Company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (e) A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in Article 19.22(c) or 19.22(d).

19.23 Appointment and role of Secretary

- (a) The Company must have at least one Secretary, who may also be a director but not the current Chairperson of the Company.
- (b) A Secretary may be an employee, but must not be the Company's chief executive officer.
- (c) A Secretary must be appointed by the directors (after giving the Company their signed consent to act as Secretary of the Company) and may be removed by the directors.
- (d) The directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- (e) The role of the Secretary includes:
 - (i) maintaining a register of the Company's Members, and
 - (ii) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.

20 MINUTES AND RECORDS

- 20.1 The Company must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of general meetings
 - (b) minutes of circular resolutions of Members
 - (c) a copy of a notice of each general meeting, and
 - (d) a copy of a Members' statement distributed to Members under Article 16.2.
- 20.2 The Company must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 20.3 To allow Members to inspect the Company's records:
 - (a) the Company must give a Member access to the records set out in Article 20.1(a), and
 - (b) the directors may authorise a Member to inspect other records of the Company, including records referred to in Article 20.1(b) and Article 22.2.
- 20.4 The directors must ensure that minutes of a general meeting or a directors' meeting are signed within a reasonable time after the meeting by:
 - (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 20.5 The directors must ensure that minutes of the passing of a circular resolution (of Members or directors) are signed by a director within a reasonable time after the resolution is passed.

21 COMPLAINTS AND RESOLUTION OF DISPUTES

21.1 Dispute resolution

- (a) The dispute resolution procedure in this Article applies to disputes (disagreements) under this Constitution between a Member or director and:
 - (i) one or more Members
 - (ii) one or more directors, or
 - (iii) the Company.

- (b) A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under Article 18.2 until the disciplinary procedure is completed.
- (c) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- (d) If those involved in the dispute do not resolve it under Article 21.1(c), they must within 10 days:
 - (i) tell the directors about the dispute in writing
 - (ii) agree or request that a mediator be appointed, and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must:
 - (i) be chosen by agreement of those involved, or
 - (ii) where those involved do not agree:
 - A. for disputes between Members, a person chosen by the directors, or
 - B. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Company has its registered office.
- (f) A mediator chosen by the directors under Article 21(e)(ii)A:
 - (i) may be a Member or former Member of the Company
 - (ii) must not have a personal interest in the dispute, and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (g) When conducting the mediation, the mediator must:
 - (i) allow those involved a reasonable chance to be heard
 - (ii) allow those involved a reasonable chance to review any written statements
 - (iii) ensure that those involved are given natural justice, and
 - (iv) not make a decision on the dispute.

21.2 Disciplining Members

- (a) In accordance with this Article, the directors may resolve to warn, suspend or expel a Member from the Company if the directors consider that:
 - (i) the Member has breached this Constitution, or
 - (ii) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.
- (b) At least 14 days before the directors' meeting at which a resolution under Article 21.2(a) will be considered, the Secretary must notify the Member in writing:
 - (i) that the directors are considering a resolution to warn, suspend or expel the Member
 - (ii) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (iii) what the Member is said to have done or not done
 - (iv) the nature of the resolution that has been proposed, and
 - (v) that the Member may provide an explanation to the directors, and details of how to do so.
- (c) Before the directors pass any resolution under Article 21.2(a), the Member must be given a chance to explain or defend themselves by:
 - (i) sending the directors a written explanation before that directors' meeting, and/or
 - (ii) speaking at the meeting.
- (d) After considering any explanation under Article 21.2(c), the directors may:
 - (i) take no further action
 - (ii) warn the Member
 - (iii) suspend the Member's rights as a Member for a period of no more than 12 months
 - (iv) expel the Member
 - (v) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this Article), or

- (vi) require the matter to be determined at a general meeting.
- (e) The directors cannot fine a Member.
- (f) The Secretary must give written notice to the Member of the decision under Article 21.2(d) as soon as possible.
- (g) Disciplinary procedures must be completed as soon as reasonably practical.
- (h) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this Article.

22 FINANCIAL AND RELATED RECORDS

- 22.1 The Company must make and keep written financial records that:
 - (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 22.2 The Company must also keep written records that correctly record its operations.
- 22.3 The Company must retain its records for at least 7 years.
- 22.4 The directors must take reasonable steps to ensure that the Company's records are kept safe.

23 FINANCIAL YEAR

- 23.1 The Company's financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

24 INDEMNITY, INSURANCE AND ACCESS

- 24.1 Indemnity
 - (a) The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
 - (b) In this Article, 'officer' means a director or Secretary and includes a director or Secretary after they have ceased to hold that office.
 - (c) In this Article, 'to the relevant extent' means:
 - (i) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so, and
 - (ii) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
 - (d) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.
- 24.2 Insurance
 - (a) To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.
- 24.3 Directors' access to documents
 - (a) A director has a right of access to the financial records of the Company at all reasonable times.
 - (b) If the directors agree, the Company must give a director or former director access to:
 - (i) certain documents, including documents provided for or available to the directors, and
 - (ii) any other documents referred to in those documents.

25 AUDITOR

The Company must appoint a properly qualified Auditor whose duties will be regulated in accordance with the Corporations Act.

26 NOTICES

26.1 Notices by the Company to Members

- (a) The Company may give notices, including a notice of general meeting to a Member:
- (b) personally;
- (c) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or
- (d) by sending it to the fax number or electronic address (if any) nominated by the Member; or
- (e) electronically.

26.1 Notices by the Company to directors

- (a) Subject to this Constitution, a notice may be given by the Company to any director by:
- (b) serving it personally at the director's usual residential or business address;
- (c) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (d) by electronic means or fax to such electronic address or fax number, as the director has supplied to the Company for giving notices.

26.2 Notices by Member or directors to the Company

- (a) Subject to this Constitution, a notice may be given by a Member or director to the Company by:
 - (i) serving it on the Company at the registered office of the Company;
 - (ii) sending it by post in a prepaid envelope to the registered office of the Company; or
 - (iii) by fax or electronic means to the principal fax number or the principal electronic address of the Company at its registered office.

26.3 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (i) in the case of a notice of a general meeting, on the Business Day after the date of its posting; or
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, service of the notice is to be taken to be effected if the correct fax number appears on the fax report generated by the sender's fax machine and to have been effected at the time the fax is sent.
- (c) Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.
- (d) Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in Article 15), service of the notice is to be taken to be effected on the delivery to:

- (i) where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or
 - (ii) where the addressee is a corporation, the corporation's computer systems.
- (e) If service under this Article is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.

26.4 Articles 24.1 to 24.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document. To ensure there is no doubt, the Company may conduct any of its elections via the use of electronic voting.

26.5 A reference in this Constitution to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

27 AMENDING THE CONSTITUTION

27.1 Subject to Article 26.2, the Members may amend this Constitution by passing a special resolution.

27.2 The Members must not pass a special resolution that amends this Constitution if passing it causes the Company to no longer be a charity.

28 BY-LAWS

28.1 Subject to any relevant law or this Constitution, the following matters may be governed by the By-Laws:

- (a) establishment and conduct of special interest groups;
- (b) matters involving Members including membership categories;
- (c) member fees;
- (d) election or appointment of persons to represent the Company in any body or group not covered by this Constitution in which the Company may be represented;
- (e) any other matters not dealt with by this Constitution.

28.2 The By-Laws may be added to, amended or repealed by a three-quarter majority vote (of those present and voting) of the Board of Directors, providing that the Board has given relevant notice as part of their Board agenda and issuance of Board papers to all Directors.

29 IMPLEMENTATION PHASE

29.1 The Company commences operations under this Constitution effective upon approval of the Constitution by the Members.

29.2 Notwithstanding anything in this Constitution to the contrary, this Constitution must be read and construed so that:

- (a) all Members of the Company prior to the adoption of this Constitution shall be deemed to be a Member under this Constitution;
- (b) for the 2024 and subsequent annual general meetings following the adoption of this Constitution, the rotation of Board Members shall be in accordance with Article 19;

- (c) any register maintained by the Company immediately before the adoption of this Constitution will be considered to be a register maintained under this Constitution; and
- (d) unless the contrary intention appears in this Constitution, all persons, things and circumstances appointed or created by or under the Constitution of the Company in force before the adoption of this Constitution will continue to have the same status, operation and effect after the adoption of this Constitution.