

CONSTITUTION OF INTEREACH LIMITED

Adopted or Amended	By Whom	Date
Adopted	Intereach members	24 October 2013
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CORPORATIONS ACT (2001) (CWTH)
CONSTITUTION OF INTEREACH LIMITED
A Company limited by Guarantee

1. NAME

The name of the Company is Intereach Limited

2. OBJECTS OF THE COMPANY

The objects of the Company are the following

2.1 The principal objects are to promote, encourage and achieve:-

- (a) strong supported communities
- (b) support for disadvantaged members of the community
- (c) leadership, community partnerships and social justice
- (d) strengthen and improve social and personal well-being for individuals, families and communities
- (e) facilitation of access, equity and social justice

3. DEFINITIONS AND INTERPRETATION

3.1 In this Constitution, unless the context otherwise requires

“Act” means in the context of the Company, the Corporations Act 2001 (Cth)

“Appointed Director” means a Director appointed in accordance with Clause 19.2

“Board” means the Board of the Company constituted under this Constitution

“Board Delegations” means authority to perform acts on behalf of the Board

“By-Laws” means any by-laws made by the Board under Clause 24

“Company” means Intereach Ltd or its successors or assigns

“Chairperson” means the president for the time being of the Company, who shall be an Elected Director

“Chief Executive Officer” means the Chief Executive Officer of the Company for the time being appointed under this Constitution

“Constitution” means the Constitution for the time being of the Company

“Director” means a member of the Board and includes an Appointed Director and Elected Director

“Elected Director” means a Director elected to the Board in accordance with Clause 18 and includes the Chairperson.

“Financial Year” means the year ending on the 30 June each year.

“General Meeting” means the annual or any special general meeting of the Company

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Company or any event, meeting or activity of or conducted, promoted or administered by the Company

“Life Member” means an Individual Member upon whom life membership of the Company has been conferred under Clause 4.3

“Member” means a member for the time being of the Company under Clause 4

“Objects” means the objects of the Company in Clause 2

“Policy” means the policies made by the Board under Clause 24

“Special Resolution” has the same meaning as in the Act

3.2 Interpretation

- (a) Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail
- (b) In this Constitution unless the context otherwise requires.
 - (i) words importing the singular include the plural and vice versa.
 - (ii) words importing any gender include the other gender.
 - (iii) references to persons include corporations and bodies politic.
 - (iv) references to a person include the legal personal representatives, successors and permitted assigns of that person.
 - (v) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
 - (vi) an expression used in the Act that is given a special meaning for the purposes of the Act, has in any Clause of this Constitution that deals with the same matter, the same meaning as in the Act.
 - (vii) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

- (c) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.
- (d) The replaceable rules referred to in section 141 of the Act do not apply to the Company and are replaced by the Clauses set out in this Constitution.

4. MEMBERS

4.1 Members of Company

The Members of the Company shall consist of individual financial Members who may attend General Meetings and are not paid employees of the Company.

4.2 Creation of New Categories of Membership

The Board has the right and power from time to time to create new categories of membership with such rights (other than voting rights), privileges and obligations as are determined applicable. No new category of membership may be granted voting rights. The Board shall advise the Members of the new categories and the associated rights.

4.3 Life Members

- (a) The Company may, from among persons who have provided long and meritorious service with the Company, appoint Life Members in recognition of their efforts in furthering the interests of the Company.
- (b) A Life Member may only be elected by Special Resolution at an Annual General Meeting.

4.4 Application for Membership

An application for membership must be

- (a) in writing on the form prescribed from time to time by the Board, from a nominated representative of the applicant and lodged with the Company; and
- (b) accompanied by the appropriate fee

4.5 Discretion to Accept or Reject Application for Membership

- (a) Where the Board accepts an application, the applicant shall become a Member. Membership of the Company shall be deemed to commence upon acceptance of the application by the Board. The Chief Executive Officer shall amend the register accordingly as soon as practicable.
- (b) Where the Board rejects an application, the Company shall refund any fees forwarded with the application and the application shall be deemed rejected by the Company. The person rejected has the right to appeal to a general meeting.

5. SUBSCRIPTIONS AND FEES

Fees including annual membership fees, registration fees and levies payable by Members (or any category of Member) to the Company, the basis of, the time for and the manner of payment shall be determined by the Board.

6. COMPANY REGISTER OF MEMBERS

6.1 Chief Executive Officer to Keep Register

The Chief Executive Officer shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

6.2 Inspection of Register

The Company shall allow inspection of the Register, and shall provide copies of the Register, in accordance with the Act.

7. DISCONTINUANCE OF MEMBERSHIP

7.1 Notice of Resignation

Subject to this Constitution any Member who has paid all monies due and payable to the Company and has no other liability (contingent or otherwise) to the Company may resign from the Company by giving one months' notice in writing to the Company of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

8. DISCIPLINE OF MEMBERS

8.1 Disciplinary Action

Where the Board is advised or considers that a Member has allegedly

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, the Policies and the Rules or any resolution or determination of the Board; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company; or
- (c) brought the Company into disrepute

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Company set out in the By-Laws.

8.2 Jurisdiction to Hear Matters

The Company may choose to not accept an appeal or other matter under this Clause where it considers it has been properly addressed by a Member.

8.3 Non Application of Clause 8

This Clause 8 shall not apply to any incident or matter to which the By-Laws, the Policies or the Rules apply and which include a disciplinary procedure. Any disciplinary matter may be dealt with in accordance with the By-Laws, the Policies or the Rules.

9. GENERAL MEETINGS

9.1 Powers of the General Meeting

The powers of the General Meeting are:

- (a) requisition a General Meeting
- (b) convene a General Meeting
- (c) elect / dismiss Directors
- (d) determine Directors fees (as applicable)
- (e) alter the Constitution in accordance with Clause 30
- (f) consider the annual report
- (g) consider Special Resolutions; and
- (h) be the final arbiter on matters referred to it by the Board.

10. ANNUAL GENERAL MEETING TO BE HELD

- (a) An Annual General Meeting of the Company shall be held in accordance with the Act and this Constitution on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

11. NOTICE OF GENERAL MEETINGS

- (a) Notice of every General Meeting shall be given to every Member, Life Member and Director at the address appearing in the register kept by the Company. No other person shall be entitled as of right to receive notices of General Meetings, except the Company's auditor(s).
- (b) At least 30 days notice of the place, day and hour of the General Meeting shall be given
- (c) At least 30 days notice of the business to be transacted at a General Meeting shall be given, together with
 - (i) any notice of motion received from any Member, Director or the Board in accordance with this Constitution
 - (ii) relevant accounts and reports in accordance with this Constitution and the Act; and
 - (iii) the agenda for the meeting

12. BUSINESS OF ANNUAL GENERAL MEETINGS

12.1 Business to be transacted

- (a) The business to be transacted at the Annual General Meeting shall include:-
- (i) The consideration of the annual financial report, directors report and auditor's report;
 - (ii) The election of Directors;
 - (iii) The appointment of the auditor.

12.2 No Other Business

Subject to the Act no business other than that stated on the notice for a meeting shall be transacted at the General Meeting.

13. REQUISITION OF SPECIAL GENERAL MEETINGS

- (a) The Board shall on the requisition in writing made by not less than five members convene a Special General Meeting
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the requisition and be sent to the Company. The requisition may consist of several documents in a like form, each signed by one or more of the Member Association making the requisition
- (c) If the Board does not cause a Special General Meeting to be held within 21 days after the date on which the requisition is sent to the Company, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 21 days after that date.

14. PROCEEDINGS AT GENERAL MEETINGS

14.1 Quorum Present

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be ten Members present.

Attendance at a meeting may be in person, on a telephone conference line or by teleconference or other electronic medium as determined by Board.

Votes may be either given personally at the General Meeting or by postal vote or by electronic medium including email and facsimile as determined by the Board.

A postal vote will be

- i) delivered to the nominated electoral person's address prior to midday on the day preceding the General Meeting
- ii) recorded on the prescribed voting slip inserted in a voting envelope suitably endorsed by the Member to evidence entitlement, and enclosed in a mailing envelope provided.

14.2 Chairperson to Preside

The Chairperson shall, subject to this Constitution, preside at every General Meeting of the Company. If the Chairperson is not present, or is unwilling or unable to preside, the Directors shall elect one of the remaining Directors who shall, subject to this Constitution, preside as chair for that meeting only.

14.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting:
 - (i) if convened on the requisition of Members, is dissolved, and
 - (ii) in any other case stand adjourned to the same day in the week following at the same time and the same place unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given on the day before the day to which the meeting is adjourned
 - (iii) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for commencement of the meeting, the Members present being not less than three shall constitute a quorum
- (b) The chair may 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
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting
- (d) Except as provided in Clause 17.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

14.4 Poll

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)

- (a) directed by the chair; or
- (b) demanded by over half the Members present.

Postal votes in accordance with postal voting procedures are permitted as are voting via electronic means with electronic voting procedures.

14.5 Recording of Determinations

Except when a poll is conducted in terms of Clause 14.4, a declaration by the chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular

majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution

14.6 Where Poll Demanded

If a poll is conducted under Clause 14.4 it shall be taken in such manner and 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 motion in respect of which the poll was conducted.

15. ENTITLEMENTS AT GENERAL MEETINGS

- (a) Each Member shall have one vote. The chair shall not have a casting vote. Where voting is equal the vote shall be lost. No other person shall be entitled to vote
- (b) Notwithstanding any other Clause of this Constitution, no Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable by that Member to the Company are paid
- (c) There shall be no form of proxy voting.

16. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Company shall be governed, and the powers of the Company shall be exercised, by the Board. The Board shall act in accordance with the Objects of the Company and shall operate for the collective and mutual benefit of the Company and the Members.

17. COMPOSITION OF THE BOARD

17.1 Composition

The Board will, subject to this Constitution, comprise at least three (3) Directors and no more than (12) Directors being

- (a) Nine (9) elected Directors, including the Chairperson having been elected by the Directors from amongst themselves;
- (b) The Board shall have the power to co-opt up to three (3) additional directors.

17.2 Qualifications of Directors

- (a) All Directors must be Individual financial Members at the time of nomination and during their term in office
- (b) An employee of the Company cannot retain that position if elected to the Board
- (c) Subject always to the law, the Board will determine necessary requirements and qualifications for eligibility as Directors from time to time and the Board shall advise the Members of any requirements, qualifications and modifications when determined.

17.3 Portfolios and Sub Committees

The Board may determine the interests of the Company are best served by the allocation of portfolios to Directors. The Board shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of the Company from time to time

- (a) The Board shall elect the Chairperson for a term of 2 years
- (b) The Board shall appoint a Secretary and Public Officer annually who are responsible for all compliance requirements under the Act
- (c) The Board shall appoint the Chairpersons of each of the Sub Committees.

18. ELECTION OF ELECTED DIRECTORS

18.1 Nominations for Elected Directors

Nominations must be received by the Company from Individual Members to be considered for election as Directors 30 days prior to the relevant General Meeting. When calling for nominations details of the necessary requirements and qualifications (if any) applicable to the position shall also be provided.

18.2 Form of Nomination

Nominations for election to the Board pursuant to Clause 18.1 must be in writing on the prescribed form provided for that purpose.

18.3 Election Process

Elections for Elected Directors shall be conducted using a 'first past the post' method. A ballot shall be conducted in accordance with procedures defined in the By Laws and the result of the ballot shall be declared at the Annual General Meeting.

18.4 Term of Elected Directors

- (a) At each annual general meeting at least half of the remaining directors must retire.
- (b) The directors who must retire at each annual general meeting under clause 18.4(a) 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.
- (c) Other than a director appointed under clause 19.2, 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.
- (d) Each director must retire at least once every two years.
- (e) A director who retires under clause 18.4(a) may nominate for election or re-election.
- (f) The Chairperson may hold office for a maximum of two terms consecutively.

19. VACANCIES OF DIRECTORS

19.1 Grounds for Termination of Director

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) is no longer an Individual Member
- (b) dies
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health
- (e) resigns their office by providing notice in writing to the Company
- (f) is absent without the consent of the Board from three consecutive Board meetings held during a period of six months
- (g) holds any office of profit under the Company
- (h) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest
- (i) is removed from office by Special Resolution; or
- (j) would otherwise be prohibited from being a director of a corporation under the Act.

19.2 Casual Vacancies

Any casual vacancy occurring in the office of a Director shall only be filled for the remainder of the retiring Director's term under this Constitution and the appointment by the Board from appropriately qualified persons must be confirmed by resolution at the Company's next Annual General Meeting following such appointment.

19.3 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

20. MEETINGS OF THE BOARD

20.1 Board to Meet

The Board shall meet as often as is deemed necessary for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit.

20.2 Chair

The Chairperson shall chair any Board meeting at which the Chairperson is present. If the Chairperson is not present, or is unwilling or unable to preside the remaining Directors shall appoint one of their number to preside as chair for that meeting only.

20.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. The chair shall also have a casting vote where voting is equal.

20.4 Resolutions Not in Meeting

- (a) A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board
 - (iii) in the event of a failure in communications prevents Clause 20.4(b)(i) from being satisfied by a quorum of Directors then the meeting shall be suspended until Clause 20.4(b)(i) is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Director is physically present at the place for the meeting specified in the notice of meeting.

20.5 Quorum

At meetings of the Board the number of Directors whose presence or participation under Clause 20.4 is required to constitute a quorum is more than half of the Directors.

20.6 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than seven days' written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than five days prior to such meeting.

20.7 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated

21. DECLARATION OF INTEREST

A Director who has a material personal interest in a matter that relates to the affairs of the company must give the other directors notice of the interest unless otherwise exempted by the Act and, without limiting the generality of the foregoing, shall declare to the Board their

interest in any contractual matter, disciplinary matter, financial matter other matter which a conflict of interest arises or may arise and shall, unless otherwise determined by the Board in accordance with the Act, absent himself from discussion of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred. The Chief Executive Officer shall maintain a register of declared interests.

22. COMPANY SECRETARY

22.1 Appointment of Company Secretary

The Company Secretary shall be appointed by the Board for such term and on such conditions as it thinks fit.

22.2 Specific Duties

The Company Secretary shall

- (a) as far as practicable attend all Board meetings and General Meetings
- (b) prepare the notice of and agenda for all Board meetings and all General Meetings
- (c) ensure that minutes of the proceedings of all Board meetings and General Meetings are recorded and prepared; and
- (d) regularly report to the Board on the activities of, and issues relating to, the Company
- (e) Lodge the annual report of the Company with ASIC, together with such other documents as may be required to be lodged with ASIC from time to time.
- (f) ensure that a register of members is kept and is current.

22.3 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Company Secretary has power to perform all such things as appear necessary or desirable for the proper management and administration of the Company. No resolution passed by the General Meeting shall invalidate any prior act of the Company Secretary or the Board which would have been valid if that resolution had not been passed.

23. DELEGATIONS

23.1 Board may Delegate Functions

The Board may create or establish or appoint from among the Directors or otherwise, committees, individual officers or consultants to carry out such duties and functions and with such powers, as the Board determines.

23.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Chief Executive Officer by the Act or any other law or this Constitution.

23.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this Clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

23.4 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Clause, and may amend, repeal or veto any decision made by such body or person under this Clause.

23.5 Standing Committees

- (a) There will be standing committees appointed by the Board as deemed appropriate
- (b) The standing committees and their members are responsible to the Board and are subject to the direction of, and delegation prepared by, the Board in accordance with this Clause 23.

24. BY-LAWS AND POLICIES

24.1 Board to Formulate By-Laws and Policies

The Board may formulate, approve, issue, adopt, interpret and amend such By-Laws and Policies for the proper advancement, management and administration of the Company and, the advancement of the Objects as it thinks necessary or desirable. Such By-Laws and Policies must be consistent with this Constitution.

24.2 By-Laws and Policies Binding

All By-Laws and Policies made under this Clause shall be binding on the Company and Members.

24.3 By-Laws and Policies Deemed Applicable

All powers, rules, regulations, policies and by-laws of the Company in force at the date of the approval of this Constitution under the Act insofar as such powers, rules, regulations, policies or by-laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws and Policies under this Clause.

24.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws and Policies shall be advised to Members by means of notices approved by the Board and prepared and issued by the Chief Executive Officer.

25. RECORDS AND ACCOUNTS

25.1 Records Kept in Accordance with the Act

The Company shall keep financial records in accordance with the Act, generally accepted accounting principles and any applicable code of conduct. The books of account shall be kept in the care and control of the Company Secretary.

25.2 The Company to Retain Records

The Company shall retain such records for not less than seven years after the completion of the transactions or operations to which they relate.

25.3 Board to Submit Accounts

The Board shall cause to be prepared and shall submit to the Annual General Meeting the Company's financial report and Director's report in accordance with this Constitution and the Act and shall cause the financial report to be audited by the Company's auditor pursuant to Clause 28.

25.4 Accounts Conclusive

The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

25.5 Accounts to be provided to Members

The Company Secretary shall cause to be provided to all Members entitled to receive notice of Annual General Meetings of the Company, free of charge, copies of the financial report for the year, the Directors' report for the year and the auditor's report on the financial report.

25.6 Negotiable Instruments

All cheques and other negotiable instruments shall be dealt with in accordance with the Board Delegations or in such other manner and by such persons the Board determines.

26. APPLICATION OF INCOME AND PROPERTY

- (a) The income and property of the Company shall be applied solely towards the promotion of the Objects
- (b) No portion of the income or property of the Company shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member
- (c) No remuneration or other benefit in money or money's worth shall be paid or given by the Company to any Member who holds any office of the Company
- (d) Nothing contained in Clauses 27(b) or 27(c) shall prevent payment in good faith to any Member
 - (i) for any services actually rendered to the Company whether as an employee or otherwise
 - (ii) for goods supplied to the Company in the ordinary and usual course of business
 - (iii) of interest on money borrowed from any Member
 - (iv) of rent for premises demised or let by any Member to the Company; or
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of the Company provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

27. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by a General Meeting and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act.
- (b) The Company shall cause its financial report for a financial year to be audited in accordance with the Act and obtain an auditor's report, which shall be provided to members and presented at the Annual General Meeting of the Company.

28. NOTICES

28.1 Manner of Notice

- (a) Notices may be given to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

29. ADDITION ALTERATION OR AMENDMENT

No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution.

30. WINDING UP OF COMPANY AND LIABILITY OF MEMBERS

30.1 Member Contributions

Each Member undertakes to contribute to the assets of the Company in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Company contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding ten dollars (\$10) and the liability of the Members of the Company is limited accordingly.

30.2

Further in the event of the winding up of the Company, if after the transfer of surplus assets, gifts, contributions and money pursuant to clause 31.1, and after satisfaction of all debts and liabilities of the Company, there remains any assets or property of the Company, the same shall not be paid to or distributed amongst the Members but shall be transferred to another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth Taxation Act.

30.3 Liability of Members

The liability of the Members of the Company is limited.

31. INDEMNITY

31.1 Directors to be indemnified

Every Director, auditor, employee or agent of the Company shall be indemnified out of the property or assets of the Company against any liability incurred by him in his capacity as Director, auditor, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

31.2 The Company to Indemnify Directors

The Company shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct or any other conduct not in good faith.

- (a) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Company; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Company.