

CORPORATIONS LAW  
A COMPANY LIMITED BY GUARANTEE  
CONSTITUTION  
of  
RENAL SOCIETY OF AUSTRALASIA LIMITED  
ACN 092 517 925  
ABN 74 092 517 925

1. DEFINITIONS AND INTERPRETATIONS

1.1 In this Constitution unless there is something in the subject or context inconsistent therewith:

"Board" means the Directors for the time being of the Company or such one or more of them as have authority to act for the Company.

"Branch" means a Branch of the Company in accordance with Clause 27 herein.

"Branch Executive" means the persons elected pursuant to Clause 30 herein.

"Branch Member" means a Member who is a member of a Branch.

"Branch Meeting" means a meeting of a Branch in accordance with the provisions of Clause 29 herein.

"Chairperson" means the Director elected as Chairperson pursuant to Clause 15 herein.

"Company" means Renal Society of Australasia Limited.

"Constitution" means the Constitution of the Company as originally adopted or as from time to time altered.

"Corporations Law" means the Corporations Law 1989 and any statutory modification thereof.

"Deputy Chairperson" means the Director elected as Deputy Chairperson pursuant to Clause 15 herein.

"Director" includes a person duly appointed and for the time being acting as an attorney for a Director.

"Member" means a Member of the Company in accordance with the provisions of Clause 8 herein.

"Present" when used in relation to a meeting of members means present in person or by proxy duly authorised by this Constitution.

"Regulations" means regulations of the company made by the Company from time to time pursuant to Clause 16 herein.

"Common Seal" means the common seal of the Company.

"Secretary" means any person appointed (whether or not on an honorary basis) to perform the duties

of Secretary of the Company within the meaning of the Corporations Law.

"Writing" means written printed or lithographed or in any other mode representing or reproducing words in a visible form.

1.2 The singular includes the plural and vice versa.

1.3 The masculine includes the feminine and vice versa.

1.4 Reference to any officer of the Company includes any person acting for the time being as such officer.

1.5 An expression used in a particular part or division of the Corporations Law that is given by that part or division a special meaning for the purposes of that part or division has in any clause of this Constitution that deals with a matter dealt with by that part or division unless the contrary intention appears the same meaning as in that part or division.

1.6 The headings and index in this Constitution are for convenience only and do not form part of this Constitution.

## 2. NAME

The name of the Company is "RENAL SOCIETY OF AUSTRALASIA LIMITED".

## 3. OBJECTS

The objects for which the Company is established are..

3.1 To promote, provide and communicate knowledge and information to the renal field and associated areas.

3.2 To take over duties, responsibilities and authority powers and members in Australia of an organisation already formed which is called "The Renal Society of Australasia".

3.3 To stimulate interest in dialysis/transplantation and the treatment and prevention of renal diseases, especially to those persons concerned with the renal field and associated areas.

3.4 To subscribe to, become a member of and co-operate with any other society, association or organisation, whether incorporated or not, whose objects are altogether, or in part, similar to those of the Company provided that the Company shall not subscribe to or support with its funds any society, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company.

## 4. COMPANY LIMITED BY GUARANTEE

The Company is a company limited by Guarantee and accordingly, the following provisions apply:

(a) the number of Members shall be unlimited;

(b) the liability of Members is limited. Every Member of the Company undertakes to contribute to the property of the Company in the event of it being wound up whilst a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time of cessation of membership and of the costs, charges and expenses of winding up the Company and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of ONE DOLLAR (\$1.00).

## 5. THE COMPANY'S POWERS AND HOW THEY MAY BE EXERCISED

The powers of the Company are those defined in Part 2B. 1 of the Corporations Law provided that they shall not be exercised in contravention of any clause of this Constitution. Without limitation of the foregoing, the powers of the Company include the following:

5.1 To purchase or sell machinery or apparatus which may be requisite for the purpose of furthering the objects of the Company.

5.2 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company, PROVIDED THAT in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such a manner as is allowed by law having regard to such trusts.

5.3 To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

5.4 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Company.

5.5 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, building, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working management, carrying out, alteration or control thereof.

5.6 To invest and deal with the money of the Company not immediately required in such a manner as may be permitted by law for the investments of trust funds.

5.7 To borrow or raise or secure the payments of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future) and to purchase, redeem, or pay off any such securities.

5.8 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

5.9 In furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

5.10 To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.

5.11 To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph 3.2 hereof.

5.12 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.

5.13 To print and make public any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.

5.14 In furtherance of the objects of the Company to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of Clause 6 hereof.

5.15 In furtherance of the objects of the Company, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

5.16 In furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institution, societies, or associations with which the Company is authorised to amalgamate.

5.17 To make donations for charitable purposes.

5.18 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

#### 6. INCOME APPLIED TO OBJECTS

(a) The income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of profit to the members of the Company PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company or for allowances and travelling expenses to a member of the Company or for goods supplied in the ordinary and usual course of business, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers for overdrawn accounts on money borrowed from any member of the Company, or reasonable and proper rent for premises demised or let by any member of the Company.

(b) The Company shall take all such action and do all such things as is necessary or expedient to maintain at all times its status as a tax exempt body within the meaning of Section 23 (e) of the Income Tax Assessment Act 1936 or any equivalent legislative provision substituted therefor.

#### 7. EFFECT OF CONSTITUTION

This Constitution has effect as a contract:

(a) between the Company and each Member;

(b) between the Company and each Director and Secretary; and

(c) between a Member and each other Member.

#### 8 MEMBERS

8.1 The initial membership of the Company shall consist of the subscribers to the Constitution. Membership of the Company shall subsequently comprise such other persons who become Members in the manner set out in this Constitution. Such subscribers and every person admitted to membership shall be deemed to have agreed to be bound by the Constitution and by any rules, regulations or by-laws of the Company from time to time.

8.2 The membership of the Company shall consist of ordinary Members, honorary Members and corporate Members.

8.3 Any person engaged or interested in the care and prevention or treatment of patients with renal and or associated diseases and any employee of a corporate Member is eligible for ordinary

membership.

8.4 An ordinary Member is entitled to attend all general meetings of the Company and is entitled to vote either personally or by proxy at all general meetings of the Company. A proxy need not be a Member.

8.5 A person may be awarded honorary membership by the Company in recognition of special services rendered to the Company or for outstanding development in the field of renal care. Honorary membership does not carry any right to vote. Honorary Members shall be entitled to receive notice of and to attend general meetings.

8.6 Any corporation or institution concerned with or interested in the renal field or associated areas is eligible for corporate membership. Corporate Members shall be entitled to vote at all general meetings of the Company.

8.7 (a) Persons eligible for membership of the Company shall complete and deliver to the Secretary an application for membership, which shall be in such form and contain such requirements as the Company may, from time to time, prescribe.

(b) As soon as practicable after the receipt of an application for membership, it shall be considered by the Company who shall thereupon determine upon the admission or rejection of the application. In no case shall the Company be required to give any reason for the acceptance or rejection of an application.

(c) A register of Members shall be kept showing in respect of each Member, the name, address and date of commencement and termination of membership.

(d) Upon acceptance of any application for membership, the Secretary shall send to the applicant written notice of acceptance and a request for payment of the membership application fee and annual membership fee. Upon payment of all requisite fees, the applicant shall become a Member of the Company. Where the applicant fails to make payment of the requisite fees within three calendar months of receiving notice from the Secretary, the Company may, in its discretion, cancel its acceptance of the applicant for membership of the Company.

8.8 A Member may at any time by giving notice in writing to the Secretary resign as a Member, but shall continue to be liable for all monies due by the Member to the Company at the times of resignation.

8.9 The Secretary shall remove the Member's name from the register of Members and a Member shall cease to be a Member if the Member:

(a) dies;

(b) resigns as a Member by notice in writing to the Company; or

(c) ceases to be a Member by virtue of the termination of its membership in accordance with Clause 8. 10.

8.10 Any Member guilty of non-observance of this Constitution or the rules or regulations of the Company or misconduct may have his or her membership terminated by the Company. The Company shall give the Member two weeks notice of its intention to terminate the Member's membership of the Company, together with notice of the grounds upon which it proposes to terminate the Membership and giving the Member the opportunity to make submissions to the Company in respect thereof.

8.11 No Member shall be registered as a Member as nominee or trustee for another person.

8.12 Every Member shall be bound to further to the best of the Member's ability the objects, interests, influence and standing of the Company and shall observe the Constitution and the rules and regulations of the Company in force from time to time.

## 9. MEMBER OBLIGATION

A Member shall be bound to further, to the best of his ability, the objects, interests, influence and standing of the Company.

## 10. GENERAL MEETING

10.1 Subject to the provisions of the Corporations Law, the Company shall hold an annual general meeting of the Members of the Company not later than the 30th November in each year. All general meetings, other than the annual general meeting, shall be called extraordinary general meetings. Each such general meeting shall be held at such times and places as may be determined by the Company.

10.2 At least 21 days before the holding of an annual general meeting the Secretary shall give notice of the date, time and place at which the meeting is to be held and of any special business which the Directors intend to submit thereat. All business that is to be transacted at an annual general meeting shall be special business, with the exception of the consideration of the accounts, balance sheets and the report of the Directors and Auditors, the election of officers and Directors in place of those retiring, and the appointment of the Auditors, if necessary. A copy of every such notice given in writing as aforesaid shall be kept posted up at the registered office of the Company until the date of the meeting. A printed copy of the Directors report, balance sheet and statement of receipts and expenditure shall be available to the Members of the Company at least 21 days prior to the annual general meeting.

10.3 Subject to the Corporations Law, upon a requisition in writing signed by at least 5% of Members entitled to vote at a general meeting being delivered to the Secretary, the Secretary shall within 14 days call an extraordinary general meeting of the Members of the Company by giving 14 days notice of the same. The requisition must state precisely the business of such meeting which business shall appear in the notice of the same or a more abbreviated form. The Board shall have the power to call an extraordinary general meeting of the Company whenever they may have matters under consideration upon which it seems proper to obtain the ruling of the Members. The same notice shall be given as provided herein for an extraordinary general meeting called on a requisition of Members.

## 11. PROCEEDINGS AT GENERAL MEETINGS

11.1 11.1.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

11.1.2 For the purpose of determining whether a quorum is present, a person attending as a proxy, shall be deemed to be a Member.

11.1.3 At a general meeting, the number of Members whose presence is necessary to constitute a quorum is 10% of Members entitled to vote at that General Meeting.

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

11.2.1 where the meeting was convened upon the requisition of Members - the meeting shall be dissolved; or

11.2.2 in any other case -

(i) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and

(ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

### 11.3 Chairing of Meetings

The Directors present shall elect an individual to be chairperson of the meeting.

#### 11.4 Adjournment

11.4.1 The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.4.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

11.4.3 Except as provided by clause 11.4.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### 11.5 Resolutions

11.5.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(i) by the chairperson;

(ii) by any Member present in person or by proxy.

11.5.2 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.5.3 The demand for a poll may be withdrawn.

#### 11.6 Poll

11.6.1 If a poll is duly demanded, it shall (subject to Clause 11.6.3) be taken in such manner and (subject to Clause 11.6.2) either at once or after an interval or adjournment or otherwise as the chairperson directs, and the results of the poll shall be the resolution of the meeting at which the poll was demanded.

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

11.6.3 Upon the request of at least 50% of Members present either in person or by proxy, a poll may be conducted by postal ballot. The procedures for the conduct of a poll by postal ballot shall be determined by the Board.

11.7 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to a deliberative vote (if any) shall have a casting vote.

11.8 On a show of hands each person present as a Member or proxy or attorney for a Member shall have one vote.

11.9 If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, the Member shall be required to resign as a Member forthwith.

#### 11.10 Voter's Qualification

11.10.1 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or is tendered.

11.10.2 Any such objection shall be referred to the chairperson of the meeting, whose decision is final.

#### 11. 11 Proxies

11.11.1 An instrument appointing a proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.

11.11.2 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

11.11.3 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

11.11.4 An instrument appointing a proxy may be in any usual form or in any other form which the Directors may approve and may name two or more persons to act as proxies in the alternative.

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

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

#### 12. APPOINTMENT REMOVAL AND REMUNERATION OF DIRECTORS

12.1 The number of Directors shall be not less than 5 nor more than 12. They shall be appointed as herein provided.

12.2 A Director must be an ordinary Member of the Company.

12.3 Subject to Clause 12.5, the Directors shall be appointed in writing by the Members.

12.4 The Directors shall be appointed for a period of two (2) years, subject to earlier removal or retirement pursuant to these Articles.

12.5 The Directors shall have power at any time and from time to time to appoint any person as a Director to fill a casual vacancy.

12.6 Any Director appointed pursuant to Clause 12.5 shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting and shall not be regarded as a Director retiring by rotation at such meeting.

12.7 Subject to this Constitution at every annual general meeting of the Company one half of the Directors or if their number is not a multiple of two (2), then the number nearest to but not exceeding one half shall retire and be eligible for re-election provided that Directors appointed pursuant to

Clauses 12.5 or 12.14 shall be excluded for the purposes of this calculation. No Director shall retain office after the second annual general meeting after such Director's appointment without submitting himself or herself for election even though such submission results in more than one half retiring from office.

12.8 Subject to Clause 12.7, the one half or other nearest number to retire as aforesaid at the first annual general meeting of the Company after the adoption of these Articles shall, unless the Directors agree among themselves, be determined by lot but in every subsequent year the one half or other nearest number who have been longest in office shall retire. As between two (2) or more who have been in office an equal length of time the Director or Directors to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from the Director's last election or appointment. A retiring Director shall act as a Director throughout the meeting at which the Director retires.

12.9 The continuing Directors may act notwithstanding any vacancy in their number, but should the number of Directors fall below the minimum number fixed in accordance with these Articles, the Directors may only act for the purpose of increasing the number of Directors to the minimum by filling a casual vacancy or of summoning a general meeting of the Company or in emergencies but for no other purpose.

12.10 The office of a Director shall be ipso facto vacated if the Director:

12.10.1 becomes bankrupt, suspends payment or makes any arrangement or composition with the Director's creditors;

12.10.2 resigns by notice in writing to the Company;

12.10.3 ceases to be a Director by virtue of, or becomes prohibited from being a Director because of an order made under, the Corporations Law;

12.10.4 is removed from office pursuant to Clause 12.14;

12.10.5 becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with under the law relating to mental health;

12.10.6 becomes permanently incapacitated from performing the duties of a Director;

12.10.7 is absent without permission of the Directors from the meetings of Directors for a period exceeding three months.

12.11 The Company by resolution may at any time subject to the provisions of this Constitution appoint new Directors and may increase or reduce the number of Directors in office.

12.12 Subject to this Constitution, the Company, at any annual general meeting at which any Directors retire in the manner aforesaid, may fill up the vacated offices by electing a like number of persons to be Directors.

12.13 If at any annual general meeting at which an election of Directors ought to take place, the place of any Director retiring by rotation is not filled up, the Director shall, if willing, continue in office until the annual general meeting in the next year and so on from year to year until the Director's place is filled up unless it shall be determined at such meeting on due notice to reduce the number of Directors in office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

12.14 The Company may by resolution remove any Director before the expiration of the Director's period of office and may by like resolution appoint another qualified person in the Director's stead.

The person so appointed shall hold office during such time only as the Director in whose place the person is appointed would have held the same if the Director had not been removed.

12.15 The Directors shall be paid such remuneration as is from time to time determined by the Company in general meeting.

12.16 Any Director may independently of the office as Director, by resolution of the Board be engaged by the Company as an employee of or consultant to the Company, on such terms and conditions as the Board sees fit.

12.17 Unless resolved by a general meeting to the contrary, a Director may not serve as a Director of the Company for a continuous period exceeding six (6) years.

12.18 A Director shall, upon attaining the age of sixty-five (65) years, be required to retire, unless a special resolution is passed at a general meeting resolving to allow such a Director to continue in office.

### 13. POWERS AND DUTIES OF DIRECTORS

13.1 Subject to the Corporations Law and to any other provision of this Constitution, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting the objects of the Company, and may exercise all such powers of the Company as are not, by the Corporations Law or by this Constitution, required to be exercised by the Company in general meeting. The powers of the Directors shall also be subject to any regulations from time to time made by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

13.2 Without limiting the generality of Clause 13.1, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or all or any of its uncalled capital to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

#### 13.3 Attorneys

13.3.1 The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors) for such period and subject to such conditions as they think fit.

13.3.2 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

13.4 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by such persons and in such manner as the Directors may from time to time determine.

13.5 The Directors shall take all such action and do all such things as is necessary or expedient to maintain at all times its status as a tax exempt body within the meaning of section 23(e) of the Income Tax Assessment Act 1936 or any equivalent legislative provision substituted therefor.

### 14. PROCEEDINGS OF DIRECTORS

#### 14.1 Convening of Meetings

14.1.1 The Directors may meet together for the despatch of business and adjourn and otherwise

regulate their meetings as they think fit.

14.1.2 A Director may at any time, and the Secretary shall on the requisition of a Director, convene a meeting of the Directors. Notice of the meeting of Directors shall be given to all Directors except to a Director whom the Secretary when giving notice to other Directors reasonably believes to be outside Australia.

14.2 Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.

14.3 Subject to the Corporations Law, no Director shall be disqualified by such office from holding any office or place of profit under the Company or under any company in which the Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director be liable to account to the Company for any profit arising from such office or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established but it is declared that the nature of the Director's interest must be disclosed in the manner required by the Corporations Law and as soon as practicable after the relevant facts have come to the Director's knowledge. A general notice that a Director is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation shall be sufficient declaration under this Article as regards such Director and the said transactions and after such general notice it shall not be necessary for such Director to give any special notice relating to any particular transaction with that firm or corporation. It shall be the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director pursuant to this Clause.

14.4 Subject to the Corporations Law, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

14.4.1 Must not vote on the matter (or in relation to a proposed resolution under Clause 14.4.4 in relation to the matter, whether in relation to that or a different Director); and

14.4.2 Must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting, unless:

14.4.3 The matter applies to an interest that the Director has in common with the Members of the Company; or

14.4.4 The Directors have at any time passed a resolution that specifies the Director, the interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter.

14.5 A Director may not affix the Common Seal to or sign any instrument in which the Director is interested in the contract or arrangement to which the instrument relates.

14.6 A Director who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with the Director's interests as a Director, shall declare at a meeting of the Directors, the fact and the nature, character and extent of the conflict.

14.7 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is such number as is determined by the Directors and, unless so determined is four.

14.8 Chairperson

14.8.1 The Members shall pursuant to Clause 14 elect one of the Directors as Chairperson.

14.8.2 Where such a meeting is held and -

(i) a Chairperson has not been elected as provided by Clause 9; or

(ii) the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Deputy Chairperson shall chair the meeting. Where a Deputy Chairperson has not been elected pursuant to Clause 15 or the Deputy Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be chairperson of the meeting.

14.8.3 In the case of an equality of votes, the chairperson of the meeting, in addition to a deliberative vote (if any) has a casting vote.

14.9 Committees

14.9.1 The Directors may delegate any of their powers to a committee or committees consisting of such persons as they think fit.

14.9.2 A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.

14.9.3 The members of such a committee may elect one of their number as chairperson of their meetings.

14.9.4 Where such a meeting is held and -

(i) a chairperson has not been elected as provided by Article 14.9.3; or

(ii) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the members present may elect one of their number to be chairperson of the meeting.

14.9.5 A committee may meet and adjourn as it thinks proper.

14.9.6 Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.

14.9.7 In the case of an equality of votes, the chairperson, in addition to a deliberative vote (if any) has a casting vote.

14. 10 Resolutions

14.10.1 If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in those terms set out in the document a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the 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.

14.10.2 For the purpose of Clause 14.10.1, one or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to

constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

14.10.3 A reference in Clause 14.10.1 to all the Directors does not include a reference to a Director who, at a meeting of Directors would not be entitled to vote on the resolution.

14.11 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the Board, or to act as, a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the Board.

14.12 For the purposes of Clause 14.7, a Director shall be regarded as present at the meeting if the meeting is so conducted by telephone or other electronic means of conferring, that the Director is able to hear the proceedings of the meeting and to be heard himself by all others attending the meeting.

14.13 A Director who is unable to attend a meeting of the Directors may authorise any other Director to vote for the absent Director at that meeting and in that event the Director so authorised shall have a vote for each Director by whom the Director is so authorised in addition to the Director's own vote. Any such authority must be in writing or by cablegram, radiogram, telegram, telex or facsimile transmission which must be produced at the meeting at which the same is to be used and be left with the Secretary for retention with the Company's records.

14.14 Any Director may in writing appoint any person who is approved by the Directors to be an alternate Director in the appointor's place during such period as the appointor thinks fit. Every alternate Director shall be entitled to notice of meetings of the Directors and (subject to the proviso to this Clause) to attend and vote thereat and to exercise all of the powers of the appointor in the appointor's place and where the alternate is a Director, that Director shall have a separate vote on behalf of the Director being represented in addition to that Director's own vote. Every alternate shall be deemed to be an officer of the Company and shall not be deemed to be the agent of the Director appointing the alternate Director. An alternate Director shall not be entitled to receive any remuneration from the Company for acting as an alternate. An alternate Director shall ipso facto vacate office if the appointor ceases to be a Director or removes the appointee by notice in writing to the Company provided that no alternate shall take part in the proceedings of the Board (unless invited by the Chairperson so to do) or have any vote unless the Director who appointed the alternate is absent.

## 15. OFFICE BEARERS

15.1 Subject to Clause 15.2, the Members shall elect office bearers who shall be members of the Board.

15.2 The office bearers to be elected are Chairperson and Deputy Chairperson. Each appointment will be for a period of two years or for such period as the Members shall determine. In the event that an office bearer should cease to be a Director the appointment shall cease forthwith and the relevant office shall be open for re-election.

## 16. REGULATIONS

The Company in general meeting may make regulations for the management of the Company and the regulation of its affairs provided such regulations shall not be inconsistent with this Constitution.

## 17. MINUTES

17.1 The Board shall cause Minutes to be duly entered in books provided for the purpose:

17.1.1 of the names of the Directors present at each meeting of the Board and of any Committee;

17.1.2 of all orders made by the Board and any Committee;

17.1.3 of all resolutions and proceedings of general meetings and of meetings of the Board and any Committee; and any such Minutes of any meeting of the Board or of any Committee or of the Company, if purported to be signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting, shall be prima facie evidence of the matters stated in such Minutes and such Minutes shall be entered in the relevant books within one month after the relevant meeting is held.

#### 18 SECRETARY

A Secretary of the Company must be a Member and shall hold office on such terms and conditions, as to remuneration and otherwise, as the Board determines.

#### 19 SEAL

19.1 The Directors shall provide for the safe custody of the Seal.

19.2 The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal, and every document to which the Seal is affixed shall be signed by a Director and be countersigned by another Director, or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

#### 20. INSPECTION OF RECORDS

The Directors shall make available the accounting records and other documents of the Company for the inspection of Members and a Member has the right to inspect any document of the Company at such time and place as is convenient to the Directors, except as provided by law or by the Company in general meeting.

#### 21. FINANCIAL YEAR

The financial year of the Company shall be from the 1st day of July in each year to the 30th day of June in each year.

#### 22. ACCOUNTS

The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Corporations Law, provided however, the Board shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.

#### 23. NOTICES

23.1 A notice may be given by the Company to any Member either by serving it personally or by sending it by post at the address as shown in the register of Members or the address supplied to the Company for the giving of notices.

23.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

23.3 If the Board shall so determine a notice may be given by means of facsimile transmission and service of such notice shall be deemed to be effected at the time at which in the ordinary course the facsimile transmission would be received.

23.4 Notice of every general meeting shall be given in the manner authorised by Clause 10 to -

(i) every Member;

(ii) the Auditor for the time being of the Company.

23.5 No other person is entitled to receive notice of general meetings.

23.6 The signature to any notices to be given by the Company may be written, printed or stamped.

#### 24. INDEMNITY

24.1 Subject to the Corporations Law, every officer, Auditor or agent of the Company shall be indemnified out of the property of the Company against any liability in the capacity as officer, Auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in such person's favour or in which such person is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Corporations Law granted to such person by the Court.

24.2 Except to the extent precluded by the Corporations Law, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company against a liability incurred by the person as such an officer or for costs and expenses incurred by the person in defending proceedings as such an officer, whether civil or criminal and whatever their outcome.

#### 25. WINDING UP

If upon the winding up of or dissolution of the Company, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the members of the Company but shall be given or transferred to some institution or body having objects similar to the objects of the Company and whose Memorandum of Association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in default thereof, by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

#### 26. AUDITOR

Subject to the provisions of the Corporations Law, the Company shall appoint an auditor, whose appointment, removal and duties shall be regulated by the Corporations Law. Once at least in every year, the accounts of the Company shall be examined by the auditor and a report prepared by the auditor in such form as is required by the Corporations Law or by any resolution of the Board.

#### 27. BRANCHES OF THE COMPANY

There shall be a Branch of the Company for each State and Territory of Australia and in New Zealand.

#### 28. BRANCH MEETINGS

28.1 The Branches shall each hold an annual general meeting of its Branch Members not later than the 30 November in each year. All Branch meetings, other than the annual general meeting, shall be called extraordinary general meetings. Each such general meeting shall be held at such times and places as may be determined by the Branch.

28.2 At least 14 days before the holding of an annual general meeting of a Branch the Secretary of the Branch shall give notice of the date, time and place at which the meeting is to be held and of any special business which the Branch Executive intend to submit thereat. All business that is to be transacted at the annual general meeting of a Branch shall be special business, with the exception of the consideration of the accounts, balance sheets and the report of the Branch Executive and Auditors, the election of the Branch Executive in place of those retiring, and the appointment of the Auditors, if necessary. A copy of every such notice given in writing as aforesaid shall be kept posted up at the registered office of the Branch until the date of the meeting. A printed copy of the Branch Executive report, balance sheet and statement of receipts and expenditure shall be available to the Branch

Members at least 21 days prior to the annual general meeting.

28.3 Upon a requisition in writing signed by at least 5% of the Branch Members entitled to vote at a general meeting of the Branch being delivered to the Branch Secretary, the Branch Secretary shall within 14 days call an extraordinary general meeting of the Branch by giving 14 days notice of the same. The requisition must state precisely the business of such a meeting which business shall appear in the notice of the same or a more abbreviated form. The Branch Executive shall have the power to call an extraordinary meeting of the Branch whenever they may have matters under consideration upon which it seems proper to obtain the ruling of the Branch Members. The same notice shall be given as provided in Clause 10.

## 29. PROCEEDINGS AT BRANCH MEETINGS

### 29.1 Quorum.

29.1.1 No business shall be transacted at any Branch Meeting unless a quorum of Branch Members is present at the time when the meeting proceeds business.

29.1.2 For the purpose of determining whether a quorum is present, a person attending as a proxy, shall be deemed to be a member.

29.1.3 At a Branch Meeting, the number of Members whose presence is necessary to constitute a quorum is 10% of Branch Members entitled to vote at that General Meeting.

29.2 If a quorum is not present within half an hour from the time appointed for the Branch Meeting -

29.2.1 where the Branch Meeting was convened upon the requisition of Branch Members - the meeting shall be dissolved; or

29.2.2 in any other case -

(i) the Branch Meeting stands adjourned to such a day, and at such a time and place, as the Branch Executive determine or, if no determination is made by the Branch Executive, to the same day in the next week at the same time and place; and

(ii) if at the adjourned Branch Meeting a quorum is not present within half an hour from the time appointed for the Branch Meeting the Branch Meeting shall be dissolved.

### 29.2.3 Chairing of Meetings

The Branch Executive present shall elect one of their number to be chairperson of the Branch Meeting.

### 29.4 Adjournment

29.4.1 The chairperson may with the consent of any Branch Meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the Branch Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Branch Meeting other than the business left unfinished at the Branch meeting from which the adjournment took place.

29.4.2 When a Branch Meeting is adjourned for 30 days or more, notice of the adjourned Branch Meeting shall be given as in the case of an original Branch Meeting.

29.4.3 Except as provided by Clause 11.4.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at the adjourned Branch Meeting.

### 29.5 Resolutions

29.5.1 At any Branch Meeting a resolution put to the vote of the Branch Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(i) by the chairperson;

(ii) by any Branch Member present in person or by proxy.

29.5.2 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Branch Meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

29.5.3 The demand for a poll may be withdrawn.

## 29.6 Poll

29.6.1 If a poll is duly demanded, it shall (subject to Clause 29.6.3) be taken in such a manner and (subject to Clause 29.6.2) either at once or after an interval or adjournment or otherwise as the chairperson directs, and the results of the poll shall be the resolution of the Branch Meeting at which the poll was demanded.

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

29.6.3 Upon the request of at least 50% of Branch Members present either in person or by proxy, a poll may be conducted by postal ballot. The procedures for the conduct of a poll by postal ballot shall be determined by the Board of Directors.

29.7 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the Branch Meeting at which the show of hands takes place or at which the poll is demanded, in addition to a deliberative vote (if any) shall have a casting vote.

29.8 On a show of hands each person present as a Branch Member or proxy or attorney for a Branch Member shall have one vote.

29.9 If a Branch Member is of unsound mind or is a person whose person or state is liable to be dealt with in any way under the law relating to mental health, the Branch Member shall be required to resign as a Branch Member forthwith.

## 29.10 Voter's Qualification

29.10.1 An objection may be raised to the qualification of a voter only at the Branch Meeting or adjourned Branch Meeting at which the vote objected to is given or is tendered.

29.10.2 Any such objection shall be referred to the chairperson of the Branch Meeting, whose decision is final.

## 29.11 Proxy

29.11.1 An instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing.

29.11.2 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

29.11.3 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29.11.4 An instrument appointing a proxy may be in any usual form or in any other form which the Branch Executive may approve and may name two or more persons to act as proxies in the alternative.

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

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

### 30. OFFICE BEARERS

30.1 Subject to Article 30.2, the Branch Members shall elect office bearers who shall be members of the Branch Executive.

30.2 The office bearers to be elected are President, Vice President, Secretary and Treasurer. Each appointment will be for a period of two years or for such period as the Branch Members shall determine. In the event that an office bearer should cease to be on the Branch Executive the appointment shall cease forthwith and the relevant office shall open for re-election.

### 30. MINUTES

31.1 The Branch Executive shall cause minutes to be duly entered in books provided for the purpose:

31.1.1 of the names of the Branch Executive present at each Branch Meeting;

31.1.2 of all orders made by the Branch Executive;

31.1.3 of all resolutions and proceedings of Branch Meetings and of meetings of the Branch Executive;

and any such Minutes of any meeting of the branch Executive or of any Committee or of the Branch, if purported to be signed by the chairperson of such meeting or by the chairperson of the succeeding meeting, shall be prima facie evidence of the matters stated in such Minutes and such Minutes shall be entered in the relevant books within one month after the relevant meeting is held.

### 32. ACCOUNTS

The Branch Executive shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Corporations Law, provided however, the Branch Executive shall cause to be made out and laid before each Branch annual general meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.