

CORPORATIONS ACT 2001

CONSTITUTION OF

NATIONAL RIFLE ASSOCIATION OF AUSTRALIA LIMITED

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Constitution

1. NAME

The name of the company is NATIONAL RIFLE ASSOCIATION OF AUSTRALIA LIMITED.

2. INTERPRETATION

In this Constitution:

- (a) **'Act'** means the *Corporations Act 2001*;
- (b) **'Board'** means the Directors of the Company acting as a body;
- (c) **'Company'** means the National Rifle Association of Australia Limited;
- (d) **'Council of States and Territories'** has the meaning given to it by Clause 8;
- (e) **'Member'** means a Member of the Company as defined in **Clause 7**;
- (f) **'NRAA-affiliated member'** has the meaning given to it by **Clause 7.6**;
- (g) **'Seal'** means the common seal of the Company;
- (h) **'Secretary'** means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
- (i) Section 46 of the *Acts Interpretation Act 1901* (Cth) applies in relation to this Constitution as if it were an instrument made by an authority under a power conferred by the *Corporations Act 2001* (Cth) as in force on the day on which this Constitution becomes binding on the Company;
- (j) Unless the contrary intention appears, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as in that provision of the Act;
- (k) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Act as in force at the date on which this Constitution becomes binding on the Company;

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- (l) The replaceable rules referred to in the Act are displaced by this Constitution.
- (m) Headings are for convenience and do not affect interpretation.

3. OBJECTS

The objects for which the Company is established are:

- (a) To promote and develop the sport of target shooting in Australia;
- (b) To establish a national membership database and common affiliation;
- (c) To provide advice and information to Government and statutory bodies as required.

4. POWERS

Solely for the purpose of carrying out the aforesaid objects the Company shall have the power:

- (a) To select and manage Australian rifle shooting teams;
- (b) To conduct target rifle shooting competitions of all kinds;
- (c) To procure sell and distribute rifle ammunition to Members;
- (d) To procure sell and distribute rifles, rifle spare parts and rifle shooting requisites to Members;
- (e) To regulate the type, possession, carriage and use of rifles in rifle competitions conducted by the Company in Australia;
- (f) To govern and regulate the sport of rifle shooting in Australia as it sees fit and without limiting the generality of the foregoing to administer the rules of rifle shooting known as the 'Standard Shooting Rules' which rules were prior to the date of incorporation of the Company administered by the National Rifle Association of Australia;
- (g) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith provided that no Member of the Company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or

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promoted by the Company;

- (h) To subscribe to, become a member of and co-operate with or amalgamate with any association or organisation, whether incorporated or not, whose objects are similar to those of the Company provided that the Company shall not subscribe to or support with its funds or amalgamate with any 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 under or by virtue of Clause 5.1 of this Constitution;
- (i) To buy, sell and deal in all kinds of apparatus and all kinds of provision, liquid and solid, required by the Members of the Company or persons frequenting the Company' s premises;
- (j) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement 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 manner as is allowed by law having regard to such trusts;
- (k) To establish, maintain and manage rifle ranges in any part of Australia;
- (l) 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;
- (m) To procure the registration or legal recognition of the Company in any State or Territory of the Commonwealth of Australia;
- (n) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company and to provide for the present and future welfare of any such persons by the provisions of sickness, superannuation and other

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like benefits;

- (o) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;
- (p) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, 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;
- (q) To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds;
- (r) To borrow or raise or secure the payment of money in such manner as the Company may think fit and secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred to be entered into by the Company in any way and in particular by giving of mortgages over real property, 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 such securities;
- (s) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (t) 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;
- (u) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company' s property of whatsoever kind sold by the Company or any money

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due to the Company from purchasers and others;

- (v) To take any gift of 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 (j) of this Clause;
- (w) To print and publish any newspapers, periodicals, books, leaflets, films, audio or video tapes, computer software or internet websites that the Company may think desirable for the promotion of its objects;
- (x) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or association with which the Company is authorised to amalgamate;
- (y) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate;
- (z) To make donations for patriotic or charitable purposes;
- (aa) To obtain and hold licences, permits and approvals of any kind under any Commonwealth, State or municipal legislation, by-law or authority;
- (bb) To make loans either secured or unsecured and with or without interest and to make grants to any Members for any purpose which may directly or indirectly promote or further the objects of the Company as set forth in this Constitution;
- (cc) To impose levies and charges upon Members in addition to such annual subscriptions as may be charged pursuant to this Constitution;
- (dd) To rebate or refund any subscription, levy or charge or any part of any subscription, levy or charge or any other moneys paid to the Company by a Member pursuant to the provision of this Constitution; and
- (ee) To carry out any business or other activity which in the opinion of the Board is in the interests of the Company or its Members.

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5. COMPANY LIMITED BY GUARANTEE

5.1 Not for Profit

The income and property of the Company however 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 dividend, bonus or income to the Members of the Company and no member of the Board of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any member of such Board *provided that* nothing in this **Clause 5.1** shall prevent:

- (a) The payment in good faith of remuneration to any officers or servants of the Company or to any member of a Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
- (b) The payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this **Clause 5.1** by **Clause 15.3** of this Constitution upon money borrowed from any Member of the Company;
- (c) The payment of proper rent for premises demised or let by any Member to the Company;
- (d) The repayment of out-of-pocket expenses incurred by any member of the Board in carrying out his or her duties as a member of the Board, and;
- (e) The payment of moneys to any Member pursuant to the powers provided for in Paragraph 4(bb) of Clause 4 of this Constitution.

5.2 Limited Liability

The liability of the Members is limited.

5.3 Members' Guarantee

Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while it is a Member, or within one year after it ceases to be a Member, for payment of the debts and liabilities of the Company (contracted before it ceases to be a Member) and of the costs, charges and

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expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00).

6. DISTRIBUTION OF ASSETS ON WINDING UP

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Company, but shall be given or transferred to some other institution or institutions 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 imposed on the Company under or by virtue of **Clause 5.1** of this Constitution, such institution or institutions to be determined by the Members of the Company by special resolution at or before the time of the dissolution and in default thereof by application to the Supreme Court of Queensland for determination.

7. MEMBERSHIP

7.1 Qualification for Membership

The membership of the Company shall be open to non-profit associations incorporated in the States and Territories of Australia and controlling and administering the sport of target rifle shooting in those States and Territories, or specified regions thereof.

7.2 Application for Membership

The Council of States and Territories may at a general meeting or a special general meeting convene to consider the application, that in addition to the Members of the Company at the time of the adoption of this Constitution, an additional organisation or additional organisations shall be admitted as a Member or as Members of the Company, and for the purposes of this **Clause 7.2**:

- (a) Every application for membership of the Company shall be proposed by one Member and seconded by another Member of the Company;
- (b) The application for membership shall be made in writing, signed by the applicant and its proposer and seconder and shall be in such form as the Board

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may from time to time prescribe;

- (c) At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, which shall thereupon determine the admission or rejection of the applicant;
- (d) A determination to admit the applicant as a Member shall be valid only if it is passed at a meeting of the Board by a majority of at least three quarters ($\frac{3}{4}$) of such directors as, being entitled to do so, vote at that meeting of the Board; and
- (e) In no case shall the Board be required to give any reason for the rejection of an applicant.

7.3 Admission of New Members

When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of its acceptance and a request for payment of its entrance fee and first annual subscription, and upon payment of its entrance fee and first annual subscription the applicant shall become a Member of the Company, *provided nevertheless that* if such payment is not made within two (2) calendar months after the date of the notice, the Board shall convene a special general meeting of the Company to cancel or otherwise deal with the application for membership of the Company.

7.4 Membership Fees and Subscriptions

- (a) The entrance fee and annual subscription payable by a Member of the Company shall be such as the Company in general meeting shall from time to time prescribe, *provided that* until the Company shall otherwise resolve there shall be no entrance fee and the annual subscription for a Member shall be a sum equal to \$45.00 (or such sum as may be determined by the Company) multiplied by the number of ordinary members of that Member registered at the commencement of the Company's financial year.
- (b) All annual subscriptions, levies and charges shall be payable within thirty (30) days of demand being made by the Company for them.

7.5 Cessation of Membership

- (a) If an annual subscription, levy or charge payable by a Member shall remain unpaid for a period of two (2) calendar months after it becomes due then the

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Member may after notice of the default has been sent to it by the Secretary or Honorary Treasurer be debarred by resolution of a special general meeting of the Council called to address the issues of debarring for failure to pay subscriptions and re-instatement if the subscriptions are subsequently paid.

- (b) A Member may at any time by giving notice in writing to the Secretary resign its membership of the Company but shall continue to be liable for any annual subscription, levy or charge and all arrears due and unpaid at the date of its resignation and for all other moneys due by it to the Company and in addition for any sum not exceeding one hundred dollars (\$100.00) for which it is liable as a Member of the Company under **Clause 7.4** of this Constitution.
- (c) If an opinion is formed by the Council or Board that any Member is wilfully refusing or neglecting to comply with the provisions of this Constitution or shall be guilty of any conduct which in the opinion of the Board may convene, or any four (4) Councillors appointed in accordance with Clause 8.3 may requisition a special general meeting for the purpose of censuring, fining, suspending or expelling the Member from the Company provided that the provisions of Clause 9.3 are met and the notice of the meeting states what is alleged against the Member and the intended resolution and that the Member shall have an opportunity at such meeting and before the passing of such resolution of giving orally or in writing any explanation or defence it may think fit and if at the meeting such resolution be passed by a majority of three quarters ($\frac{3}{4}$) of the votes of the Company in special general meeting (such vote to be taken by ballot) the Member concerned shall be punished accordingly and in the case of resolution for its expulsion the Member shall be expelled.

7.6 NRAA-Affiliated Members

For various reasons, including calculating the number of representatives each Member shall be entitled to send to Company competitions, it is necessary for the Company to calculate the number of members of each Member to be designated 'NRAA-affiliated members'. In order to calculate the NRAA-affiliated members of a Member, the Company shall divide the total subscription amount paid to the Company by that Member in the relevant year by the amount of the annual subscription payable pursuant to Clause 7.4(a). Any fractional number will be rounded upwards.

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8. COUNCIL OF THE STATES AND TERRITORIES

8.1 Functions and Powers of the Council

There shall be a Council of the States and Territories (“**the Council**”) to provide advice to the Board as the Board requests or as the Council sees fit and to represent the Company in General Meeting. These functions and powers shall include receiving the Annual Report and Balance Sheet, appointing the Board, approving changes to the Constitution, electing the President and generally reviewing the Board’s performance and the strategic plan of the Company.

8.2 The First Council

The First Council shall consist of the persons who are representatives of the Members authorised to exercise the Members’ voting rights at the Annual General Meeting at which the Council is established.

8.3 Members to Appoint Councillors

Each Member shall be entitled to appoint an authorised representative (“**Councillor**”) to the Council. The method of appointment shall be in accordance with each Member’s own Constitution or Memorandum and Articles of Association or Rules.

9. GENERAL MEETINGS

9.1 Annual General Meeting

An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act and all general meetings other than the Annual General Meetings, shall be called Special General Meetings.

9.2 Special General Meeting

The Board may by giving appropriate notice, and shall upon a requisition signed by any four (4) Councillors appointed in accordance with Clause 8.3, convene a special general meeting, and special general meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.

9.3 Notice of Meeting

Subject to the provisions of the Act relating to special resolutions and agreements for

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shorter notice, twenty-one (21) days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

9.4 Business at Meetings

For the purpose of **Clause 9.3** of this Constitution all business shall be special that is transacted at a Special General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, reports and the appointment of the Auditors.

9.5 Expenses of Councillors

The Board shall arrange for the Company to reimburse any Councillor or Councillors reasonable travel and accommodation costs incurred in attending a general meeting of the Company.

10. PROCEEDINGS IN GENERAL MEETINGS

10.1 Quorum

No business shall be transacted at any meeting of the Company unless a quorum of Members is present at the time when the meeting proceeds to business as provided for in **Clause 10.2** of this Constitution, and four (4) Members present in the person of their appointed Councillors or by proxy shall be a quorum.

10.2 Adjournment for Lack of Quorum

If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved and in any other case it shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present (being not less than three (3)) shall be a quorum.

10.3 Chair of General Meeting

A Director appointed by the Board to exercise the functions of Chairperson shall preside

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at every general meeting of the Company, or if the Director appointed by the Board to exercise the functions is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of the Directors present at the meeting, or, in the absence of any Directors, one of their number to be Chair of the meeting. If a Councillor is elected as Chair of a General Meeting, that Councillor shall still be able to exercise his or her voting rights.

10.4 Adjournment Generally

The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place and when a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

10.5 Putting of Resolutions

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

- (a) by the Chair; or
- (b) by at least three (3) Members present in the person of their appointed Councillors or by proxy, and unless a poll is so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

10.6 Demand for a Poll

If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chair of the meeting or on a question of adjournment shall

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be taken forthwith.

10.7 Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a casting vote and the status quo shall remain.

10.8 Votes of Members

A Member may vote in person by its appointed Councillor, or by proxy held by the appointed Councillor of another Member or by any other person appointed by the Member as its proxy and on a show of hands each Member present in person by its authorised representative shall have one (1) vote.

10.9 Entitlement to Vote

No Member shall be entitled to vote at any general meeting if its annual subscription shall be more than one month in arrears at the date of the meeting.

11. PROXIES

11.1 Instrument to be in Writing

The instrument appointing a proxy shall be in writing under the seal of the appointor and shall be deemed to confer authority to demand or join in demanding a poll and a Member shall be entitled to instruct its proxy in favour of or against any proposed resolutions and unless otherwise instructed the proxy may vote as he or she thinks fit.

11.2 Form of Instrument

The instrument appointing a proxy may be in the following form or in a common or usual form:

I _____ of
in _____

being a Member of the National Rifle Association of Australia
Limited hereby appoints _____ of the

as its proxy to vote for it on its behalf at the (annual or extraordinary, as the
case may be) general meeting of the Company, to be held on the _____ day

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of _____ and at any adjournment thereof

Its proxy is hereby authorised to vote *in favour of/*or against the following resolutions:

The Common Seal of was hereunto affixed
This _____ day of _____ 200...

(Note: In the event of the Member desiring to vote for or against any resolution it shall instruct its proxy accordingly. Unless otherwise instructed, the proxy may vote as it thinks fit. * Strike out whichever is not desired)

11.3 Delivery of Instrument of Proxy

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

11.4 Validity of Proxy Vote

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is issued.

12. APPOINTMENT, TENURE, RESIGNATION AND REMOVAL OF DIRECTORS

12.1 Appointment of Directors

There shall be no more than five (5) Directors of the Company, who shall be elected by the Company in Annual General Meeting. If the number of Directors falls below three (3), the Board must within 30 days appoint a Director to hold office until the next

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Annual General Meeting. A Director may not simultaneously be a Councillor, and if a Councillor is nominated and elected to the Board as a Director, that Councillor's position on the Council immediately falls vacant.

12.2 Transitional Provision

As soon as possible after the adoption by the Company of the Constitution in its present form, the Council and the Board as defined in this Constitution shall be established. If any decisions or actions of the Board need to be made before the Council and the Board as defined in this Constitution are established, those decisions or actions may be taken by the Board as it is constituted at the time of the adoption of the Constitution in its present form and will be deemed valid.

12.3 Interim Board

Upon the establishment of the first Council of the States and Territories, the Board positions shall be declared vacant and an Interim Board of five (5) Directors shall be elected by the Council from among the members of the Council. Upon their election to the Board, the Directors shall by agreement hold office in the following manner: three (3) Directors shall hold office until the third Annual General Meeting after their election; two (2) Directors shall hold office until the second Annual General Meeting after their election. If the Directors are unable to agree, the issue of which of them are to have the longer term and which of them are to have the shorter term shall be decided by lot. This is an interim provision and unless otherwise stated, all other references to the election of Directors in this Clause shall be taken to refer to the election of Directors other than those constituting the Interim Board.

12.4 Signed Consent Required from Directors

Before a Director is appointed, that person must give the company a signed consent to act as a Director of the Company and the Company must keep that consent. This applies also to the Directors constituting the Interim Board.

12.5 Tenure of Directors

A Director shall remain on the Board subject to the provisions of clauses 12.8 and 12.9 for a period of three (3) years.

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12.6 Election of Directors

The election of Directors shall take place at each Annual General Meeting at which a Director retires or Directors retire. The election shall be conducted as follows:

- (a) No less than Forty Nine (49) days before the date on which Notice is given of the Annual General meeting, the Secretary shall send to each of the Councillors a Notice of Vacancy or Notice of Vacancies.
- (b) Any two (2) Councillors shall be at liberty to nominate and second a person or persons to serve as a Director;
- (c) The nomination, which shall be in writing and signed by the nominee and the Councillor proposing him or her and his or her seconder shall be lodged with the Secretary within Thirty Five (35) days of the Councillors' receipt of the Notice of Vacancy or Notice of Vacancies;
- (d) A list of the candidates' names in alphabetical order, with the proposers' names shall be forwarded to each Member of the Company with the Notice of the Annual General Meeting at which the election is to take place;
- (e) Balloting lists shall be prepared (if necessary) containing the names of candidates only in alphabetical order, and each Member present at the Annual General Meeting shall be entitled to vote for candidates;
- (f) Voting shall be according to the following procedure:
 - (i) Each person entitled to vote shall strike out the names of the candidates on the ballot paper for which he or she does not wish to vote, leaving *no more* candidates' names on the ballot paper than there are positions vacant on the Board;
 - (ii) The candidates with the greatest number of votes shall be deemed elected to the vacant positions;
 - (iii) Where two or more candidates have the same number of votes, and it is necessary to determine which of them should fill the remaining position or positions on the Board, a ballot shall be conducted between the candidates with the same number of votes for the remaining

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position or positions. If this ballot does not resolve the tie, then the election shall be determined by drawing lots.

- (g) For the purposes of **Paragraph (f)** of this Clause lots shall be drawn as follows:
 - (i) The name of each candidate to be included in the draw shall be written on a piece of paper and placed in a box or other suitable receptacle by a Scrutineer nominated by the Chair of the Meeting;
 - (ii) All pieces of paper used in the draw shall be the same shape, size and weight;
 - (iii) The Scrutineer shall by 'feel' (not 'sight') draw, one by one from the box as many pieces of paper as there are vacancies to be filled; and
 - (iv) Each candidate whose name is drawn out of the box is deemed to be elected;
- (h) Where there is not a sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies.

12.7 Casual Vacancies

The Board shall have power at any time, and from time to time, to appoint a Director to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution and any Director so appointed shall hold office only until the next following Annual General Meeting.

12.8 Resignation of Directors

A Director may resign as a Director of the Company by giving a written notice of resignation to the Company at its registered office.

12.9 Removal of Directors

A person appointed as a Director to this Constitution shall be disqualified as a Director if that person:

- (a) becomes a bankrupt or makes any arrangement or composition with his or her creditors generally;

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- (b) becomes prohibited from being a director of a Company by reason of any order made under the Act;
- (c) ceases to be a Director by operation of Section 206B of the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his or her office by notice in writing to the Company;
- (f) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period; or
- (g) is or becomes a paid employee of the Company-

12.10 Notification of Appointment or Removal to be in Writing

Any removal and appointment under **Clause 12.8** of this Constitution shall be made by notice in writing lodged with the Secretary of the Company.

12.11 Expenses of Directors

The Directors shall be entitled to approve the payment or reimbursement to any Director or Directors of expenses fees and outlays incurred by such Directors in performance of his or her or their obligations duties and responsibilities as Directors of the Company.

13. APPOINTMENT AND REMOVAL OF HONORARY TREASURER

13.1 Honorary Treasurer

There shall be an Honorary Treasurer, appointed by the Board from among the Directors according to a procedure to be determined from time to time by the Board.

13.2 Tenure of Office-Bearers

The Honorary Treasurer shall be appointed by the Board at the first Board meeting following the Annual General Meeting and shall hold office until the next Annual General Meeting. He or she may be reappointed at the Board's discretion, but no Honorary Treasurer shall hold his or her position for more than three (3) consecutive years. No Honorary Treasurer shall continue to be an Honorary Treasurer after ceasing to be a Director of the Company.

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13.3 Removal of Honorary Treasurer

The Company may by special resolution of which special notice has been given remove an Honorary Treasurer before the expiration of his or her period of office and may by an ordinary resolution appoint another person in his or her stead and the person so appointed shall hold the office only until the next following Annual General Meeting.

14. PATRON, VICE-PATRONS, PRESIDENT AND VICE-PRESIDENTS

The Company may at its discretion and from time to time appoint a Patron, Vice-Patrons, President and Vice-Presidents none of whom shall be members of the Board.

14.1 Manner of Patron, Vice-Patrons and Vice-Presidents

The Board may propose a candidate to an Annual General Meeting of the Company. The initial appointment of the Patron, Vice Patrons, President and Vice-Presidents shall be made by the Company in its Annual General Meeting passing a general resolution to accept the Board's proposed candidate.

14.2 Tenure of Patron, Vice-Patrons and Vice-Presidents

Once appointed, the Patron, Vice-Patrons and Vice-Presidents, including any Patron, Vice Patrons, President and Vice-Presidents holding office at the time of acceptance of this Constitution by the Company, shall hold office at the pleasure of the Company. The continuation in office of the Patron, Vice-Patrons, President and Vice-Presidents shall be ratified each year by a simple majority of the votes of the Company in Annual General Meeting.

15. POWERS AND DUTIES OF THE BOARD

15.1 Management of the Business of the Company

The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting the registration of the Company and may exercise all powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, subject, nevertheless, to any clause of this Constitution and to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid Constitution or provisions, as may be prescribed by the Company in general

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meeting *provided* that any rule regulation or by-law of the Company made by the Board may be disallowed by the Company in general meeting *and provided further that* no resolution or regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

15.2 Power to Borrow Money

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.

15.3 Rate of Interest on Money Lent by Members

For the purposes of **Clause 5.1** of this Constitution the rate of interest payable in respect of money lent by Members to the Company shall not exceed the lowest rate paid for the time being by the Commonwealth Bank of Australia in respect of term deposits plus one per cent (1%).

15.4 Cheques, etc

All cheques, promissory notes, 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 any two members of the Board or in such other manner as the Board from time to time determines.

15.5 Record Keeping

The Board shall cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of names and members of the Board present at all meetings of the Company and of the Board; and
- (c) of all proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

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16. PROCEEDINGS OF THE BOARD

16.1 Power to Call Meetings

The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Secretary shall on the requisition of not less than three (3) members of the Board summon a meeting of the Board.

16.2 Votes of the Board

Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the status quo shall prevail.

16.3 Quorum at Board Meetings

The quorum necessary for the transaction of the business of the Board shall be three (3) or such greater or lesser number as may be fixed by the Board from time to time.

16.4 Validity of Acts of Board during Vacancy

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

16.5 Chairing Board Meetings

The Director appointed by the Board shall preside as chair at every meeting of the Board. If the Director appointed is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Board may choose one of the remaining Directors to be chair of the meeting. If a Director is chosen to chair a Board Meeting, that Director shall still be able to exercise his or her voting rights.

16.6 Delegation of Board's Powers to Committees

The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the directors of the Company by the Act or the general law) to one or more committees consisting of such persons as the Board thinks fit and any committee so formed shall conform to any regulation that may be imposed by the Board and subject

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thereto shall have power to co-opt any person or persons as it shall think fit and all members of such committees shall have one vote.

16.7 Advisory Committees

The Board may appoint one or more advisory committees consisting of such persons as the Board thinks fit and such advisory committees shall act in an advisory capacity only and any advisory committee so formed shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any person or persons as it shall think fit and all members of such advisory committees shall have one vote.

16.8 Meetings of Committees

A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.

16.9 Validation of Acts of Board or Committee where Defect in Appointment, etc.

All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

16.10 Circulating Resolutions of Board

A resolution in writing signed by all the members of the Board in Australia for the time being entitled to receive notice of meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held, and any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

16.11 Use of Technology

Nothing in this Constitution shall prevent nor be construed as preventing:

- (a) A Board meeting being held by telephone or other electronic means; or

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- (b) A member of the Board from attending a meeting of the Board by telephone or other electronic means.

17. EXECUTIVE OFFICER

An Executive Officer shall be appointed by the Board for such term and upon such conditions as the Board shall think fit and any Executive Officer so appointed may be removed by the Board. The Executive Officer shall have responsibility for the day to day operations of the Company and the implementation of policy as directed by the Board.

18. SECRETARY

The Secretary shall in accordance with the Act be appointed by the Board for such term and upon such conditions as it thinks fit, and any secretary so appointed may be removed by it.

19. SEAL

The Board shall provide for the safe custody of the seal which shall only be used by the Authority of the Board or of a Committee of members of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose.

20. ACCOUNTS

20.1 Keeping and Distribution of Records

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 Act *provided however that* 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 five (5) months before the date of the meeting.

20.2 Inspection of Records by Members

The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open

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to the inspection of Members.

20.3 Audit

Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified auditor or auditors appointed by the Company in General Meeting who shall report to the Members in accordance with the provisions of the Act.

21. NOTICE

21.1 Notice to be Given by Post

Any notice required by law or by or under this Constitution to be given to any Member shall be given by sending it by post to it and its registered address, or to the address supplied by it to the Company for the giving of notices to it. 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.

21.2 To Whom Notice of General Meeting is to be Given

Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every Member; and
- (b) the auditor or auditors for the time being of the Company.

22. INDEMNITY

Every member of the Board, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution by him or her in good faith of the duties of his or her office which is incurred in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence default breach of duty or breach of trust.