

Date / /2015

**Constitution of the
Internet Society of Australia**

ACN 076 406 801

Corporation Act 2001

Company Limited by Guarantee not having a Share Capital

Contents

1.	Definitions and Interpretation	1
1.1	Definitions.....	1
1.2	Interpretation.....	2
1.3	Replaceable Rules Displaced	2
2.	Name of the Company.....	2
3.	Objects and Powers	2
3.1	Objects	2
3.2	Powers	3
4.	Application of income	3
4.1	No payment or transfer to Members	3
4.2	Payments in good faith	3
5.	Membership	4
5.1	General.....	4
5.2	Membership Not Transferable.....	4
5.3	Voting Rights.....	4
5.4	Determination of Fees	5
5.5	Notice of Fees.....	5
5.6	Application and Assessment	5
5.7	Admission.....	5
5.8	Register of Members	5
5.9	Member Contact Information.....	5
5.10	Unpaid Fees.....	5
5.11	Death and Deregistration	5
6.	Representatives	6
6.1	Nomination	6
6.2	Powers of Representatives	6
7.	Disciplining of a Member	6
7.1	Resolution	6
7.2	Notice	6
7.3	Removal from the Register.....	6
8.	General Meetings	7
8.1	Annual General Meetings.....	7
8.2	Extraordinary General Meetings	7
8.3	Form of General Meetings.....	7
9.	Notice of General Meetings	7
9.1	General.....	7
9.2	Contents of Notice	7
9.3	Alteration of Procedure.....	7
9.4	Failure to Receive Notice	7
10.	Proceedings at General Meetings	8
10.1	Business.....	8
10.2	Chairing of the Meeting	8
10.3	Quorum	8
10.4	No Quorum.....	8
10.5	Adjournment.....	8
10.6	Show of Hands.....	9

10.7	Poll.....	9
10.8	Casting Vote.....	9
10.9	Effect of a Demand for a Poll	9
10.10	Evidence of Resolution.....	9
10.11	Auditor	9
11.	Proxies and Attorneys.....	10
11.1	General.....	10
11.2	Instrument Appointing Proxy	10
11.3	Required Information	10
11.4	Voting Instructions	10
11.5	Authority	11
11.6	Appointment of an Attorney.....	11
12.	Directors.....	11
12.1	Number and Qualifications of Directors.....	11
12.2	Term of Appointment	11
12.3	Election of Directors.....	11
12.4	Office Bearers	12
13.	Departure of Directors.....	12
14.	Powers of the Board.....	12
15.	Proceedings of the Board.....	13
15.1	General.....	13
15.2	Use of Technology to Support Meetings	13
15.3	Delegation by the Board	13
15.4	Defects in Appointment	14
15.5	Appointment by Directors	14
15.6	Minutes	14
15.7	Evidence of Proceedings and Resolutions	14
15.8	Circular Resolutions.....	14
15.9	Exclusion of Directors Not Entitled to Vote.....	15
16.	Accounts	15
16.1	Books of Account to be kept	15
16.2	Location of Books of Account.....	15
16.3	Rights of Inspection	15
16.4	Annual Financial Statements	15
17.	Auditor.....	15
18.	Duty, Taxes and Charges.....	15
19.	Indemnity	15
19.1	Definition of Liability and Officer	15
19.2	Indemnity of Officers.....	16
19.3	Indemnity for Proceedings.....	16
20.	Notices.....	16
21.	Contribution on winding-up	16
22.	Distribution of property on winding-up.....	17

1. Definitions and Interpretation

1.1 Definitions

In this Constitution:

Act means the Corporations Act 2001 (Commonwealth).

Annual General Meeting means the annual general meeting of Members.

Auditor means the auditor or auditors of the Company.

Board means the board of directors of the Company.

Business Day means Monday to Friday excluding public holidays in Victoria.

Chair means the Director who is elected to this office in accordance with clause 12.4.

Company means the Internet Society of Australia ACN 076 406 801.

Constitution means this constitution, as amended.

Directors means the members individually or collectively of the Board.

Extraordinary Meeting means a General Meeting of Members other than an Annual General Meeting.

Financial, in respect of a Member, means compliant with the provisions of clause 5 with respect to the payment of fees.

General Meeting means an Annual General Meeting or an Extraordinary Meeting of the Company.

Individual Member means a natural person admitted to Membership in accordance with this Constitution.

Member means any person admitted to membership in accordance with this Constitution.

Membership means membership of the Company, and encompasses all persons within the classes defined in clause 5.1.1.

Organisational Member means a legal person admitted to Membership in accordance with this Constitution.

Register means the register of Members kept in accordance with the Act.

Registered Address means the address of a Member shown in the Register.

Registered Office means the registered office of the Company.

Representative means a person appointed by an Organisational Member as described in clause 6.

Secretary means the Director who is elected to this office in accordance with clause 12.4.

Treasurer means the Director who is elected to this office in accordance with clause 12.4.

Vice-Chair means the Director who is elected to this office in accordance with clause 12.4.

1.2 Interpretation

In this Constitution, unless the context requires otherwise:

- 1.2.1 a person includes a corporate body, association, firm, partnership, or other unincorporated body;
- 1.2.2 any term that is not defined in this clause, but is defined in the Corporations Act, has the meaning in this Constitution that is defined in the Act';
- 1.2.3 a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them;
- 1.2.4 this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;
- 1.2.5 a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this Constitution;
- 1.2.6 a word or phrase that is defined has the corresponding meaning in its other grammatical forms
- 1.2.7 writing includes all modes of representing or reproducing words in a legible, permanent and visible form;
- 1.2.8 the singular includes the plural and vice versa;
- 1.2.9 a gender includes all other genders; and
- 1.2.10 headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.

1.3 Replaceable Rules Displaced

Each of the provisions of the Act that would apply to the Company as a replaceable rule but for this clause, is expressly displaced and does not apply to the Company.

2. Name of the Company

The name of the Company is the Internet Society of Australia.

3. Objects and Powers

3.1 Objects

The fundamental human desire for communication has been the engine driving social, cultural, scientific, and economic development throughout history. The new medium of the Internet has brought about widespread, creative communication between individuals and groups that previously had little chance of contact.

The overriding objective of the Society is to give expression to the needs and wishes of individuals, groups, or organisations that have a common interest in the viability of the Internet in Australia, so that all Australian users of the Internet may continue to benefit from, and contribute to its applications, technologies, and evolution.

The objects of the Company are to do all or any of the following:

- 3.1.1 provide broad-based representation of the Australian Internet community both nationally and internationally;
- 3.1.2 provide a service for the benefit of the community generally by enabling individuals, groups, and organisations to use the Internet effectively for communication, collaboration, education, and innovation;
- 3.1.3 promote the availability of access to the Internet for all Australians, and to provide information, assistance, archives, and other relevant resources for Australian Internet users;
- 3.1.4 give expression to the viewpoint of Australian Internet users to business, industry, the government, the media, and society in general, by providing information and promoting education;
- 3.1.5 affiliate with other Australian Internet-focused organisations for co-ordination, collaboration and education in order to further the objectives of the Society;
- 3.1.6 to examine, develop, and disseminate the community's understanding of ethical and cooperative standards of usage of the Internet;
- 3.1.7 to support, coordinate, develop and evolve effective standards of administration of systems and resources fundamental to the functioning and integrity of the Internet, such as addressing, naming, security and connectivity;
- 3.1.8 to promote, facilitate, and conduct research relating to the Internet and internetworking; and
- 3.1.9 to develop and maintain formal and informal relationships with the international Internet community.

3.2 Powers

The Company may exercise all powers, rights and privileges as a person may do or exercise, for the purpose of furthering the objects set out above, except to the extent that a clause in this Constitution excludes or qualifies that power.

4. Application of income

4.1 No payment or transfer to Members

All of the income and property of the Company is to be applied solely towards the promotion of the objects of the Company as set out in this Constitution. No portion of it may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the persons who at any time are or have been Members.

4.2 Payments in good faith

- 4.2.1 Notwithstanding clause 4.1 and subject to clauses 4.2.2 and 4.2.3, the Company may make payments in good faith of remuneration to any Member, officer or

employee of the Company in return for any services rendered to the Company, or for goods supplied in the ordinary and usual course of business, or for reimbursement of expenses incurred in connection with the performance of their duties to the Company.

4.2.2 The Company is not to make any payment to a Director for services rendered by that Director to the Company unless the provision of those services has the prior consent of the Board, the amount payable is approved by a resolution of the Board and is on reasonable commercial terms.

4.2.3 The Company is not to make any payment to a Director in his or her capacity as an employee of the Company, in return for any services rendered by that employee to the Company, unless the terms of that employment have first been approved by a resolution of the Board.

4.2.4 The Company may pay interest on money borrowed from any Member and may pay reasonable and proper rent for premises let by a Member to the Company.

4.2.5 For the purposes of clause 4.2.4, any sum paid by a Member to the Company as a deposit, bond or other security for the payment of fees and charges levied under the Constitution does not constitute money borrowed from a Member.

5. Membership

5.1 General

5.1.1 The Membership comprises the following classes:

- Individual Members, who are natural persons; and
- Organisational Members, which are legal persons.

5.1.2 On the adoption of this replacement Constitution, all natural persons who are part of the Membership continue to be Individual Members, and all legal persons that are part of the Membership continue to be Organisational Members.

5.1.3 Any person may apply for Membership, provided that they provide appropriate information, support the Objects as expressed in clause 3.1, and pay any relevant fee.

5.1.4 The Board may determine sub-classes of Membership within each class, with a sub-class of Membership having the same rights and obligations as for the class of Membership of which it is a part, and may allocate or reallocate entities into or between such sub-classes.

5.2 Membership Not Transferable

Membership may not be transferred to another person.

5.3 Voting Rights

Each Member is entitled to one vote at a General Meeting of the Company.

5.4 Determination of Fees

The Board may prescribe:

- 5.4.1 fees payable by each class and sub-class of Membership, including at time of application and in the form of a subscription; and
- 5.4.2 under what circumstances and when these fees are payable.

5.5 Notice of Fees

The Board is to give Members not less than one month's notice of any increase in the fees payable under clause 5.4.

5.6 Application and Assessment

Application is to be made in the form, and accompanied by any fee, that is prescribed by the Board.

5.7 Admission

The Board is to admit entities to the appropriate class and sub-class of Membership subject only to the applicant satisfying the conditions in clause 5.1.3.

5.8 Register of Members

The Company is to maintain a Register in accordance with the Act and this Constitution, and otherwise as the Board determines.

5.9 Member Contact Information

Each Member is to advise the Company of any changes to their contact information in a timely manner.

5.10 Unpaid Fees

- 5.10.1 If notice has been provided to a Member that a fee is due, and if that fee remains unpaid for 2 months after it becomes payable, then the Member is no longer financial, and their rights and privileges are suspended, but are automatically reinstated on payment of all arrears.
- 5.10.2 If notice has been provided to a Member that a fee is due, and if that fee remains unpaid for 1 year after it becomes payable, then the Member is deemed to have resigned with effect from the date on which the fee became payable.
- 5.10.3 A Member may resign by giving written notice to the Company.
- 5.10.4 Upon the expiration of any period of notice, the Member remains liable for:
 - (a) any moneys which may be owing to the Company; and
 - (b) in the case of the Company being wound up within one year of the date on which the Member resigns, the relevant contribution under clause 21.

5.11 Death and Deregistration

- 5.11.1 Membership ceases on death in the case of a natural person, and on disincorporation or deregistration in the case of a legal person.

6. Representatives

6.1 Nomination

An Organisational Member is to ensure that a natural person is at all times appointed as its Representative.

6.2 Powers of Representatives

The nomination may set out what the Representative is appointed to do and may set out restrictions on the Representative's powers. The appointment may be made by reference to a position held. Unless otherwise specified, the Representative may exercise all of the powers of the Member.

7. Disciplining of a Member

7.1 Resolution

Subject to clause 7.2, the Board, by a resolution passed by three-fourths of the Directors present and voting, may implement appropriate disciplinary action, including expulsion from the Membership, if a Member:

- 7.1.1 has committed a breach of any obligation or duty under this Constitution; or
- 7.1.2 has engaged in conduct that, in the opinion of the directors, is detrimental to the interests of the Company.

7.2 Notice

- 7.2.1 At least twenty-eight days before the meeting of the Board at which a resolution referred to in clause 7.1 is considered, the Member is to be:
 - (a) served notice of the meeting including the particulars of the alleged act, omission or conduct complained of and the intended resolution; and
 - (b) given the opportunity to present in writing or orally (or both) at the meeting and before the passage of the resolution any explanation the Member thinks fit

and the Board is to take the explanation into consideration.

- 7.2.2 The Board is to serve the Member with notice of any Board resolution made at the above meeting. If the Board resolves to expel the Member, the expulsion takes effect on the service of such notice.

7.3 Removal from the Register

- 7.3.1 Where a Member is expelled from the Company, their name is to be removed from the Register.
- 7.3.2 Upon the removal of a Member's name from the Register:
 - (a) the Member forfeits all rights and privileges attaching to Membership and all rights which the Member may have against the Company arising out of the Membership; and

(b) the Company has no liability to such Member in respect of the removal from the Register.

8. General Meetings

8.1 Annual General Meetings

The Company is to hold an Annual General Meeting within five months of the end of each financial year.

8.2 Extraordinary General Meetings

The Board may convene an Extraordinary Meeting, but is to do so in accordance with the Act. The Membership may also convene an Extraordinary Meeting, but may only do so in accordance with the Act.

8.3 Form of General Meetings

The Board may convene General Meetings in a physical place, or in a physical place with remote participation facilitated by electronic means, or entirely by electronic means. In the case of meetings that are conducted entirely by electronic means, resolutions are deemed to have been passed on the day and at the time that the relevant electronic interactions are completed.

9. Notice of General Meetings

9.1 General

The Board is to give not less than 21 days' written notice of a General Meeting to the Members, the Directors and the Auditor.

9.2 Contents of Notice

The notice referred to in the preceding clause is to specify the following information:

- 9.2.1 the day and the hour of meeting, and if participation in the meeting is to be facilitated by electronic means, the technology that is to be used;
- 9.2.2 the general nature of the meeting's business;
- 9.2.3 the details of any special resolutions to be proposed at the meeting; and
- 9.2.4 that entities are entitled to appoint a proxy.

9.3 Alteration of Procedure

With the consent of all the entities entitled to vote at a meeting, that meeting may be convened by such shorter notice and in such manner as those entities may determine, provided that such action complies with the Act.

9.4 Failure to Receive Notice

The accidental omission to give notice of a meeting to any Member or the non-receipt of such notice does not invalidate any resolution passed at, or proceeding of, that meeting.

10. Proceedings at General Meetings

10.1 Business

The ordinary business of an Annual General Meeting includes:

- 10.1.1 the consideration of the annual financial report, the directors' report and the Auditor's report;
- 10.1.2 the election and appointment of Directors; and
- 10.1.3 the appointment of the Auditors and the fixing of the Auditor's remuneration.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary Meeting is deemed special business.

10.2 Chairing of the Meeting

- 10.2.1 The Chair or in his or her absence the Vice-Chair presides as chairperson at every General Meeting.
- 10.2.2 If at any General Meeting neither is present within fifteen minutes after the time appointed for holding the meeting, or if neither is willing to preside, the entities present are to choose a Director to preside. If no Director is present or if all Directors present decline to preside, then those persons present are to choose a natural person who is present to preside.

10.3 Quorum

No business may be transacted at any General Meeting except the adjournment of the meeting unless a quorum is present. The quorum for a General Meeting is the lesser of 15 Members or 20 per cent of the Membership, present in person or connected from a remote location in a manner reasonably deemed by the Directors to be reliable, or by Representative, proxy or attorney.

10.4 No Quorum

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

- 10.4.1 if convened on the requisition of the Membership, the meeting is to be dissolved; and
- 10.4.2 in any other case, the meeting is to be adjourned to the date and time that the Directors determine, or, if no determination is made by the Directors, to the same day in the next week at the same time. If at that adjourned meeting the conditions relating to a quorum specified in clause 10.3 are not satisfied within fifteen minutes from the time appointed for holding the meeting, the Membership present is deemed to be a quorum.

10.5 Adjournment

- 10.5.1 The chairperson of a General Meeting may, with the consent of the entities entitled to vote at any meeting at which a quorum is present, and is to, if so directed by the meeting, adjourn the meeting to another date or time.
- 10.5.2 Only unfinished business may be transacted at any meeting resumed after an adjournment of a General Meeting.

10.5.3 Where a General Meeting is adjourned for one month or more, new notice of the adjourned meeting is to be given.

10.6 Show of Hands

Subject to clause 10.7, every item of business submitted to a General Meeting is to be decided by a show of hands of the Members present and entitled to vote, together with votes cast from remote locations in a manner reasonably deemed by the Directors to be reliable.

10.7 Poll

10.7.1 A poll may be demanded, before or on the declaration of the result of a show of hands, by the chairperson or any Member present personally or by proxy, attorney or Representative, or connected from a remote location in a manner reasonably deemed by the Directors to be reliable.

10.7.2 The poll is to be taken in the manner and at such time as the chairperson of the meeting directs, including either at once or after an interval or adjournment.

10.7.3 The result of the poll determines the outcome in relation to the relevant item of business.

10.7.4 The demand for a poll may be withdrawn.

10.7.5 If there is a dispute as to the admission or rejection of a vote, the chairperson is to finally determine that dispute.

10.8 Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson has a casting vote. The chairperson has a discretion both as to use of the casting vote and as to the way in which it is used.

10.9 Effect of a Demand for a Poll

The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

10.10 Evidence of Resolution

A declaration by the chairperson that a resolution has been passed or lost (having regard to the majority required) and an entry to that effect in the books of the Company, signed by the chairperson of that or the next succeeding meeting, is conclusive evidence that the resolution has been passed or lost, whether with or without notation of the number or proportion of the votes recorded in favour of or against the resolution.

10.11 Auditor

The Auditor is entitled:

10.11.1 to attend any General Meeting of the Company;

10.11.2 to receive all notices of and other communications relating to any General Meeting which the Members are entitled to receive; and

10.11.3 to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity and is entitled

to be heard, despite the fact that the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.

11. Proxies and Attorneys

11.1 General

- 11.1.1 Any Member may appoint a natural person as a proxy to vote on their behalf.
- 11.1.2 A proxy must be a Member or a Representative.

11.2 Instrument Appointing Proxy

The instrument appointing a proxy (and an original or certified copy of the power of attorney, if any, under which it is signed) is to be provided to the Company at:

- 11.2.1 the Registered Office;
- 11.2.2 a fax number at the Registered Office; or
- 11.2.3 a place, fax number or electronic address specified for such purpose in the notice of meeting

not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument is to vote.

- 11.2.4 Unless the contrary is stated on it, an instrument appointing a proxy is valid for any adjournment of the meeting to which it relates.
- 11.2.5 A proxy may be revoked at any time by notice in writing to the Company.
- 11.2.6 If the principal attends a meeting and votes on a resolution, the proxy is revoked in respect of that vote.

11.3 Required Information

An instrument appointing a proxy is to contain the following information:

- 11.3.1 the Member's name and address;
- 11.3.2 the Company name;
- 11.3.3 the proxy's name or the name of the office held by the proxy; and
- 11.3.4 the meetings at which the appointment may be used

and is to be signed by the appointor or his or her attorney.

11.4 Voting Instructions

An instrument appointing a proxy may specify the way in which the proxy is to vote in respect of any resolution and if so, the proxy is not entitled to vote on that resolution except as specified in the instrument.

11.5 Authority

An instrument appointing a proxy is, subject to any specific instructions that it contains, to be deemed to confer authority to act generally at the meeting for the person giving the proxy, including to demand or join in demanding a poll.

11.6 Appointment of an Attorney

Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all or certain specified meetings of the Company. That power of attorney must be produced for inspection at the Registered Office or any other place the Board determines, together with evidence of the due execution of it the Board requires, before the attorney will be entitled to appoint a proxy for the Member granting the power of attorney.

12. Directors

12.1 Number and Qualifications of Directors

- 12.1.1 The Board is to comprise no fewer than 3 and no more than 12 Directors.
- 12.1.2 Each Director must be financial at the time he or she is elected and throughout his or her time in office.

12.2 Term of Appointment

- 12.2.1 Each Director holds office:
 - (a) from the end of the Annual General Meeting at which he or she is elected;
 - (b) until the end of the Annual General Meeting held in the third year after his or her election.
- 12.2.2 Subject to any other provision of the Act or this Constitution, a Director whose term expires under paragraph 12.2.1(b) is eligible for re-election at the Annual General Meeting at which their term would otherwise expire.

12.3 Election of Directors

The election of Directors is to take place in the following manner:

- 12.3.1 Any Member who is financial and any Representative of an Organisational Member that is financial may be a candidate.
- 12.3.2 Each candidate must be nominated and seconded.
- 12.3.3 Each of the nominator and seconder must be financial at the time of the election.
- 12.3.4 The nomination is to be in writing and signed by the nominated person and their proposer and seconder. The nomination is to be lodged with the Secretary by the date and time and by such means as is declared in the Call for Nominations.
- 12.3.5 A list of the candidates' names in alphabetical order together with the nominators' and seconds' names is to be sent to the Members with the notice of the Annual General Meeting.

- 12.3.6 If there are no more candidates nominated than there are vacancies, then the chairperson of the Annual General Meeting is to declare those candidates elected as Directors.
- 12.3.7 If there are more candidates nominated than there are vacancies, balloting lists are to be prepared containing the names of the candidates. The Board may determine the method of the ballot. Each Member entitled to vote may vote for any number of candidates not exceeding the number of vacancies. In the event of a tie, a further ballot is to be conducted among those candidates in respect of whom there is an equality of votes, and the process repeated if necessary.
- 12.3.8 If there is not a sufficient number of candidates nominated to meet the required minimum number of Directors stipulated in cl. 12.1.1, the Board is to appoint as a Director, one or more persons who are qualified in accordance with this clause, subject to their consent, so that the Board consists of at least the minimum number of Directors.
- 12.3.9 At any time when the number of Directors is fewer than the maximum stipulated in cl. 12.1.1, the Board may appoint as a Director one or more persons who are qualified in accordance with this clause, subject to their consent.
- 12.3.10 A Director appointed under clause 12.3.8 or 12.3.9 holds office until the end of the next Annual General Meeting, but is eligible for election at that Annual General Meeting.

12.4 Office Bearers

At the first meeting of the Board after the Annual General Meeting, the Directors are to elect from among their number a Chair, one or more Vice-Chairs, a Secretary and a Treasurer, each of whom holds office until the end of the next Annual General Meeting.

13. Departure of Directors

- 13.1 The office of a Director is vacated if:
 - 13.1.1 the Director becomes bankrupt or makes any arrangement or composition with his or her creditors or if being a director of a company which is a Member, a winding up order is made in respect of such company;
 - 13.1.2 the Director becomes of unsound mind;
 - 13.1.3 without leave of the Board the Director is absent from meetings of the Board for three consecutive Board Meetings, unless the Board makes a resolution to the contrary;
 - 13.1.4 by notice in writing to the Company the Director resigns from office; or
 - 13.1.5 the Director ceases to hold office by reason of any order made under the Act.
- 13.2 The Company may remove any Director in accordance with the Act.

14. Powers of the Board

- 14.1 The control and direction of the Company and the management of its property and affairs is vested in the Board.

- 14.2 The Board may exercise all powers of the Company that are not required to be exercised or done by the Company in General Meeting.
- 14.3 The Board may raise money in any manner it thinks fit including the borrowing of money on the security of the Company's assets and the issuing of a security for any other purpose.
- 14.4 The Board may invest funds of the Company in any manner and for any period as it thinks fit.
- 14.5 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company are to be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) for and on behalf of the Company, by two Directors or by one Director and some other officer authorised by the Board for that purpose or in such other, reasonable manner as the Board may determine.

15. Proceedings of the Board

15.1 General

- 15.1.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 15.1.2 The Board is to meet at least four times per year.
- 15.1.3 Any Director may at any time cause the Secretary to convene a meeting of the Board by notice served upon each Director.
- 15.1.4 A quorum for meetings of the Board is half of the number of Directors currently appointed, or if the number of Directors is not a multiple of two, then the odd number nearest to and greater than half of the Directors, subject to a minimum of 3.
- 15.1.5 The Chair is to be the chairperson of meetings of the Board. If the Chair is not present within fifteen minutes after the time appointed for holding that meeting (or being present is unwilling to act), a Vice-Chair is to preside at the meeting. If no Vice-Chair is present (or being present is unwilling to act), then the Directors present are to choose one of their number to be the chairperson of the meeting.
- 15.1.6 Motions are decided by a majority of votes and each Director present is entitled to one vote.
- 15.1.7 The chairperson does not have a casting vote. In the event of an equality of votes, the motion is lost.

15.2 Use of Technology to Support Meetings

Without limiting the discretion of the Board to determine the form of its meetings, the Board may hold meetings in a physical place, or in a physical place with remote participation facilitated by electronic means, or entirely by electronic means. In the case of meetings that are conducted entirely by electronic means, resolutions are deemed to have been passed on the day and at the time that the relevant electronic interactions are completed.

15.3 Delegation by the Board

- 15.3.1 Subject to sub-clause 15.3.2, the Board may delegate any of its powers to individual Directors, or to Members, or to non-Members, subject to explicit Board approval for each non-Member, or to committees consisting of such Directors or entities or both as the Board thinks fit. Any individual or committee so formed is to

comply with any direction given to it by the Board in the execution of the delegated powers.

- 15.3.2 The Board may not delegate its power to delegate.

15.4 Defects in Appointment

An act done in good faith by any meeting of the Board, by any committee formed by the Board, or by any person acting as a Director, is not invalidated by reason of:

- 15.4.1 any defect in the election, appointment or tenure of a Director or person acting on any such committee; or
- 15.4.2 the disqualification of any of them.

15.5 Appointment by Directors

The Directors may, by power of attorney, appoint any person whether nominated directly or indirectly by the Directors to be an attorney or attorneys of the Company. Such appointment may be for any purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for periods and subject to any conditions as they determine. Any power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors determine.

15.6 Minutes

The Board is to cause:

- 15.6.1 minutes to be made of the proceedings and resolutions of all meetings of the Company and the Board;
- 15.6.2 the minutes to be recorded in an accessible form; and
- 15.6.3 the minutes to be approved by the Company (in respect of General Meetings) and by the Board (in respect of Board meetings) at the next such meeting.

15.7 Evidence of Proceedings and Resolutions

A minute that is recorded in accordance with clause 15.6 is evidence of the proceedings and resolutions to which it relates, unless the contrary is proved.

15.8 Circular Resolutions

- 15.8.1 If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the Board held on the day on which the resolution was signed and at that time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which the document was last signed by a Director.
- 15.8.2 Any such resolution in writing may consist of several documents in identical terms, each signed by one or more Directors and is to be entered in the relevant book of minutes of the Company.

15.9 Exclusion of Directors Not Entitled to Vote

A reference in clause 15.8 to all Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

16. Accounts**16.1 Books of Account to be kept**

Accurate accounts are to be kept of the sums of money received and expended by the Company, and of the matter in respect of which the receipt and expenditure takes place, and of the assets and liabilities of the Company.

16.2 Location of Books of Account

The books of account are to be kept at the Registered Office or place or places as the Directors determine, and are to be open to inspection by the Directors during usual business hours.

16.3 Rights of Inspection

A Member, other than a Director, does not have the right to inspect any document of the Society except as provided by law, as authorised by the Members in General Meeting, and as determined by the Board from time to time.

16.4 Annual Financial Statements

The Board is to publish the annual financial statements to Members in compliance with the law.

17. Auditor

The Company is to observe the provisions of the Act in relation to the appointment, removal and resignation of an Auditor.

18. Duty, Taxes and Charges

- 18.1 Each Member is liable for all duty and any other taxes or charges payable in respect of any transaction or instrument.
- 18.2 Each Member indemnifies and is to keep indemnified the Company in respect of all and any liability for duty, taxes or other charges referred to in sub-clause 18.1.

19. Indemnity**19.1 Definition of Liability and Officer**

In this clause:

- 19.1.1 **Liability** includes costs, losses, liabilities and expenses.

19.1.2 **Officer** means a Director, Secretary or other Office Bearer of the Company and includes a former Office Bearer, but does not include an Auditor or agent of the Company.

19.2 Indemnity of Officers

Every Officer is to be indemnified out of the assets of the Company against any Liability incurred by that Officer in the person's capacity as an Officer by reason of any act or thing done or omitted to be done by that person in that capacity or in any way in the discharge of that person's duties or by reason of or relating to the person's status as an Officer, but excluding any Liability from or against which the Company is not permitted by the Corporations Act to exempt or indemnify the Officer.

19.3 Indemnity for Proceedings

Without limiting clause 19.2, every Officer is to be indemnified out of the assets of the Company against any Liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Officer in that person's capacity as such Officer but excluding any Liability from or against which the Company is not permitted by the Corporations Act to exempt or indemnify the Officer.

20. Notices

- 20.1 The Company may serve notice on each Member by any means, over any communications service, and to any address that the Member has communicated to the Company, provided that the Company takes appropriate care in doing so.
- 20.2 A notice of meeting sent by electronic means is taken to be served on the Business Day after it is sent. Any notice sent by physical means is taken to be served three Business Days after the day it is posted.
- 20.3 A certificate in writing signed by the Secretary or any other officer of the Company that notice was sent, by appropriate means, and taking appropriate care, is conclusive evidence of the service of such notice.

21. Contribution on winding-up

- 21.1 Every Member undertakes to contribute to the property of the Company if it is wound up:
 - 21.1.1 while that person is a Member; or
 - 21.1.2 within one year after that person ceases to be a Member;
- in respect of the debts and liabilities of the Company contracted before that person ceases to be a Member, in respect of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.
- 21.2 The amount to be contributed by any Member is not to exceed ten dollars.

22. Distribution of property on winding-up

- 22.1 If, upon the winding-up or dissolution of the Company after the satisfaction of all its debts and liabilities there remains any property, this property is not to be paid to or distributed among the Members.
- 22.2 Instead, this property is to be given or transferred to some other institution or institutions having:
 - 22.2.1 objects similar to the Objects of the Company; and
 - 22.2.2 a constitution which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under clause 4 of this Constitution.
- 22.3 This institution or institutions are to be determined by:
 - 22.3.1 a special resolution of the Members at or before the time of dissolution; or
 - 22.3.2 if no such special resolution is passed, by a Judge of the Supreme Court or such other court of competent jurisdiction.