



**CONSTITUTION**  
**of**  
**EAGLEHAWK**  
**UNITED FRIENDLY SOCIETIES DISPENSARY LTD**  
**(ABN 78 087 822 320)**

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**CONSTITUTION**  
of  
**EAGLEHAWK UNITED FRIENDLY SOCIETIES DISPENSARY LTD**  
(ACN 087 822 320)

**1. NAME OF COMPANY**

- 1.1 The name of the company is Eaglehawk United Friendly Societies Dispensary Ltd ('Company').
- 1.2 The Company is a not for profit public company limited by guarantee which is established for the purpose of advancing health.
- 1.3 The liability of members is limited to the amount of the guarantee in rule 2.5.
- 1.4 Subject to rule 1.5 the Members may amend this Constitution by passing a Special Resolution at a general meeting of the Company.
- 1.5 The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Company to change the purpose for which it was established, referred to in rule 1.2.
- 1.6 Replaceable Rules do not apply to the Company.

**2. OBJECTS AND NON-PROFIT NATURE OF COMPANY**

- 2.1 The objects for which the Company is established are:
  - A to identify and provide a broad range of health and wellbeing related products, facilities and services to and for the benefit of Members and their Dependents and the public generally.
  - B to sell or supply medical requisites and therapeutic goods and dispense or sell medicines and provide health related services generally to Members and to the general public, in the same manner and to the same extent a pharmacist registered under the Pharmacy Regulation Act (Vic) 2010 may so sell, supply or dispense, provided the practice of pharmacy is under the actual personal supervision of a pharmacist registered under the Pharmacy Regulation Act (Vic) 2010;
  - C to contribute relevant expertise, knowledge and skills to provide, either independently or in association with healthcare providers and related organisations, support to individuals and the wider community for the safe and effective use and management of medicines and health care related products and services.
  - D to disseminate knowledge and promote awareness of the business and community involvement of the Company to Members and to the public generally;
  - E to do all such things as are, in the opinion of the Board of the Company, ancillary or conducive to the attainment of all or any of the above objects.

- 2.2 Each of the above objects constitutes a separate object of the Company and no such object, other than 2.1E, shall be construed by reference to any other such object.
- 2.3 Subject to rule 2.4, the Company has the following powers, which may only be used to carry out its purpose set out in rule 1.2:
- (a) the powers of an individual, and
  - (b) all the powers of a company limited by guarantee under the Corporations Act.
- 2.4
- (a) The income and property of the Company, wherever derived, shall be applied solely towards the promotion of the objects of the Company as set out in this Constitution.
  - (b) No portion of the income and property of the Company shall be paid or transferred directly, indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members of the Company.
  - (c) Nothing in this Constitution shall prevent:
    - (i) the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any Member or Director of the Company, in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
    - (ii) the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Company's bankers for overdrawn accounts on money borrowed from a Member of the Company;
    - (iii) reasonable and proper rent for premises demised or let by any Member of the Company.
- 2.5 Each Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for the payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs charges and expenses of winding up and for adjustment of the rights of the contributors among themselves such amount as may be required not exceeding \$2.00.
- 2.6 The Company shall not carry on business for the purpose of profit or financial gain to its individual Members and is prohibited from making a distribution whether in money, property or otherwise to its Members or to relatives of its Members. A donation or sponsorship contribution made to a Member for the benefit of the community served by the Company or a part of that community is not considered a distribution under this rule.
- 2.7 Where property remains after the winding-up or dissolution of the Company and satisfaction of all its debts and liabilities, it shall be paid in accordance with rule 39(b).
- 2.8 The Company does not have the power to issue or allot fully or partly paid shares to any person or corporation.
- 2.9 Nothing in this Constitution shall prohibit the Company from providing its Members and Dependents with Benefits.

### 3 PRELIMINARY

#### Definitions

3.1 In this Constitution except to the extent that the context otherwise requires:

‘ASIC’ means the Australian Securities and Investments Commission;

‘Benefits’ includes the provision of services and products to Members at a discount or at a price less than that charged to other persons (non-Members) but shall not include the payment or distribution of cash;

‘Board’ means the Board elected or appointed in accordance with this Constitution, acting jointly or by a majority;

‘business day’ means a day on which banks (as that term is defined in the Banking Act 1959 (Clth)) are open for business in Eaglehawk;

‘Chair’ means the person appointed as Chair under this Constitution and includes an acting Chair under rule 13;

‘Company’ means Eaglehawk United Friendly Societies Dispensary Ltd;

‘Constitution’ means the Constitution for the time being of the Company;

‘Corporate Member’ has the meaning in rule 4.6(b);

‘Corporations Act’ means the Corporations Act 2001 (Clth);

‘Delegate’ means a person duly appointed by a Corporate Member to represent that Member in accordance with this Constitution;

‘Director’ means a person appointed or elected from time to time to the office of Director of the Company in accordance with these rules and includes any alternate Director duly acting as a Director;

‘Dependent(s)’ means spouse, de-facto spouse, children under the age of 17 years, and student children under the age of 25 years;

‘Family Member’ is a category of membership that includes, in addition to at least one General Member, one or more Dependents of the General Member;

‘in writing’ and ‘written’ includes printing, typing, lithography and other modes (physical or electronic) of representing or reproducing words in a visible form;

‘Joint Member’ is a person that has been admitted as a Member together with another Member or Members of the Company as joint members. Primary Joint Member is the Joint Member whose name first appears in the Register of members;

‘Life Member’ is a person upon whom has been conferred life membership in accordance with rule 4.6(e);

‘Member’ and ‘General Member’ means any person who becomes a Member of the Company in accordance with this Constitution;

‘Membership’ means Membership of the Company;

‘Minor Member’ is a person aged 17 and under admitted as a Member of the Company;

‘Office’ means the registered office from time to time of the Company;

‘person’ and words importing persons include partnerships, associations and corporations unincorporated and incorporated by Ordinance, Act of Parliament or registration as well as individuals;

‘Qualified Person’ with reference to the appointment of a person as a Director means a person possessing those qualifications (in addition to Membership) set by the Board as the minimum qualifications to be possessed by an individual in order to be considered for nomination or appointment to the Board. The qualifications set by the Board must be reasonable in the circumstances and may, for example, be business based, general experience based and/or skills based.

‘Register’ means the Register of Members to be kept pursuant to the Corporations Act;

‘Replaceable Rules’ means all or any of the replaceable rules contained in the Corporations Act from time to time and includes any replaceable rule that was or may become, a provision of the Corporations Act;

‘Retiring Director’ means a Director who is required to retire under rule 25 and a Director who ceases to hold office under rules 23 or 24;

‘rules’ means the rules of this Constitution as altered or added to from time to time;

‘Seal’ means the common seal of the Company;

‘Secretary’ means a person appointed as secretary of the Company under rule 32 and includes any person appointed to perform the duties of secretary;

‘Special Resolution’ has the meaning assigned to it under the Corporations Act;

#### Interpretation

3.2 In this Constitution except to the extent that the context otherwise requires:

- words importing persons include partnerships, associations and corporations, unincorporated and incorporated;
- words of the plural number include the singular and vice-versa; and
- words importing a gender include each other gender.

3.3 The headings do not affect the construction of this Constitution.

## **4 ADMISSION AND REGISTRATION OF MEMBERSHIP**

- 4.1 Subject to rules 4.2 to 4.18, the Members of the Company are;
- (a) the initial members, and
  - (b) any other person that the Directors allow to be a Member in accordance with this Constitution.
- 4.2 The Company must establish and maintain a Register of Members. The register must be kept by the Secretary and must contain;
- (a) name, address and any alternative or replacement address notified by the Member for service of notices, and
  - (b) the date the Member was entered into the Register.
  - (c) the name of any Delegate appointed under this Constitution to attend meetings on behalf of a Corporate Member.
- and additionally, for each Member who stopped being a Member in the last 7 years;
- (c) the date upon which the membership ended.
- 4.3 The Company must give current Members reasonable access to the Register.
- 4.4 Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members. Use of information in the Register for marketing purposes or solicitation other than by the Company is considered not to be in the interest of Members.
- 4.5 Persons and corporate entities which support the purposes of the Company are eligible to apply to be a member of the Company.
- 4.6 Membership of the Company shall consist of:
- (a) General Members, being individuals 18 and over who pay the annual membership fee and includes Joint Members;
  - (b) Corporate Members, being incorporated companies, clubs, associations and organisations, who pay the relevant annual membership fee;
  - (c) Family Members, being a General Member and Dependents of the General Member participating in the Family Membership.
  - (d) Members and Family Members aged 17 years and under (Minor Members) are entitled to the benefits of Membership except:
    - (i) to attend and vote at any general meeting of the Company;
    - (ii) to receive notices of general meetings and accounts; and
    - (iii) to hold office in the Company.
  - (e) Life Members

Subject to the provisions of this Constitution, honorary life membership of the Company may, on the recommendation of the Board, be conferred by the Company by special resolution at an Annual General Meeting on any person who has rendered distinguished service to the Company. Life members shall be entitled to such privileges as the Board may from time to time decide.

- 4.7 Each application for Membership shall be made in writing to the Company in such form as the Board may from time to time determine. The Board may in its absolute discretion admit or refuse admission of any applicant to Membership.
- 4.8 The Board may admit 2 or more persons to Membership as a Joint Member. The Joint Members may determine the order in which their names are to appear in the Register and if they do not so determine the Board will do so on their behalf. The person named first in the Register is the Primary Joint Member and only Primary Joint Members are entitled to vote.
- 4.9 Each person applying for General Membership or Corporate Membership shall, in conjunction with the application for Membership, pay to the Secretary a donation or an application fee which is at least the amount determined by the Board for the class of Membership applied for, together with any applicable annual subscription. If the Membership applied for is not granted then all money so paid by the applicant shall be refunded to him by the Company.
- 4.10 Each Corporate Member must appoint a Delegate to attend meetings of the Company and to exercise the voting power of that Member in addition to the exercise by such appointee of any other voting power which he may also hold. Any Delegate may be removed or replaced by the Corporate Member who appointed the Delegate. All appointments, removals and replacements of Delegates must be notified to the Company, either under seal or under the hand of an officer or attorney duly authorised, and shall take effect upon receipt by the Company.
- 4.11 Membership of the Company is not transferable and the rights, privileges or Benefits associated with Membership of the Company are personal to the Member.

#### Commencement and Termination of Membership

- 4.12 The Board decides, in its absolute discretion, to approve or not approve an applicant into membership and the Secretary shall notify each applicant of the Board's decision. For approved members, the Secretary shall enter the name of the new Member in the Register, at which point membership of the Company commences.
- 4.13 Membership of the Company will terminate when the Member;
  - a) dies
  - b) is wound up or otherwise dissolved or de-registered (for Corporate Members)
  - c) resigns in writing to the Secretary, effective from the day of receipt
  - d) is expelled under this Constitution
  - e) has not paid their membership fee or annual subscription within one calendar month of it falling due (not applicable to Life Members)
  - f) has not responded within 14 days to a request from the Secretary to confirm they want to remain a member.
- 4.14 A Member who for whatever cause ceases to be a Member of the Company shall not have any claim, monetary or otherwise, on the Company's funds or property.

- 4.15 Upon ceasing to be a Member of the Company the Member shall remain liable for any monies due to the Company and unpaid at the date of his ceasing to be a Member.
- 4.16 The Board may by resolution censure, fine, suspend or expel from the Company a Member on the grounds that:
- (a) the Member wilfully refuses or neglects to comply with the provisions of the Constitution; or
  - (b) the Member is guilty of conduct which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interests or reputation of the Company.
- 4.17 Where a Member's Membership rights are to be terminated by resolution of the Board, the Board must give that Member:
- (a) at least one week's notice of the meeting at which the resolution will be voted on, the substance of the allegations against him and the intended resolution; and
  - (b) an opportunity of lodging a written explanation or defence with the Secretary at least 24 hours before the meeting to consider his expulsion.
- 4.18 Notwithstanding anything else contained in this Constitution, where a Member's Membership has been terminated or lapsed, the Board may at its total and unfettered discretion reinstate that Member's Membership subject to such conditions (if any) the Board considers appropriate.

## **5. SUBSCRIPTIONS AND DONATIONS**

The donation amounts, application fees and the annual subscription fees for the various classes of Membership shall be such amounts and due at such times as the Board may from time to time determine.

## **6. INCOME AND PROPERTY**

- 6.1 The Company is to be a non-profit organisation and none of its income, property, profits or financial surplus shall be paid to or distributed amongst the Members or Board except as provided in this Constitution.
- 6.2 The income and property of the Company shall be applied in promotion of its objects.
- 6.3 All the monies of the Company shall be banked in the name of the Company in a bank account or other generally offered bank facility or product at such bank or banks as the Board may from time to time direct.
- 6.4 Notwithstanding rule 6.3, the Company may determine to place money in various investments, including land and buildings, that are approved by the Board or comply with any Board approved investment policy.

## **7 GENERAL ACCOUNTS**



- 7.1 The financial year of the Company shall commence on the first day of July and end on the thirtieth day of June in the following calendar year.
- 7.2 Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the Company. The Company shall ensure the relevant accounting and auditing requirements of the Corporations Act are duly complied with.
- 7.3 The Company shall appoint and retain a properly qualified auditor whose duties shall be determined in accordance with the Corporations Act. No Member shall be capable of acting as an auditor of the Company.
- 7.4 An auditor appointed by the Company will hold office, is able to be removed, and has the powers and duties as specified in the Corporations Act and these rules.
- 7.5 Upon request the Board shall distribute or make available to a Member, at the end of each financial year, copies of every profit and loss account and balance sheet, accompanied by a copy of the auditor's report as required under the Corporations Act.
- 7.6 The Board shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.
- 7.7 Consent to Appointment

The Company must not appoint a person or firm as auditor of the Company unless the person or firm has, before the appointment, consented by written notice given to the Company or to the Board to act as auditor and has not withdrawn consent by written notice given to the Company or to the Board in the manner required under the Corporations Act.

- 7.8 Removal of Auditor
- (a) Except as provided in the Corporations Act, the auditor may only be removed from office by special resolution at a general meeting of the Company.
- (b) If notice of a special resolution to remove the auditor is given, the Company must immediately send a copy of the notice to the auditor.
- (c) Within 7 days after receiving a copy of the notice, the auditor may:
- (i) make written representations of not more than a reasonable length to the Company;
- (ii) Request that a copy of the representations be displayed in a conspicuous place at the Office and each other office of the Company until the day of the meeting at which the resolution is to be considered

7.9 Resignation of Auditor

Subject to the Corporations Act, an auditor's resignation from office takes effect:

- (a) on the date (if any) specified for the purpose in the notice of resignation; or
- (b) on the date on which ASIC gives its consent for the resignation (if required); or

(c) on the date (if any) fixed by ASIC for the purpose;

whichever is later.

#### 7.10 Auditor's Fees and Expenses

- (a) The Company must pay the auditor's reasonable fees and expenses, including those incurred in giving any report required under the Corporations Act.
- (b) The Board may fix the auditor's reasonable fees without authorisation of a general meeting.

#### 7.11 Duties in Relation to the Auditor

- (a) The Board must take reasonable steps to ensure that the accounts and group accounts of the Company are audited as and when required by the Corporations Act.
- (b) The Board must ensure that:
  - (i) the auditor has access at all reasonable times to:
    - (A) the accounting records;
    - (B) other records and registers; and
    - (C) such other documents, securities or certificates as the Corporations Act may specify or require the auditor to inspect;of the Company and of any entity which the Company, as a holding Company, controlled during the part of, or at the end of, any relevant financial year, even if the Company no longer controls the entity;
  - (ii) each officer of the Company and of any entity controlled by the Company as holding company, gives the auditor, as requested, and at the expense of the Company, information and explanations required for the audit

### 8 INSPECTION OF RECORDS

The Board shall determine whether and to what extent, and at what time and place and under what conditions the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than the Board, and a Member other than the Directors does not have the right to inspect any document of the Company except as provided by Corporations Act or authorised by the Board or by the Company in general meeting.

### 9. GENERAL MEETINGS

- 9.1 General meetings of the Company may be called and held at the times and places and in the manner determined by the Board. Except as permitted by the Corporations Act, the Members may not convene a meeting of the Company. By resolution of the Board any general meeting (other

than a general meeting which has been requisitioned by Members in accordance with the Corporations Act) may be cancelled or postponed prior to the date on which it is to be held.

9.2 The Chair of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

- (a) in possession of a pictorial-recording or sound-recording device;
- (b) in possession of a placard or banner;
- (c) in possession of an object considered by the Chair to be dangerous, offensive or liable to cause disruption;
- (d) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
- (e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- (f) who is not:
  - (i) a Member or a proxy, attorney or representative of a Member;
  - (ii) a Director; or
  - (iii) an auditor of the Company.

9.3 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.

9.4 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.

## **10. NOTICE OF GENERAL MEETING**

10.1 Not less than 21 days' notice of a general meeting may be given by the Board in the form and in the manner the Board thinks fit, including notice of any general meeting at which the Board proposes or this Constitution requires that an election of Directors be held. Notice of meetings shall be given to

- (a) the Members,
- (b) to the auditor, and
- (c) such persons as are entitled under this Constitution or the Corporations Act to receive notice.

The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any resolution passed at that meeting.

10.2 Notice of every general meeting shall be given in any manner permitted by the Corporations Act or in the manner authorised by rule 37.1 and 37.2.

10.3 Notice of a general meeting must include:

- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places);
  - (b) the general nature of the meeting's business;
  - (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution and explanation of the nature and purpose of the resolution;
  - (d) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
    - (i) the proxy does not need to be a member of the company,
    - (ii) 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
    - (iii) the proxy form must be delivered to the Company at least 48 hours before the meeting.
- 10.4 If a general meeting is adjourned (put off) for one month or more, the Members must be given new notice of the resumed meeting.
- 10.5 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
- (a) a review of the company's activities
  - (b) a review of the company's finances
  - (c) any auditor's report
  - (d) the election of directors, and
  - (e) the appointment and payment of auditors, if any.
- 10.6 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.
- 10.7 The Chair 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.
- 10.8 If the meeting is to be held at 2 or more places, the notice is to set out details of the technology that will be used to facilitate such a meeting and any other matters required to be stated by the Corporations Act in relation to the use of such technology.

## **11. PROCEEDINGS AT GENERAL MEETING**

### Notice of Special Business by Members

- 11.1 Any Member who wishes to place an item of special business before the annual general meeting of the Company, must lodge the request with the Company no later than 30 days after the end of the financial year of the Company.

### Board to Consider Item of Special Business

- 11.2 The Board will consider each item of special business received in accordance with rule 11.1 and may at its discretion determine whether to include the item or not in the agenda and notice to the annual general meeting.
- 11.3 No business shall be transacted at any meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 11.4 The quorum required for a general meeting requested or requisitioned by the Members shall be:
- (a) 5% of the total Membership of the Company present either in person or by proxy with a minimum of at least 5 Members personally present; or
  - (b) 100 Members present in person or by proxy and entitled to vote,
- whichever is the greater.
- 11.5 The quorum required for an annual general meeting, or general meeting requested or requisitioned by the Directors shall be seven (7) Members present in person or by proxy and entitled to vote.
- 11.6 For the purpose of determining whether a quorum is present, a person attending as a proxy or an attorney or the Delegate of a Corporate Member, shall be deemed to be a Member.

## **12. FAILURE TO ACHIEVE QUORUM**

If a quorum is not present within half an hour from the time appointed for the meeting:

- (a) where the meeting was convened upon the requisition of Members - the meeting shall be dissolved; or
- (b) in any other case:
  - (i) the meeting stands adjourned to such day and at such time and place as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
  - (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

## **13. APPOINTMENT AND POWERS OF CHAIR OF GENERAL MEETING**

- 13.1 The Chair shall preside as Chair at every general meeting of the Company.
- 13.2 If at any general meeting:
- (a) there is no Chair; or
  - (b) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,
- the deputy Chair shall be Chair of the meeting.

13.3 If at any general meeting:

- (a) there is no Chair or deputy Chair;
- (b) the Chair and deputy Chair are not present within 15 minutes after the time appointed for the holding of the meeting or are unable or unwilling to act,

the Members present shall choose one of the Directors to be Chair of the meeting and if no Director is present or if each of the Directors present are unable or unwilling to act as Chair of the meeting, then the Members present shall choose one of their number to be Chair of the meeting.

13.4 The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as determined by the Chair of the meeting. The Chair may at any time the Chair considers it necessary or desirable for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present and entitled to vote. The Chair may require the adoption of any procedure which in the Chair's opinion is necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

#### **14. ADJOURNMENT OF GENERAL MEETING**

- 14.1 The Chair may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 14.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 14.3 Except as provided by rule 14.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **15 VOTING AT GENERAL MEETING**

- 15.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the Chair; or
  - (b) by at least 5 Members present in person or by proxy.
- 15.2 Before a vote is taken, the Chair must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 15.3 Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried, carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceeding 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.

15.4 The demand for a poll may be withdrawn.

**16. POLL**

16.1 If a poll is duly demanded, it shall be taken in such manner and (subject to rule 16.2) either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

16.2 A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.

**17. EQUALITY OF VOTES**

In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, has one personal vote but no second or casting vote.

**18. ENTITLEMENT TO VOTE**

18.1 The entitlement of Members to vote on a show of hands and on a poll shall be as follows:

- (a) every General Member and Life Member shall have one vote;
- (b) every Corporate Member shall have one vote, exercised by its Delegate;
- (c) the Primary Joint Member only may have one vote;
- (d) the person named first in the Register of Members for a Family Member only may have one vote; and
- (e) no Minor Member may vote.

18.2 If a Member is of unsound mind and that person or their estate is liable to be dealt with in any way under the Corporations Act relating to mental health, their committee or trustee or such other person as properly has the management of their estate may exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

18.3 A Member whose annual subscription is more than one month in arrears at the date of the general meeting is not entitled to attend at that meeting either in person or by proxy. This rule does not apply to Life Members.

**19. APPOINTMENT OF PROXY**

19.1 Any Member who has the right to vote at a general meeting may appoint a proxy to vote at a general meeting on that Member's behalf. A proxy need not be a Member.

19.2 An instrument appointing a proxy shall be in writing under seal or the hand of the Member or an officer or attorney duly authorised by a Corporate Member and must state, as a minimum, the

name of the Member appointing the proxy, the name and address of the proxy and the meeting the proxy is appointed to attend.

- 19.3 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 19.4 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 19.5 An instrument appointing a proxy shall be in the common or usual form or in a form issued or otherwise approved by the Board.

## **20. DEPOSIT OF PROXY AND OTHER INSTRUMENTS**

An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting.

## **21. VALIDITY OF VOTE IN CERTAIN CIRCUMSTANCES**

A vote given in accordance with the terms of an instrument of proxy or a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or the revocation of the instrument of proxy (or of the authority under which the instrument was executed) or of the power of attorney, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

## **22 THE BOARD**

- 22.1 The number of Directors including Executive Directors (not including alternate Directors) is required to be a number, not being less than 3, nor more than 10, which the Board may from time to time determine provided that the Board may not reduce the number below the number of Directors in office at the time of the reduction. All Directors are required to be natural persons.
- 22.2 (a) The Board has the power at any time and from time to time to appoint a Qualified Person as a Director either to fill a casual vacancy among the Board or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any person appointed under this rule shall hold office until the next general meeting when an election will be held to fill the vacancy but is not to be taken into account in determining the number of Directors who are to retire by rotation at the meeting. Any person appointed under this rule shall be eligible for election at that general meeting.



- (b) Where the appointment under 22.2(a) is to specifically fill a casual vacancy of a departed Director the Board may (but is not required to) appoint the person only for the unexpired term of the departing Director. Any person appointed under this rule shall hold office until the next general meeting when an election will be held to fill the remaining unexpired term of the original departing Director.
- 22.3 (a) The Members in general meeting may by ordinary resolution appoint a Qualified Person as a Director but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution.
- (b) If the number of persons nominated for election does not exceed the vacancies to be filled at the general meeting, then those nominated are to be declared elected at the annual general meeting;
- (c) If more candidates are nominated than there are vacancies to be filled at the general meeting, then an election shall be held at the general meeting
- 22.4 Unless nominated by the Board only persons who have been financial members for at least 24 consecutive months are entitled to be elected as a Director and no Employee of the Company can be elected as a Director, or continue as a Director, unless appointed pursuant to rule 22.2 of this Constitution.
- 22.5 No Member (other than a Retiring Director) is eligible for election to the office on the Board at any general meeting unless the Member has been nominated by two Members or Delegates entitled to vote and has provided consent to the Company of their nomination at least 30 days nor more than 40 days before the general meeting at which the election is to take place. All such nominees must be a Qualified Person and not be ineligible to be a Director under the Corporations Act.
- 22.6 Subject to rule 22.7 the Directors are to be paid a fixed annual sum out of the funds of the Company as remuneration for their services as Directors, to be divided among them in such proportion and manner as they agree or in default of agreement equally. This rule does not apply to alternate Directors.
- 22.7 The annual amount from which Directors may be remunerated for their services as Directors is determined by resolution at a general meeting where particulars of the proposed amount have been given to the Members in the notice convening the meeting. Such amount once resolved shall continue to apply annually until increased or otherwise changed by resolution at a general meeting.
- 22.8 Any Director who serves on a subcommittee, or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director, or who at the request of the Board engages in any journey on the business of the Company, may be paid extra remuneration as determined by the Board.
- 22.9 Every Director is, in addition to any other remuneration provided in these rules, entitled to be paid from Company funds all reasonable travel, accommodation and other expenses incurred by the Directors in attending meetings of the Company or of the Board or any subcommittees or while engaged on the business of the Company.
- 22.10 Any Director may be paid a retirement benefit, as determined by the Board, in accordance with the Law. The Board is authorised to make arrangements with any Director with respect to the payment of retirement benefits in accordance with this rule.

**23 RESIGNATION AND REMOVAL OF A DIRECTOR**

23.1 Any Director may resign at any time from membership of the Board by notice in writing delivered to the Secretary. Such resignation shall take effect at the time when such notice is received by the Secretary or on a date specified in the notice, whichever is the later.

23.2 A Director may be removed from office by ordinary resolution of the Members at a general meeting of the Company convened for that purpose, provided that at least 28 days' notice of intention to move for the removal of the Director has been given to each Member of the Company. At any such general meeting the Director shall be given the opportunity to fully present his case either orally or in writing or partly by either of these means.

23.3 A Director who ceases to be a Director under rule 23.2 retains office until the dissolution or adjournment of the meeting at which the Director is removed.

**24. DISQUALIFICATION**

24.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director becomes vacant if that Director:

- (a) becomes of unsound mind or a person and that person or their estate is liable to be dealt with in any way under the Corporations Act relating to mental health;
- (b) dies;
- (c) ceases to be a Member, including a Corporate Member, who has the right to vote at a general meeting or ceases to be an officer or Delegate of a Corporate Member; or
- (d) becomes a bankrupt under the Bankruptcy Act 1966 (Clth).

24.2 A Director who vacates office pursuant to rules 23.1, 23.2 or 24.1 is not to be taken into account in determining the number of Directors who are to retire by rotation at any annual general meeting.

**25. RETIREMENT OF DIRECTORS**

25.1 At each annual general meeting:

- (a) any Director appointed by the Directors to fill a casual vacancy or as an additional Director must retire, and
- (b) at least one-third of the remaining directors must retire. If their number is not a multiple of three, then the number nearest to but not less than one third must retire from office.

25.2 The Directors who must retire at each annual general meeting under rule 25.1(b) will be the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.

25.3 Other than a Director appointed under clause 22.2, a Director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.

- 25.4 Each Director must retire at least once every three years. Nothing in this rule 25 requires a Director to retire from office earlier than at the conclusion of the third annual general meeting after the Director was elected or re-elected.
- 25.5 A Director who retires under clause 25.1 may nominate for election or re-election, subject to clause 25.6.
- 25.6 A Director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution.

**26. CHAIR AND DEPUTY CHAIR**

- 26.1 Subject to rule 26.2, the Chair and deputy Chair shall be chosen by the Directors.
- 26.2 The Board has the sole power at any time and from time to time to appoint any one of its members as Chair and deputy Chair and to remove any Directors appointed under this Constitution to any of those offices.
- 26.3 Any Chair and deputy Chair may resign at any time from such office by notice in writing delivered to the Secretary. Such resignation shall take effect at the time when such notice is received by the Secretary or on a date specified in the notice, whichever is the later.

**27. POWERS OF THE BOARD**

- 27.1 The Board is responsible for managing and directing the activities of the Company to achieve the purpose set out in rule 1.2 and in doing so may:
- (a) pay all expenses incurred in promoting and registering the Company; and
  - (b) exercise all powers of the Company as are not required by this Constitution or by the Corporations Act to be exercised by the Company in general meeting.
- 27.2 The Directors must decide on the responsible financial management of the company including:
- (a) any suitable written delegations of power under rule 27.6, and
  - (b) how money will be managed, such as how electronic funds transfers, credit cards, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 27.3 The Board may exercise all of the powers of the Company to:
- (a) raise or borrow money;
  - (b) guarantee the debts, liabilities or obligations of any person;
  - (c) enter into any financing arrangement;
  - (d) purchase, sell, lease, mortgage or charge any property or business of the Company;
  - (e) issue debentures: and

- (f) give any other security for a debt, liability or obligation of the Company or of any other person,

in the manner and on such terms as the Board thinks fit.

#### 27.4 Execution of Documents

The Company may execute a document without using a common seal if the document is signed by:

- (a) two Directors of the Company, or
- (b) a Director and the Secretary.

27.5 If the funds of the Company are not sufficient to pay its expenses, the Board may recommend that a levy be imposed, in addition to any annual subscription, on each Member, but no levy shall be imposed unless it is first approved by a majority of votes at a general meeting.

27.6 The Directors may delegate any of their powers and functions, other than those which by law must be dealt with by the Board, to a committee, a director, an employee of the company (such as a chief executive officer) or any other person, as they consider appropriate.

27.7 The delegation must be recorded in the company's minute book.

### 28. MEETINGS OF THE BOARD

28.1 The Board shall meet regularly for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

28.2 At least 48 hours prior notice of any meeting shall be given but with the approval of all Directors a meeting may be held on less notice. Except in the case of a meeting called upon less than 48 hours' notice, an agenda shall accompany every notice of a Board meeting.

28.3 The Chair or Secretary may convene meetings of the Board. The Secretary shall on request of a Director convene a meeting.

28.4 At any meeting of the Board, three Directors shall constitute a quorum.

28.5 The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the Constitution as being necessary for a quorum of the Board, the continuing Directors may only act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.

28.6 The Chair shall if present, able and willing preside as Chair at all meetings of the Board and if:

- (a) there is no such Chair;
- (b) the Chair is not present within 15 minutes after the time appointed for the meeting; or
- (c) the Chair is unable or unwilling to preside,

then the deputy Chair if present at the meeting, able and willing or in the absence or unwillingness of both of them a Director, appointed by the meeting, shall act as Chair of the meeting.

- 28.7 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Board. In the event of an equality of votes the Chair of the meeting shall not have a second or casting vote.
- 28.8 The Board may meet either in person or by telephone or by other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

#### Circular Resolutions

- 28.9 The Directors may pass a circular resolution without a Directors' meeting being held.
- (a) 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 clause 28.9(b) or clause 28.9(c).
  - (b) 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.
  - (c) 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.
  - (d) A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in rule 28.9(b) or rule 28.9(c).

## **29. PROCEEDINGS OF THE BOARD**

- 29.1 The Board may make such rules, regulations and by-law (not inconsistent with the Constitution), as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind from time to time any such rules, regulations and by-laws.
- 29.2 A rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting.
- 29.3 A resolution or regulation made by the Company in general meeting shall not invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

- 29.4 The Board may from time to time appoint such subcommittees whether of Directors or not and with such powers as the Board shall think fit with power to revoke the appointment of any such subcommittee.
- 29.5 A subcommittee in the exercise of the duties delegated or assigned to it shall conform to any regulations, directions or instructions that may be imposed or given by the Board.
- 29.6 A subcommittee appointed by the Board shall be under the control and direction of the Board and shall have no direct part or power in the management of the Company.
- 29.7 Neither the holding of office as a Directors nor the fiduciary relationship resulting from holding that office shall:
- (a) disqualify any Director from holding any office or place of profit (other than that of auditor) in the Company;
  - (b) disqualify any Director from entering into any arrangement, contract or dealing with the Company in any capacity;
  - (c) avoid or vitiate any arrangement, contract or dealing entered into by or on behalf of the Company in which a Director is any way interested; or
  - (d) render any Director or any corporation of which a Director is an officer or member or in any way interested, or any partnership of which a Director is a member or in any way interested, liable to account for any profit arising out of the holding of any such office or place of profit or any such arrangement, contract or dealing.
- 29.8 The nature of the interest of a Director shall be disclosed by him at the meeting of the Board at which the arrangement, contract or dealing is determined by the Board, if his interest then exists, or, in any other case, at the meeting of the Board next following the acquisition of his interest.
- 29.9 A Director who is in any way interested in any arrangement, contract or dealing as referred to in rule 29.7 (whether existing or proposed) may, with the consent of the remaining Directors, participate in discussion and vote in respect of the arrangement, contract or dealing at a meeting of the Board and shall be counted in a quorum present at such meeting.
- 29.10 A Director may affix or attest the affixation of the Seal to any instrument notwithstanding any interest which such Director has in the subject matter of that instrument or any other office or place of profit held by such Director.
- 29.11 All acts done by any meeting of the Directors or of any subcommittee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was Qualified to be a Director or subcommittee member.

### **30. DUTIES OF DIRECTORS**

- 30.1 The Directors must comply with their duties as Directors under the Corporations Act and in particular must comply with the following duties:

- (a) 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;
  - (b) to act in good faith in the best interests of the Company and to further the purpose of the Company set out in rule 1.2;
  - (c) not to misuse their position as a Director;
  - (d) not to misuse information they gain in their role as a Director;
  - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in rule 30.2;
  - (f) to ensure that the financial affairs of the Company are managed responsibly, and
  - (g) not to allow the Company to operate while it is insolvent.
- 30.2 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):
- (a) to the other Directors, or
  - (b) 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.
- 30.3 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

### **31 ALTERNATE DIRECTORS**

- 31.1 A Director may from time to time appoint a person who is approved by a majority of the Board to be an alternate or substitute Director in that Director's place.
- 31.2 The appointment is to be in writing and signed by the appointor and, subject to the approval of the Board under rule 31.1 shall take effect upon delivery of the notice of appointment to the Secretary.
- 31.3 The appointee while he holds office as an alternate Director is entitled to notice of meetings of the Board and to attend and vote at them as a Director but only in absence of the Director appointing him.
- 31.4 The office of the alternate Director is vacated upon the Director, by whom the alternate Director was appointed, resigning or being removed from office or vacating his office in accordance with this Constitution.
- 31.5 An appointment made may be suspended or revoked at any time by the appointor or by the Board, effected by notice in writing to be delivered to the Secretary of the Company provided that where the Board proposes to revoke the appointment prior notification shall be given to the appointor.
- 31.6 Alternate Directors are not to be taken into account in determining the number of Directors or rotation of the Directors.

**32 SECRETARY**

- 32.1 The Company must have at least one Secretary, who may also be a Director.
- 32.2 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.
- 32.3 The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 32.4 The role of the Secretary includes:
- (a) maintaining a register of the Company's Members, and
  - (b) maintaining the minutes and other records of general meetings (including notices of meetings), Directors' meetings, subcommittee meetings and circular resolutions.

**33. OTHER SALARIED OFFICERS**

- 33.1 (a) The Directors may appoint and remove any person, including a Director, to the position of Chief Executive Officer for the period and on the terms (including as to remuneration) that the Directors see fit.
- (b) The Board may delegate any of its powers, other than those reserved for the Board, to the Chief Executive Officer to manage the day to day business of the Company.
- 33.2 The Board may appoint such other officers and employees at such salaries for such periods and on such terms as it shall think fit and may, subject to conditions of the employment of such officers and employees, dispense with their services and re-appoint them or appoint other officers and employees as it thinks fit.
- 33.3 The Chief Executive Officer and the Secretary are not required to be Members of the Company to qualify for appointment.

**34. MINUTES**

The Board is to ensure that minutes are duly recorded in any manner it thinks fit:

- (a) of the names of the Directors present at each meeting of the Company, the Board and of any subcommittee; and
- (b) of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and any subcommittee,

and the minutes of any meeting of the Board or of any subcommittee or of the Company, if purporting to be signed by the Chair of the meeting or by the Chair of the next succeeding meeting, are prima facie evidence of the matters stated in the minutes.

**35. REGISTERED OFFICE**



The registered office of the Company shall be at such place as the Board may from time to time determine.

### **36 EXECUTION OF DOCUMENTS**

- 36.1 All cheques, bills of exchange and promissory notes are to be signed, drawn, made, accepted or endorsed (as the case may be) for and on behalf of the Company by 2 Directors, or a Director and the Secretary or in such other manner as the Board from time to time determines.
- 36.2 The Company may adopt a Seal.
- 36.3 If the Company has a Seal, the Board is to provide for its safe custody and it should only be used by the authority of the Board. Every instrument to which the Seal is affixed is to be signed by a Director and countersigned by a second Director or by the Secretary or by another person or persons appointed by the Board for that purpose. The Board may determine either generally or in any particular case that a signature may be affixed by a mechanical means specified in the determination.
- 36.4 Notwithstanding that the Company may have adopted a seal, the Company may execute a document, including a deed, by having the document signed by two Directors or a Director and the Secretary and if the Company executes a deed, the document is to be expressed to be executed as a deed and be executed in accordance with the appropriate procedures set out in this rule
- 36.5 Notwithstanding the provisions of rule 36.4 any document including a deed, may also be executed by the Company in any other manner permitted by the Corporations Act.

### **37. NOTICES**

- 37.1 A notice may be given by the Company to any Member by serving it personally or by leaving it or sending it by prepaid post, facsimile transmission or email to the Member at the address as shown in the Register or the address supplied by the Member to the Company for the giving of notices.
- 37.2 Any notice sent by prepaid post is deemed to have been served at the expiration of 48 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member personally or left at the Member's address is deemed to have been served when delivered. Any notice served on a Member by email or facsimile transmission is deemed to have been served when sent.

### **38. INDEMNITY AND INSURANCE**

Indemnity

- 38.1 Subject to the Corporations Act, the Company shall indemnify any person who is or has been a Director, Secretary or executive officer of the Company against a liability:
- (a) incurred by the person acting in their capacity as a Director, Secretary or executive officer to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith;

- (b) for the costs and expenses incurred by the person:
    - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
    - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Corporations Act.
- 38.2 Every employee who is not a Director, Secretary or executive officer of the Company may be indemnified out of the property of the Company against a liability:
- (a) incurred by the employee acting in that capacity;
  - (b) for the costs and expenses incurred by an employee:
    - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or
    - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the Corporations Act.

#### Insurance

- 38.3 Subject to the Corporations Act, the Company may pay insurance premiums in respect of insurance for the benefit of a Director, Secretary or executive officer acting in that capacity against:
- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
  - (b) a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a willful breach of duty in relation to the Company or a breach of the provisions of the Corporations Act dealing with improper use of inside information or position.
- 38.4 The Company may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company who is not a Director, Secretary or executive officer concerned in the management of the Company.
- 38.5 Despite anything in this Constitution, a Director is not precluded from voting on a contract (or proposed contract) of insurance, merely because the contract insures (or would insure) the Director against a liability incurred by the Director as an officer of the Company (or of a related body corporate).

#### 39 WINDING UP

- (a) If the Company is wound up:
  - (i) each Member; and
  - (ii) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Company for the:

- (iii) payment of debts and liabilities of the Company (in relation to clause 39(a)(ii), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (iv) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$2.00.

- (b) 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 is endorsed or approved by the Australian Taxation Office as a tax exempt entity and by its constitution:
  - (i) has objects which pursue charitable purposes only;
  - (ii) is required to apply its profits (if any) or other income in promoting its objects; and
  - (iii) is prohibited from making any distribution to its members,

with such corporation to be determined by the Members (at or before the winding up) or, in default, by application to the Supreme Court of Victoria for determination.

#### **40. GENERAL**

##### **40.1 Submission to jurisdiction**

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of Victoria, the Federal Court of Australia and the courts which may hear appeals from those courts.

##### **40.2 Prohibition and enforceability**

- (a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

*This Constitution of the Company is effective from 28 November 2018.*