

**Constitution of
Australasian Investor
Relations Association
Limited**

ACN 095 554 153

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**CONSTITUTION OF
AUSTRALASIAN INVESTOR RELATIONS ASSOCIATION
LIMITED ACN 095 554 153**

1. PRELIMINARY

1.1 Company limited by guarantee

The Company is limited by guarantee and the liability of members is limited as provided in this document.

1.2 Objects of the Company

The Company is formed with the object of advancing the awareness of and best practice in investor relations in Australasia and thereby improving the relationship between listed entities and the investment community in one or more of the following ways:

- (a) position itself as the peak body for investor relations professionals;
- (b) influence the opinion of the importance of investor relations across non-financial groups;
- (c) fostering best practice and enhancing ethical and professional standards in investor relations;
- (d) providing a forum to exchange views and share experiences;
- (e) assisting the professional development of members;
- (f) ensuring awareness of external investment community issues that could influence internal company decision making;
- (g) representing the views of members on matters of common interest; and
- (h) developing strategic relationships with other industry and related entities.

1.3 Application of income and property

Subject to rule 10.2, the Company must apply its income and property solely towards promoting the objects of the Company as stated in rule 1.2. No part of the Company's income or property may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to members.

1.4 Replaceable rules

The replaceable rules referred to in Section 141 of the Corporations Act do not apply to the Company and are replaced by the rules set out in this document.

1.5 Definitions

The following definitions apply in this document.

"**Alternate**" means an alternate Director appointed under rule 4.1.

"**Appointor**" in relation to an Alternate, means the Director who appoints that Alternate.

"**Associate**" or "**Associate member**" means a member who is elected as an Associate member of the Company pursuant to rule 2.5.

"**Board**" means the Directors acting collectively under this document.

"**by-law**" means a by-law made by the Board in accordance with this document.

"**Company**" means the company named at the beginning of this document whatever its name is for the time being.

"**Corporate member**" means a member who is elected as a Corporate member of the Company pursuant to rule 2.4.

"**Corporations Act**" means the *Corporations Act 2001 (Cth)*.

"**Director**" means a person who is, for the time being, a director of the Company including, where appropriate, an Alternate and an Executive Director.

"**Executive Director**" means a person appointed as an Executive Director pursuant to rule 7.1.

"**Financial**" means a member has paid all admission fees and annual subscription fees due and payable under rules 2.8 and 2.9.

"**Listed Entity**" means a company, managed investment scheme, trust or other body included in the official list of a financial market operated by the Australian Stock Exchange or the New Zealand Stock Exchange or any other Stock Exchange approved by the Board.

"**member**" means a person whose name is entered in the Register as a member of the Company.

"**ordinary resolution**" means a resolution of members entitled to vote on the resolution, other than a special resolution.

"**Register**" means the register of members kept as required by Sections 168 and 169.

"**Secretary**" means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

"**Section**" refers to sections of the Corporations Act.

"**special resolution**" has the meaning given by Section 9.

"**Supporting member**" means a member who is elected as a Supporting member of the Company pursuant to rule 2.6.

"**Unfinancial**" means a member has not paid all admission fees and annual subscription fees due and payable under rules 2.8 and 2.9.

1.6 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests a gender includes the other gender.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word "**agreement**" includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being "**written**" or "**in writing**" includes that thing being represented or reproduced in any mode in a visible form.
- (j) Words (other than those defined in rule 1.5) which are defined by the Corporations Act have the same meaning in this document.
- (k) A reference to a Chapter, Part, Division, or Section is a reference to a Chapter, Part, Division or Section of the Corporations Act.

2. MEMBERSHIP

2.1 **Membership**

Subject to rules 2.10 and 2.11, the members of the Company are:

- (a) the initial members named in the application for the Company's registration; and
- (b) any other person the Board admits to membership.

2.2 **Limited liability of members**

If the Company is wound up each member of the Company undertakes to contribute to the assets of the Company up to an amount not exceeding \$100 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for 1 year after a member ceases to be a member of the Company.

2.3 **Categories of membership**

The members of the Company shall consist of:

- (a) Corporate members, each of whom shall have one vote in their own right at a general meeting of the Company;
- (b) Associate members, who will not have the right to vote at a general meeting of the Company; and
- (c) Supporting members, who will not have the right to vote at a general meeting of the Company.

Membership of the Company will be at the absolute discretion of the Board, or a duly constituted committee thereof, and in the case of rejection of an application for membership no reason need be given for such rejection. Membership will not be transferable or transmissible.

2.4 **Corporate members**

The Board may elect as a Corporate member any Listed Entity that it shall consider worthy, in its absolute discretion, to be elected as a Corporate member of the Company.

2.5 **Associate members**

The Board may elect as Associate members those individuals whom the Board shall in its absolute discretion consider worthy to be elected as Associate members of the Company and who with their application supply evidence that either:

- (a) they are suitably involved in investor relations and are, or have been, employed by a company or other organisation in that capacity which the Board recognises as being suitably involved in investor relations and such persons in any case should have had a minimum of one year's relevant experience; or
- (b) they are enrolled at a tertiary education institution in a course of study which the Board recognises as being suitably related to investor relations.

2.6 **Supporting members**

The Board may elect as Supporting members those bodies corporate whom the Board shall in its absolute discretion consider worthy of election as Supporting members of the Company in recognition of their employment of individuals substantially involved in supporting or supplying services to the investor relations industry.

2.7 **Admission of members**

A person eligible to become a member of the Company shall become a member upon:

- (a) agreeing in writing to be bound by this Constitution; and
- (b) payment to the Company of any admission fee payable pursuant to rule 2.8 and the subscription fee for the current year payable pursuant to rule 2.9.

2.8 **Admission fees**

Every person that is admitted as a member of the Company will be subject to the payment of such fee or fees as the Board may determine. The Board may waive payment of any fee.

2.9 **Annual subscription fees**

The annual subscription fee payable by Corporate members, Associate members, Supporting members and other classes of members shall be such sums as are from time to time fixed by the Board in respect of those categories of membership. Where special circumstances exist, the Board in its absolute discretion may reduce or waive such fees for an individual if it thinks fit to do so.

2.10 **Resigning as a member**

A member may resign from the Company by giving written notice to the Board. Where special circumstances exist, the Board in its absolute discretion may refund all or part of any fees paid by such resigning member under rule 2.9 if it thinks fit to do so.

2.11 **Expelling a member**

- (a) The Board may, by resolution, expel from the Company any member:
 - (i) who does not comply with this document or any by-laws, rules or regulations of the Company; or
 - (ii) whose conduct in the opinion of the Board is prejudicial to the interests of the Company.
- (b) At least 21 days before the Board holds a meeting to expel a member the Board must send a notice to the member which states:
 - (i) the allegations against the member;

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- (ii) the proposed resolution for the member's expulsion;
 - (iii) that the member has an opportunity at the meeting to address the allegations either orally or in writing; and
 - (iv) that if the member notifies the secretary in writing at least 48 hours before the meeting at which the resolution is to be considered by the Board, the member may elect to have the question of that member's expulsion dealt with by the Company in general meeting.
- (c) The Company must expel a member and remove the member's name from the Register where:
- (i) a general meeting is held to expel a member; and
 - (ii) a resolution is passed at the meeting by a majority of two-thirds of those present and voting for the member to be expelled. The vote must be taken by ballot.
- (d) A member expelled from the Company does not have any claim on the Company, its funds or property.

3. DIRECTORS

3.1 **Number of Directors**

The Company must have at least 6 Directors and, until otherwise decided by ordinary resolution, not more than 10 Directors.

3.2 **Membership qualification**

With the exception of the Executive Director, each Director must be:

- (a) An Associate member that is Financial; or
- (b) An employee of either a Corporate member or a Supporting member that is Financial.

3.3 **Appointment by the Board**

Subject to this document, Section 201E, and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Board may appoint a person to be a Director at any time except during a general meeting. Any Director so appointed:

- (a) automatically retires at the next annual general meeting and is eligible for re-election by that general meeting; and
- (b) is not taken into account in deciding the rotation or retirement of Directors or the number of them to retire under rule 3.6 at that general meeting.

3.4 Election by general meeting

Subject to this document, Section 201E, and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Company may elect Directors by ordinary resolution. A Director appointed to replace one removed from office under rule 3.10 must retire when the Director replaced would have been required to retire if not removed and is eligible for re-election.

3.5 Eligible candidates

Subject to the availability of appropriately-qualified candidates, the AIRA Board is committed to ensuring diversity of representation among directors, including in relation to: the size, sector and geographic location of directors' employers; and the professional, cultural and ethnic background, and gender, of directors themselves.

Subject to rule 3.13, the Company in general meeting cannot validly elect a person as a Director unless:

- (a) the person retires under rule 3.3, 3.4 or 3.6 and, subject to rule 3.12, seeks re-election;
- (b) the Board recommends the appointment; or
- (c) at least 45 business days before the meeting at which the relevant resolution will be considered, the Company receives both:
 - (i) a nomination of the person by 5 Corporate members (other than the person); and
 - (ii) a consent to act as a Director signed by the person.

The Company must notify members of every candidate for election as a Director at least 28 days before the relevant general meeting.

3.6 One third of Directors retire annually

At each annual general meeting:

- (a) one third (or if that is not a whole number, the whole number nearest to one third) of the Directors who are not:
 - (i) appointed, and required to retire, under rule 3.3;
 - (ii) an Executive Director;
 - (iii) Directors only because they are Alternates; and
- (b) subject to rule 7.2 any Director who would, if that Director remained in office until the next annual general meeting, have held that office for more than 3 years,

must retire from office and, subject to rule 3.12, are eligible for re-election.

3.7 Selection of Directors to retire

Subject to rule 3.4, the Directors who retire under rule 3.6 are those who have held office the longest since last being elected or appointed. If 2 or more Directors have been in office for the same period, those Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

3.8 Time of retirement

A Director's retirement under rule 3.3 or 3.6 takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

3.9 Cessation of Director's appointment

The office of a Director automatically becomes vacant if the person who holds the office:

- (a) becomes an insolvent under administration;
- (b) is not permitted by the Corporations Act (or an order made under the Corporations Act) to be a director or becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under Section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend 3 duly convened consecutive Board meetings (either personally or by an Alternate) without leave of absence from the Board;
- (e) qualified for appointment as a Director:
 - (i) under rule 3.2(a) and they are Unfinancial; or
 - (ii) under rule 3.2(b) and the Corporate member or Supporting member, as relevant, which is that Director's employer is Unfinancial;
- (f) qualified for appointment as a Director under rule 3.2(b) and that Director ceases to be employed by the Corporate member or the Supporting member, as relevant;
- (g) resigns by notice in writing to the Company; or
- (h) is removed from office under rule 3.10.

3.10 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, subject to Section 203D the Company by ordinary resolution may remove a Director from office.

3.11 **Too few Directors**

If the number of Directors is reduced below the minimum required by rule 3.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of members; and
- (c) in emergencies.

3.12 **Maximum term for a Director**

A person is not eligible for election, re-election or appointment as a Director if that person has been a Director for a consecutive period of 6 years or more unless a period of at least 12 months has elapsed since the person last held that office.

3.13 **Composition of the Board**

A person is not eligible for election, re-election or appointment as a Director if the appointment of that person as a Director would cause the number of Directors (excluding Alternates) who qualified for appointment under rule 3.2(a), together with the number of Directors (excluding Alternates) who qualified for appointment under rule 3.2(b) by being employees of Supporting members, to exceed 3.

The effect of this amendment is that Associate member directors and Supporting member directors together cannot comprise more than half of the Board i.e. 3 out of a minimum of 6 Board members.

4. ALTERNATE DIRECTORS

4.1 **Appointment of Alternates**

Subject to rule 3.1, a Director (other than an Alternate) may appoint an individual approved by a Corporate member and the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director.

4.2 **Notice of Board meetings**

If the Appointor requests the Company to give the Alternate notice of Board meetings, the Company must do so. Unless the Appointor has requested it, the Company need not give notice of Board meetings to an Alternate.

4.3 **Obligations and entitlements of Alternates**

An Alternate:

- (a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;
- (b) if also a Director, has a separate right to vote as Alternate;

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- (c) if Alternate for more than 1 Appointor, has a separate right to vote in place of each Appointor;
 - (d) when acting as Alternate, is an officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointor as a Director; and
 - (e) is entitled to reasonable travelling, hotel and other expenses incurred in attending meetings of the Board or of the Company or while otherwise engaged on the business of the Company on the same basis as other Directors but is not entitled to any other remuneration from the Company (but the Appointor may further remunerate the Alternate).

4.4 **Termination of appointment**

The Appointor may revoke the appointment of a person as Alternate whether or not that appointment is for a specified period. If the Appointor ceases to be a Director, any appointment of an Alternate made by the Appointor immediately ceases.

4.5 **Appointments and revocations in writing**

The Appointor must appoint, and revoke the appointment of, any Alternate in writing. The appointment or revocation is not effective until a copy is provided to the Company.

5. POWERS OF THE BOARD

5.1 **Powers generally**

Except as otherwise required by the Corporations Act, any other applicable law or this document, the Board:

- (a) has power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the members.

5.2 **Exercise of powers**

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 12; or
- (b) in accordance with a delegation of the power under rule 7 or 8.

5.3 **Power to adopt by-laws**

- (a) the Board shall have power from time to time to make such by-laws as are in its opinion necessary and desirable for the proper control, administration and management of the affairs, operations, finances, interests, effects and property of the Company and conduct of its members and to amend and repeal from time to time such by-laws.

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- (b) a by-law shall:
- i. be subject to this document;
 - ii. be consistent with the provisions contained in the Corporations Act, and this document; and
 - iii. when in force, be binding on all members and users of the Company's property.

6. EXECUTING NEGOTIABLE INSTRUMENTS

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

7. EXECUTIVE DIRECTOR

7.1 **Appointment and power of an Executive Director**

The Board may appoint any person to be an Executive Director either for a specified term (but not for life) or without specifying a term.

7.2 **Duties of Executive Director**

The Board may delegate any of the powers of the Board to an Executive Director:

- (a) on the terms and subject to any restrictions the Board decides; and
 - (b) so as to be concurrent with, or to the exclusion of, the powers of the Board,
- and may revoke the delegation at any time.

7.3 **Retirement and removal of Executive Director**

An Executive Director is not:

- (a) required to retire; or
- (b) taken into account in determining the number of Directors to retire,

by rotation under rule 3.6 but (subject to any contract between the Company and that Executive Director) is otherwise subject to the same rules regarding resignation, removal and retirement from office as the other Directors.

7.4 **Termination of appointment of Executive Director**

The appointment of an Executive Director terminates if:

- (a) in circumstances where the Executive Director ceases for any reason to be a Director; or
- (b) the Board removes the Executive Director from the office of Executive Director (which, subject to any contract between the Company and the Executive Director, the Board has power to do),

whether or not the appointment was expressed to be for a specified term.

7.5 **Remuneration of Executive Director**

The Board shall in its absolute discretion determine the remuneration to be paid to an Executive Director.

8. DELEGATION OF BOARD POWERS

8.1 **Delegation to committee or attorney**

The Board may delegate any of its powers:

- (a) to a committee consisting of at least 1 Director which may also include people who are not Directors; or
- (b) to an attorney;

and may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period. This rule is supplemental to Section 198D.

8.2 **Terms of delegation**

A delegation of powers under rule 8.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

Power exercised in accordance with a delegation of the Board is treated as exercised by the Board.

8.3 **Powers of attorney**

A power of attorney under rule 8.1 may contain the provisions for the protection and convenience of those who deal with the attorney that the Board thinks appropriate.

8.4 **Proceedings of committees**

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

9. DIRECTOR'S DUTIES AND INTERESTS

9.1 **Compliance with Corporations Act**

Each Director must comply with Sections 180 to 183.

9.2 **Scope of Directors' duties**

A Director is not disqualified by reason only of being a Director from:

- (a) holding any office or place of profit or employment other than that of the Company's auditor, or being a member or creditor, of any corporation (including the Company) or partnership other than the auditor; or
- (b) entering into any agreement with the Company.

9.3 **Declaration of interests**

A Director who:

- (a) is in any way, interested in a contract or proposed contract with the Company; or
- (b) holds any office or possesses any property as a result of which duties or interests might be created which are directly or indirectly in conflict with that Director's duties or interests as a Director,

must declare the fact and the nature of the interest, or nature, character and extent of the conflict at the first Board meeting held after the relevant facts come to the Director's knowledge or after appointment as a Director (whichever is later).

9.4 **Director interested in a matter**

Each Director must comply with Section 195 in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to Section 195:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, whether the Company enters into an agreement or proposed agreement in which that Director has an interest;
- (b) the Company may enter into the agreement and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may be counted in a quorum at a Board meeting that considers, and may vote on, matters involving the agreement; and

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- (d) if disclosure under rule 9.3 is made before the agreement is entered into:
- (i) the Director may retain benefits under the agreement even though the Director has an interest in the agreement; and
 - (ii) the Company cannot avoid the agreement merely because of the existence of the interest.

9.5 **Agreements with third parties**

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure required by rule 9.3; or
- (b) is present at, or counted in the quorum for, a meeting that considers, votes on, or participates in the execution of, that agreement in breach of Section 195.

9.6 **Obligation of secrecy**

Every Director and Secretary must keep the transactions and affairs of the Company and the state of its accounts confidential unless required to disclose them:

- (a) in the course of duties as an officer of the Company;
- (b) by the Board or the Company in general meeting; or
- (c) by law.

The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Company.

10. DIRECTORS' REMUNERATION

10.1 **Directors' not to receive remuneration**

The Company must not:

- (a) appoint a Director (other than an Executive Director) to any salaried office of the Company or any office of the Company paid by fees; or
- (b) pay or give a Director (other than an Executive Director) remuneration or other benefit in money or money's worth except, with the approval of the Board, repayment of out-of-pocket expenses and reasonable interest on money lent or reasonable rent for premises leased to the Company.

10.2 **Remuneration for services rendered**

Nothing in this document prevents the payment in good faith of remuneration to any officers or employees of the Company or to any member of the Company in return for:

- (a) any services actually rendered to the Company;

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- (b) goods supplied in the ordinary and usual way of business;
 - (c) the payment of reasonable interest on money borrowed from any member of the Company; or
 - (d) reasonable rent for premises leased by any member to the Company.

11. OFFICERS' INDEMNITY AND INSURANCE

11.1 Indemnity

Subject to the Corporations Act:

- (a) the Company must, to the extent the person is not otherwise indemnified, indemnify every officer of the Company and its wholly owned subsidiaries and may indemnify its auditor against a Liability incurred as such an officer, or auditor to a person (other than the Company or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Company or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
- (b) without in any way limiting the generality of paragraph (a), the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, "**Liability**" means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

11.2 Insurance

Subject to the Corporations Act, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

11.3 Former officers

- (a) The indemnity in favour of officers under rule 11.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or a wholly owned subsidiary of the Company even though the person is not an officer at the time the claim is made.
- (b) Subject to the Corporations Act, without limiting a person's rights under rule 11, the Company may enter into an agreement with a person who is or has been an officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this rule 11 on any terms and conditions that the Board thinks fit.

12. BOARD MEETINGS

12.1 Convening Board meetings

A Director may at any time, and the Secretary must on request from a Director, convene a Board meeting. There must be a minimum of four board meetings per year.

12.2 Notice of Board meeting

The convener of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to:
 - (i) each Director who is in Australia or New Zealand; and
 - (ii) each Alternate in respect of whom the Appointor has given notice under rule 4.2 requiring notice of Board meetings to be given to that Alternate or whose Appointor is not given notice due to being outside Australia or New Zealand; and
- (b) may give that notice orally (including by telephone) or in writing (including by telex, telegram, facsimile or electronic message containing the text of the notice),

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

12.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by Section 248D. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of 2 or more places, at the place where the chairman of the meeting is located.

12.4 Chairing Board meetings and term of the Chairman

- (a) The Board may elect a Director to chair its meetings for a 2 year term, or such longer period as is determined by the Board.
- (b) A Director elected as chairman under rule 12.4(a) must be the employee of a Corporate member unless otherwise determined by the Board.
- (c) If there is no chairman of Directors or the chairman is not present within 15 minutes after the time for which a Board meeting is called, or is unwilling to act, the Directors present must elect a Director present to chair the meeting. This Director must be a Director who was appointed a Director pursuant to rule 3.2(a).

12.5 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is 4 Directors and a quorum must be present for the whole meeting. An Alternate who is also a Director or a person who is an Alternate for more than 1 Appointor may only be counted once toward a quorum. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by Section 248D, the Board must resolve the basis on which Directors are treated as present.

12.6 Majority decisions

- (a) A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

12.7 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

12.8 Written resolution

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

12.9 Additional provisions concerning written resolutions

For the purpose of rule 12.8:

- (a) 2 or more separate documents in identical terms, each of which is signed by 1 or more Directors, are treated as 1 document;
- (b) signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the document;
- (c) signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and
- (d) a telex, telegram, facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

12.10 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or

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- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

13. MEETINGS OF MEMBERS

13.1 **Annual general meeting**

The Company must hold an annual general meeting at least once in each calendar year and within 5 months after the end of its financial year as required by Section 250N.

13.2 **Calling meetings of members**

- (a) The Board or a Director may at any time; and
- (b) the Board must when requested by members under Section 249D or when ordered by the Court under Section 249G,

convene a meeting of members.

13.3 **Notice of meeting**

Subject to rule 13.4, at least 28 days' written notice of a meeting of members must be given individually to:

- (a) each member (whether or not the member is entitled to vote at the meeting);
- (b) each Director; and
- (c) to the auditor.

The notice of meeting must comply with Section 249L and may be given in any manner permitted by Section 249J(3).

13.4 **Short notice**

Subject to Sections 249H(3) and (4):

- (a) if the Company has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or
- (b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 28 days' notice has been given.

13.5 **Postponement or cancellation**

Subject to Sections 249D(5) and 250N, the Board may:

- (a) postpone a meeting of members;
- (b) cancel a meeting of members; or

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- (c) change the place for a general meeting

by written notice given individually to each person entitled to be given notice of the meeting.

13.6 **Fresh notice**

If a meeting of members is postponed or adjourned for 1 month or more, the Company must give new notice of the resumed meeting.

13.7 **Technology**

The Company may hold a meeting of members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

13.8 **Accidental omission**

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

14. PROCEEDINGS AT MEETINGS OF MEMBERS

14.1 **Member present at meeting**

If a member has appointed a proxy or attorney or (in the case of a member which is a body corporate) a representative to act at a meeting of members, that member is taken to be present at a meeting at which the proxy, attorney or representative is present.

14.2 **Quorum**

The quorum for a meeting of voting members is 5 Corporate members. Each individual present may only be counted once toward a quorum.

14.3 **Quorum not present**

If a quorum is not present within 15 minutes after the time for which a meeting of members is called:

- (a) if called as a result of a request of members under Section 249D, the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

14.4 Chairing meetings of members

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of members. If:

- (a) there is no Director who the Board has appointed to chair Board meetings for the time being; or
- (b) the Director appointed to chair Board meetings is not present at the time for which a meeting of members is called or is not willing to chair the meeting,

the Corporate members present must elect a Director who is present and who was nominated as a Director pursuant to rule 3.2(a) to chair the meeting.

14.5 Attendance at general meetings

- (a) Every member has the right to attend all meetings of members.
- (b) Every Director has the right to attend and speak at all meetings of members of the Company.
- (c) The auditor has the right to attend any meeting of members of the Company and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

14.6 Adjournment

Subject to rule 13.6, the chairman of a meeting of members at which a quorum is present:

- (a) may; and
- (b) must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.

14.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

15. PROXIES, ATTORNEYS AND REPRESENTATIVES

15.1 Appointment of proxies

A member may appoint a proxy to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company:

- (a) that complies with Section 250A(1); or
- (b) in any other form and mode that is, and is signed or acknowledged by the member in a manner, satisfactory to the Board.

15.2 **Member's attorney**

A member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of the Company. If the appointor is an individual, the power of attorney must be signed in the presence of at least 1 witness.

15.3 **Deposit of proxy forms and powers of attorney**

An appointment of a proxy or power of attorney is not effective for a particular meeting of members unless:

- (a) in the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Company at its registered office or a fax number at that office (or another address or by any electronic means specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

15.4 **Corporate representatives**

A member that is a body corporate may appoint an individual to act as its representative at meetings of members as permitted by Section 250D.

15.5 **Standing appointments**

A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a member.

15.6 **Suspension of proxy or attorney's powers if member present**

A proxy or attorney has no power to act for a member at a meeting at which the member is present:

- (a) in the case of an individual, in person; or
- (b) in the case of a body corporate, by representative.

A proxy has no power to act for a member at a meeting at which the member is present by attorney.

15.7 **Priority of conflicting appointments of attorney or representative**

If more than 1 attorney or representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and

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- (b) subject to rule 15.7(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

15.8 **More than 2 current proxy appointments**

An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than 2 proxies of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

15.9 **Continuing authority**

An act done at a meeting of members by a proxy, attorney or representative is valid even if, before the act is done, the appointing member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (a) revokes the appointment or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

16. ENTITLEMENT TO VOTE

16.1 **Number of votes**

Each Corporate member has 1 vote.

16.2 **Casting vote of chairman**

The chairman of a meeting of members does not have a casting vote. If an equal number of votes is cast for and against a resolution the matter is decided in the negative.

16.3 **Decision on right to vote**

A member or Director may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman, whose decision is final.

17. HOW VOTING IS CARRIED OUT

17.1 **Method of voting**

A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under rule 17.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

17.2 Demands for a poll

A poll may be demanded on any resolution except a resolution concerning the election of the chairman of a meeting by:

- (a) at least 2 members entitled to vote on the resolution; or
- (b) the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

17.3 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;
- (c) a person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and
- (d) the result of the poll is the resolution of the meeting at which the poll was demanded.

18. SECRETARY

18.1 Appointment and removal of secretary

The Board may appoint 1 or more individuals to be a Secretary of the Company either for a specified term or without specifying a term.

18.2 Terms and conditions of office

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

18.3 Removal from office

Subject to any contract between the Company and the Secretary, the Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

19. MINUTES

19.1 **Minutes must be kept**

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's members;
- (b) the name of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 9); and
- (d) resolutions passed by Directors without a meeting,

to be kept in accordance with Sections 191, 192 and 251A.

19.2 **Minutes as evidence**

A minute recorded and signed in accordance with Section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

19.3 **Inspection of minute books**

The Company must allow members to inspect, and provide copies of the minute books for the meetings of members in accordance with Section 251B.

20. COMPANY SEALS

20.1 **Common seal**

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under Section 123(2).

20.2 **Use of seals**

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with Section 123.

20.3 **Fixing seals to documents**

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by 2 Directors;
- (b) by 1 Director and 1 Secretary; or

-
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

21. ACCOUNTS AND AUDIT

21.1 **Company must keep accounts**

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared and audited,
- and must allow a Director and the auditor to inspect those records at all reasonable times.

21.2 **Financial reporting**

The Board must cause the Company to prepare a financial report and a Directors' report that comply with Part 2M.3 and must report to members in accordance with Section 314 no later than the deadline set by Section 315.

21.3 **Audit**

The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Part 2M.4 and Sections 1280 and 1289.

21.4 **Conclusive reports**

Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within 3 months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

21.5 **Inspection of financial records and books**

Subject to rule 19.3 and Section 247A, a member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by ordinary resolution.

22. REGISTER OF MEMBERS

The Company must maintain a register of members.

In accordance with Section 169, the register must contain the following information:

- (a) the name and address of each member;
- (b) the date on which the entry of the member's name in the register is made;

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- (c) the name and details of each person who stopped being a member of the Company within the last 7 years;
 - (d) the date on which the person stopped being a member; and
 - (e) an index of member's names where the company has more than 50 members (and the register itself is not kept in a form that operates effectively as an index).

23. WINDING UP

If the Company is wound up any surplus property must not be paid to members but must be paid or transferred to another corporation which complies with Section 150(1).

24. NOTICES

24.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either
 - (i) delivered personally;
 - (ii) sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address; or
 - (iii) sent by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

24.2 Corporate member representative

A Corporate member may nominate an individual as its representative for the purpose of giving and receiving notices and communications to and from the Company.

24.3 Overseas members

A member whose registered address is not in Australia or New Zealand may notify the Company in writing of an address outside Australia or New Zealand to which notices may be sent.

24.4 When notice is given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
 - (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and
- (b) if it is sent by mail:
 - (i) to a place within Australia or New Zealand - 3 business days after posting; or
 - (ii) to a place outside Australia or New Zealand - 7 business days after posting.

A certificate in writing signed by a Director or Secretary of the Company stating that a notice was sent is conclusive evidence of service.

24.5 **Business days**

For the purposes of rule 24.4, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

24.6 **Counting days**

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

24.7 **Notices to "lost" members**

If:

- (a) on 2 or more consecutive occasions a notice served on a member in accordance with this rule is returned unclaimed or with an indication that the member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a member is not at the address shown in the Register or notified to the Company under rule 24.3,

the Company may give effective notice to that member by exhibiting the notice at the Company's registered office for at least 48 hours.

This rule ceases to apply if the member gives the Company notice of a new address.