

Amended constitution
adopted at 2015 AGM

Constitution

Camp Quality Limited

ACN 052 097 720

As amended by special resolutions passed on 29 October 2009, 27 October 2011, 25 October 2012, 23 October 2014 and 4 Nov 2015

Constitution of Camp Quality Limited

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Preliminary

1. Defined terms & interpretation

1.1 In this Constitution unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and /or national education body or otherwise for the not-for-profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not-for-profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Company.

Alternate Director means a person appointed as an alternate director under clause 40.

Applicable Not-for-Profit Law means any law relating to the regulation of charities or not-for-profit entities applicable to the Company, including the Charitable Fundraising Act, the Tax Act, section 150 of the Corporations Act and the ACNC Act.

Auditor means the Company's auditor.

Charitable Fundraising Act means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Company, which may, for example, include the *Charitable Fundraising Act 1991* (NSW).

Chairperson means a chairperson appointed under clause 42 in relation to Directors' meetings and clause 16 in relation to Members' meetings as the case may be.

Chief Executive Officer means the chief executive officer appointed under clause 49.

Company means Camp Quality Limited.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time including any regulations under that Act.

Deputy Chairperson means a Deputy Chairperson appointed under clause 42 in relation to Directors' meetings or clause 16 in relation to Members' meetings as the case may be.

Director includes any person occupying the position of director of the Company including an Alternate Director and a director appointed under clause 30.

Directors mean all or some of the Directors acting as a board including Alternate Directors and directors appointed under clause 30.

Imported Provisions means the following provisions of the Corporations Act:

- (a) Section 139 (Company to provide copy of constitution to member);
- (b) Sections 249D to 249F (Members' right to call general meetings);
- (c) Section 249H (Amount of notice of meetings);
- (d) Sections 249N to 249P (Members' right to put resolutions etc. at general meetings);
- (e) Sections 249Q to 249S, 249V and 249W (Holding meetings of members);
- (f) Division 6 of Part 2G.2 (Proxies and body corporate representatives);
- (g) Sections 250H, 250K and 250L (Voting at meetings of members); and

(h) Section 251B (Members' access to minutes).

Note: At the date of the Company's adoption of this amended Constitution, the Imported Provisions (among other provisions of the Corporations Act) do not apply to the Company because it is a Registered Entity (Corporations Act, ss. 111K and 111L).

Member means a member under clause 6.

Office means the Company's registered office.

Register means the register of Members of the Company.

Register of Pecuniary Interests means a register kept by the Company of pecuniary interests as may be required by clause 39.6.

Registered Address means the last known address of a Member as noted in the Register.

Registered Entity means a body corporate registered under the ACNC Act.

Representative means a person appointed as such under clause 10.

Seal means the Company's common seal (if any).

Secretary means any person appointed by the Directors under clause 50 to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries.

Tax Act means the *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to the Company.

1.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the Corporations Act have the same meaning in this Constitution;
- (d) headings are for ease of reference only and do not affect the construction of this Constitution;
- (e) notes do not affect the construction of this Constitution;
- (f) a reference to \$ is to Australian currency; and
- (g) the meaning of general words is not limited by specific examples introduced by "including" or similar expressions.

1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the Corporations Act that deals with the same matter as the clause.

1.4 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

2. Application of the Corporations Act¹

If, while the Company is a Registered Entity, the Corporations Act operates such that an Imported Provision does not apply to the Company because the Company is a Registered Entity:

- (a) a clause in the same terms as the Imported Provision, along with any relevant definitions in the Corporations Act, is deemed to be included in this Constitution and to apply to the Company to the extent the Imported Provision would have applied to the Company were the Company not a Registered Entity (**Equivalent Clause**); and
- (b) a reference in this Constitution to an Imported Provision shall be deemed to be a reference to the Equivalent Clause.

Objects

3. Objects²

3.1 The object of the Company is to be a non profit charitable organisation which, through recreational, educational and other programs and actions throughout Australia, supports families with children in which a family member has:

- (a) been diagnosed with cancer or other serious illness; or
- (b) suffered serious and debilitating physical injury,

with emphasis upon fun, companionship, optimism and networking and, for these purposes and in pursuance of the Company's object in this clause 3.1:

- (c) to offer organisational and financial assistance to:
 - (i) other organisations, whether in Australia or not, wishing to conduct activities under the name of Camp Quality; or
 - (ii) any association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company provided such association or organisation prohibits 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 4;
- (d) to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Company or persons frequenting the Company's premises;
- (e) to purchase, lease, exchange, hire or otherwise acquire any lands, building, easement or property, real and personal and any right or privileges which may be necessary or convenient to carry out the object of the Company and to construct, maintain, alter any buildings or erections provided that if the Company obtains an interest in any property which may be subject to a trust the Company shall only deal with the same in such manner as is allowed by law having regard to such trust;
- (f) to enter into any arrangements with any government authority local, state or federal that may be necessary or convenient to carrying out the object of the Company and to obtain from any such government authority any rights, privileges and concessions which the

¹ Amended by special resolution passed on 4 November 2015.

² Amended by special resolution passed on 4 November 2015.

Company thinks it desirable to obtain and to carry out, exercise and comply with any such rights, privileges and concessions;

- (g) to engage such human resources as to the Company may be considered necessary or convenient including but not limited to employees, contractors and volunteers as well as contractors engaged through third parties as volunteers;
- (h) to establish, support and finance services, trusts or schemes in order to benefit employees, contractors, volunteers and officers of the Company as well as contractors engaged through third parties as volunteers and the families and friends of any such persons including but not limited to granting allowances and making contributions towards insurance and counselling services;
- (i) to construct, improve, maintain or control any real estate and improvements thereon;
- (j) to invest and deal with the money of the Company not immediately required in the operation of the business of the Company in such a manner as may be permitted by law for the investment of trust funds;
- (k) to borrow or raise money in such a manner as the Company may think fit and to secure such money or the repayment or performance of any debt, liability, contract, guarantee or other obligation incurred or to be entered into by the Company in anyway 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 such securities;
- (l) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (m) 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;
- (n) 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 due to the Company from purchasers and others;
- (o) to take any gift of property whether subject to any special trust or not for the object of the Company but subject always to the proviso in paragraph (e) of this clause 3.1;
- (p) to make appeals to the public whether in person, writing, electronically, by media or otherwise as the Company from time to time considers necessary or appropriate for the purpose of procuring donations, subscriptions or other kinds of support whether financial or administrative;
- (q) to promote the Company including but not limited to its object, activities and goals in any manner the Company considers necessary, convenient or desirable;
- (r) to acquire, merge and/or amalgamate with amalgamate with any body corporate, association, institution or society the principal object of which is altogether or in part similar to the object stated in clauses 3.1(a) and (b) provided that such body corporate, association, institution or society is also prohibited in its constitution from distributing its income and property among its members to an extent at least as great as that imposed upon the Company under or by virtue of clause 4;
- (s) in furtherance of the preceding paragraph 3.1(r) to:
 - (i) purchase or otherwise acquire all or any part of the assets or liabilities of; or

- (ii) transfer all or any part of the assets or liabilities of the Company to, any one or more of the body corporate, association, institution or society with which the Company is authorised to amalgamate;
 - (t) to make donations either in cash or in kind for such charitable purposes as the Company deems necessary or appropriate; and
 - (u) to engage, contract or partner with third party organisations to generate funds to further its charitable object.
- 3.2 The Company may only exercise the powers in section 124(1) of the Corporations Act to:
- (a) carry out the object in clause 3.1; and
 - (b) do all things incidental or convenient in relation to the exercise of the power under clause 3.2(a).

Income and property of Company

4. Income and property of Company

- 4.1 The income and property of the Company will only be applied towards the promotion of the object of the Company set out in clause 3.
- 4.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for monies lent.

5. Receipts³

- 5.1 If the Company accepts a gift, contribution or donation of money or property, the Company must, where required by the Applicable Not-for-Profit Laws, give the donor a receipt, and otherwise comply with all applicable laws in relation to any such gift, contribution or donation, including without limitation the Applicable Not-for-Profit Laws.
- 5.2 The Company may seek gifts, contributions, or donations of money or property from the public.

Membership

6. Admission⁴

- 6.1 The number of Members with which the Company proposes to be registered is unlimited.
- 6.2 The Members of the Company are:
- (a) the persons who consented to become Members in the application for registration of the Company; and

³ Amended by special resolution passed on 4 November 2015.

⁴ Amended by special resolution passed on 27 October 2011.

- (b) any other persons, corporations or organisations whom or which the Directors admit to membership, if they have agreed to become a member of the Company and their name has been entered on the register of members.
- 6.3 Applications for membership of the Company must be in writing, signed by the applicant and in a form approved by the Directors in their absolute discretion.
- 6.4 The Directors will consider each application for membership at the next meeting of Directors after the application is received. In considering an application for membership, the Directors may:
 - (a) accept or reject the application; or
 - (b) ask the applicant to give more evidence of eligibility for membership.
- 6.5 If the Directors ask for more evidence under clause 6.4, their determination of the application for membership is deferred until the evidence is given.
- 6.6 The Directors do not have to give any reason for rejecting an application for membership.
- 6.7 As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance and (unless there has been a determination by the Directors under clause 7.1 to waive the applicant's entrance fee and annual subscription) request payment of the applicant's entrance fee and first annual subscription.
- 6.8 [Deleted]
- 6.9 If the entrance fee and first annual subscription of an applicant for membership has not been waived by a determination by the Directors under clause 7.1 and is not paid within 30 days after the date the applicant is notified of acceptance of their application for membership, the Directors may cancel their acceptance of the applicant for membership of the Company.
- 6.10 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

7. Subscriptions⁵

- 7.1 The Directors may determine the entrance fee and annual subscription payable by each Member or each category of Member. The entrance fee or annual subscription (or both) may be waived or reduced by the Directors in respect of any Member or applicant for Membership. Until otherwise determined by the Directors:
 - (a) the entrance fee will be \$75; and
 - (b) the annual subscription will be \$25.
- 7.2 The annual subscription period will commence on 1 July of each year, and the annual subscription will be due in advance within 30 days of this date.
- 7.3 The first subscription payable by persons who consented to become Members in the application for the Company's registration will be payable within 30 days of the date from which subscriptions are determined by the Directors.
- 7.4 The Directors may determine that any Member admitted to membership between 1 January and 30 June will pay only one-half of the annual subscription until that Member's next annual subscription falls due.
- 7.5 If a Member does not pay a subscription within thirty (30) days after it becomes due the Directors:

⁵ Amended by special resolution passed on 27 October 2011.

- (a) will give the Member notice of that fact; and
- (b) if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

8. Ceasing to be a Member

8.1 A Member's membership of the Company will cease:

- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) if three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company; and
 - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) if membership is forfeited under clause 7.5(b);
- (d) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence;
- (e) where the Member is incorporated, if:
 - (i) a liquidator is appointed in connection with the winding-up of the Member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the Member;
- (f) where the Member is an unincorporated organisation, partnership or association, if:
 - (i) any of the circumstances listed in clause 8.1(d) apply to all of the individuals comprising the Member or to such an extent that the Member cannot manage and transact its affairs, or
 - (ii) the Member has been dissolved.

8.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription; and
- (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

9. Powers of attorney

9.1 If a Member executes or proposes to execute any document or do any act by or through an

attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.

9.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

- 9.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

10. Representatives

- 10.1 Any corporation or organisation which is a Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 10.2 A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Director; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 10.3 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 10.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 10.5 The appointment of a Representative may set out restrictions on the Representative's powers.

General meetings

11. Annual general meetings⁶

- 11.1 A general meeting, called the annual general meeting, must be held once in every calendar year at such time and place as may be determined by the Directors.
- 11.2 The chairperson of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about and make comments on the management of the Company.

12. Calling general meeting

- 12.1 Any Director may, at any time, call a general meeting.
- 12.2 A Member may:
- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

⁶ Amended by special resolution passed on 4 November 2015.

13. Notice of general meeting

- 13.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 13.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 13.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report (if any);
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor (if any).
- 13.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 12.2).
- 13.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 55.1 entitled to receive notices from the Company.
- 13.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

14. Member

In clauses 15, 16, 17 and 22, **Member** includes a Member present in person or by proxy, attorney or Representative.

15. Quorum

- 15.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 15.2 A quorum of Members is three Members.
- 15.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and

- (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

16. Chairperson

- 16.1 The Chairperson, or in the Chairperson's absence the Deputy Chairperson, of Directors' meetings will be the Chairperson at every general meeting.
- 16.2 The Directors present may elect a Chairperson of a general meeting if:
 - (a) there is no Chairperson or Deputy Chairperson; or
 - (b) neither the Chairperson nor Deputy Chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the Chairperson and Deputy Chairperson are unwilling to act as Chairperson of the general meeting.
- 16.3 If no election is made under clause 16.2, then:
 - (a) the Members may elect one of the Directors present as Chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as Chairperson.
- 16.4 If there is a dispute at a general meeting about a question of procedure, the Chairperson may determine the question.

17. Adjournment

- 17.1 The Chairperson of a general meeting at which a quorum is present:
 - (a) in his or her discretion may adjourn the general meeting with the consent of Members at the meeting; and
 - (b) shall adjourn the general meeting if the majority of the Members at the meeting directs him or her to do so.
- 17.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 17.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 17.4 Notice of an adjourned general meeting must only be given in accordance with clause 13.1 if a general meeting has been adjourned for more than 21 days.

18. Decision on questions

- 18.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 18.2 A resolution put to the vote at a meeting is decided on a show of hands unless a poll is demanded.
- 18.3 Unless a poll is demanded:
 - (a) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

18.4 The demand for a poll may be withdrawn.

18.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

19. Taking a poll

19.1 A poll will be taken when and in the manner that the Chairperson directs.

19.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

19.3 The Chairperson may determine any dispute about the admission or rejection of a vote.

19.4 The Chairperson's determination, if made in good faith, will be final and conclusive.

19.5 A poll demanded at the election of the Chairperson or the adjournment of a general meeting must be taken immediately.

19.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

20. Casting vote of Chairperson

The Chairperson does not have a casting vote in addition to the Chairperson's votes as a Member, proxy, attorney or Representative.

21. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the Chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

22. Entitlement to vote⁷

22.1 A Member is not entitled to vote at a general meeting if an annual subscription or entrance fee is payable by that member and has not been paid to the Company.

22.2 A Member entitled to vote has one vote.

⁷ Amended by special resolution passed on 27 October 2011.

23. Objections

- 23.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered his or her vote.
- 23.2 An objection must be referred to the Chairperson of the general meeting, whose decision is final.
- 23.3 A vote which the Chairperson does not disallow because of an objection is valid for all purposes.

24. Votes by proxy

- 24.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 24.2 A proxy need not be a Member.
- 24.3 A proxy may demand or join in demanding a poll.
- 24.4 A proxy or attorney may vote on a poll.
- 24.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

25. Document appointing proxy

- 25.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 25.2 For the purposes of clause 25.1, an appointment received at an electronic address will be taken to be signed by the Member if:
 - (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 25.3 A proxy's appointment is valid at an adjourned general meeting.
- 25.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 25.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

- 25.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

26. Lodgment of proxy

- 26.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 26.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Office;
 - (b) a facsimile number at the Office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

27. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appoint or:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

Appointment and removal of Directors

28. Number of Directors⁸

There will not be less than three (3) nor more than twelve (12) Directors unless the Company in general meeting by resolution changes the maximum number.

29. Appointment and removal of Directors

- 29.1 The Company may by resolution passed in general meeting:
- (a) appoint new Directors;
 - (b) subject to clause 28, increase or reduce the number of Directors;
 - (c) remove any Director before the end of the Director's period of office; and
 - (d) appoint another person in the Director's place.

⁸ Amended by special resolution passed on 23 October 2014.

- 29.2 A person appointed under clause 29.1(d) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.
- 29.3 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 29.4 Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 29.1(c) or annul the suspension and reinstate the Director.

30. Casual Vacancies

- 30.1 In the event of the office of Chairperson becoming vacant pursuant to clause 34, the Deputy Chairperson shall become Chairperson and complete the term of such Chairperson unless or until such time as the Directors have appointed a new Chairperson.
- 30.2 In the event of the office of a Director becoming vacant pursuant to clause 34 and there being less than the minimum number of Directors required by clause 28, such a vacancy other than the Chairperson shall be dealt with as follows:
- (a) the vacancy shall be filled by another person appointed by the Chairperson as soon as practicable with the same expertise as that of the Director whose vacancy is being filled with reference to the Committees described in clause 43.1;
 - (b) a person so appointed must become a Member prior to filling the vacancy; and
 - (c) the Member to fill such vacancy shall serve in the office of Director until the expiration of the term of the Director whom the Member has replaced or until the next election of Directors whichever is the earliest.
- 30.3 In the event of the office of a Director becoming vacant pursuant to clause 34 where such office is not the Chairperson and in the opinion of the Directors it is in the best interests of the Company that such vacancy be filled, such a vacancy shall be dealt with as follows:
- (a) the vacancy shall be filled by another person, appointed by resolution of the Directors, with the same expertise as that of the Director whose vacancy is being filled with reference to the Committees described in clause 43.1;
 - (b) a person so appointed must become a Member prior to filling the vacancy; and
 - (c) the Member to fill such vacancy shall serve in the office of Director until the expiration of the term of the Director whom the Member has replaced or until the next election of Directors whichever is the earliest.

31. Retirement⁹

- 31.1 A Director (excluding the CEO) must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer.
- 31.2 At each annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless

⁹ Amended by special resolution passed on 29 October 2009.

they otherwise agree between themselves) be determined by lot. Nothing in this clause shall prevent any other Directors from retiring at an annual general meeting and seeking re-election.

31.3 The retiring Directors shall be eligible for re-election.

31.4 A retiring Director remains in office until the end of the meeting and will be eligible for re-election at the meeting or deemed re-elected under clause 32.2

31.4

32. Filling vacated Office

32.1 When a Director retires at a general meeting, the Company may by ordinary resolution elect a person to fill the vacated office.

32.2 If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:

- (a) it is resolved not to fill the vacated office; or
- (b) the resolution for the re-election of the Director is put and lost.

33. Nomination of Director

33.1 A person other than a retiring Director is not eligible for election as a Director at a general meeting unless the person, or a Member who intends to propose the person, has left at the Office a written notice signed by him or her:

- (a) giving the person's consent to the nomination; and
- (b) stating either that the person is a candidate for the office of Director or that the Member intends to propose the person for election.

33.2 A notice given in accordance with clause 33.1 must be left at the Office at least 30 days before the relevant general meeting.

33.3 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least seven days before every general meeting at which an election of a Director will take place.

34. Vacation of Office

The office of a Director immediately becomes vacant if the Director:

- (a) becomes ineligible to be a director of the Company under the ACNC Act;¹⁰
- (b) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (c) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (d) resigns by notice in writing to the Company; or
- (e) is removed by a resolution of the Company;

¹⁰ Amended by special resolution passed on 4 November 2015.

- (f) is absent from Directors' meetings for four (4) consecutive meetings without leave of absence from the Directors;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act or this Constitution; or
- (h) is the chief executive officer (or equivalent) of a corporate Member that ceases to be a Member under clauses 7.5 and 8.1.

Powers and duties of Directors

35. Powers and duties of Directors¹¹

- 35.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- 35.2 Without limiting the generality of clause 35.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.
- 35.3 At all times while the Company is a Registered Entity, each Director is subject to, and must comply with, the following duties:
- (a) to exercise the Director's powers and discharge the Director's duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
 - (b) to act in good faith in the Company's best interests, and to further the purposes of the Company;
 - (c) not to misuse the Director's position;
 - (d) not to misuse information obtained in the performance of the Director's duties as a Director of the Company;
 - (e) to disclose perceived or actual material conflicts of interest of the Director;
 - (f) to ensure that the Company's financial affairs are managed in a responsible manner; and
 - (g) not to allow the Company to operate while insolvent.

¹¹ Amended by special resolution passed on 4 November 2015.

Proceedings of Directors

36. Directors' meetings

- 36.1 A Director and the Chief Executive Officer may at any time, and the Chief Executive Officer or Secretary must on the request of a Director, call a Directors' meeting.
- 36.2 A Directors' meeting must be called on at least 48 hours notice, written or electronic, of a meeting to each Director.
- 36.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Chief Executive Officer, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 36.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 36.5 The Directors shall meet at least once in each financial year immediately prior to the Annual General Meeting however the Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 36.6 Subject to clause 39, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 36.7 Clauses 36.4 to 36.6 apply to meetings of Directors' committees described in clause 43.1 as if all such committee members were Directors.
- 36.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 36.9 A quorum of Directors is three (3).
- 36.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting to deal with the matter.
- 36.11 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

37. Decision on questions

- 37.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 39, each Director has one vote.
- 37.2 The Chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.
- 37.3 An Alternate Director has one vote for each Director for whom he or she is an alternate.
- 37.4 If the Alternate Director is a Director, he or she also has a vote as a Director.

38. Payments to Directors

No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;

- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where:
 - (i) the provision of the service has the prior approval of the Directors of the Company; and
 - (ii) the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

39. Conflicts of interests

- 39.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 39.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 39.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.
- 39.4 Subject to clauses 38 and this clause 39 a Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Company;
 - (b) hold any office or place of profit other than as auditor in the Company; and
 - (c) act in a professional capacity other than as auditor for the Company,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
- 39.5 A Director who has a material or personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless permitted by the Corporations Act to do so, in which case the Director may:
- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

- 39.6 In the event that the circumstances of an officer of the Company involve, or are likely to involve, the potential for a material conflict of interest in the official role of that officer in the Company then:
- (a) within a practicable time following the first occasion that such circumstances arise, the Company will establish and maintain a Register of Pecuniary Interests in which are recorded all interests which might influence the judgment of an officer or which could be reasonably perceived by a member of the public to influence the officer's judgment in the exercise of that officer's duties to the Company;
 - (b) all such officers, in addition to any obligations under clauses 38 and this clause 39, will declare such interests in the Register of Pecuniary Interests; and
 - (c) where such officers are Directors, they may also give the other Directors a standing notice of the nature and extent of the interest.
- 39.7 At the first meeting of Directors following each annual general meeting of the Company, the Secretary may invite Directors to declare any interest which the Directors consider might influence their judgment or which could be reasonably perceived by a member of the public to influence the judgment of a Director in the exercise of the Director's role in the Company and any such interest, if declared, may be recorded in the minutes of the Directors' meeting or in a standing notice as provided in clause 39.6(c).

40. Alternate Directors

- 40.1 A Director may, with the approval of the Directors, appoint another Director or the Chief Executive Officer or the Secretary as his or her alternate for a period determined by that Director.
- 40.2 If the appointor is not present at a meeting, the Alternate Director is entitled to attend, be counted in a quorum and vote as a Director.
- 40.3 An Alternate Director is an officer of the Company and is not an agent of the appointor.
- 40.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.
- 40.5 The appointment of an Alternate Director:
- (a) may be revoked at any time by the appointor or by the other Directors; and
 - (b) end automatically when the appointor ceases to be a Director.
- 40.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

41. Remaining Directors

- 41.1 The Directors may act even if there are vacancies on the board.
- 41.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) appoint a Director in accordance with clause 30.2; or
 - (b) call a general meeting.

42. Chairperson and Deputy Chairperson

- 42.1 The Directors shall appoint a Chairperson and Deputy Chairperson and determine the period for which the Chairperson and Deputy Chairperson will hold office.

- 42.2 If the position of Chairperson is vacant or if the Chairperson is not present at any Directors' meeting within 10 minutes after the time appointed for the meeting to begin, the Deputy Chairperson or, in the absence of the Deputy Chairperson such other Director as the Directors appoint, shall act as Chairperson.

43. Delegation

- 43.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees which for the time being, until otherwise determined by the Directors, shall consist of:
- (a) the audit and compliance committee;
 - (b) the marketing and fund raising committee; and
 - (c) the human resources committee.
- 43.2 The Directors may at any time revoke any delegation of power to a committee.
- 43.3 At least one member of each committee must be a Director.
- 43.4 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 43.5 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 43.6 Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

44. Written resolutions

- 44.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 44.2 For the purposes of clause 44.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 44.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 44.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 44.
- 44.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

45. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

46. Minutes and Registers

46.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 41;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made under clause 39.

46.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

46.3 The Company must keep all registers required by this Constitution and the Corporations Act.

Local management

47. Local management

47.1 The Directors may provide for the management and transaction of the affairs of the Company in any place and in such manner as they think fit.

48. Appointment of attorneys and agents

48.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by such Directors.

48.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm; or
- (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.

48.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

- 48.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.
- 48.5 An attorney or agent appointed under this clause 48 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Chief Executive Officer¹²

49. Chief Executive Officer

- 49.1 The Chief Executive Officer shall be appointed by the Directors on such terms as are agreed between them.
- 49.2 The Chief Executive Officer is entitled to attend and be heard on any matter on the agenda of meetings of Directors, Members and committees convened under clause 43.
- 49.3 The Directors may, subject to the terms of the Chief Executive Officer's engagement suspend, remove or dismiss the Chief Executive Officer.
- 49.4 The Directors may appoint the Chief Executive Officer as a Director of the Company in accordance with this Constitution and the Chief Executive Officer appointed as a Director will be entitled to attend, be counted in a quorum and vote at Directors' meetings.
- 49.5 The Chief Executive Officer appointed as a Director is excluded from the Director retirement, re-election and nomination provisions in clauses 31 to 33 of this Constitution.
- 49.6 The Chief Executive Officer is not entitled to attend or vote at any meeting of Directors while under suspension from office and, subject to the terms of any contract between the Chief Executive Officer and the Company, the Directors may at any time suspend, remove or dismiss the Chief Executive Officer's engagement as a Director.
- 49.7 The Chief Executive Officer appointed as a Director in accordance with clause 49.5 ceases to be a Director on ceasing to be an employee of the Company or of a related body corporate of the Company.

Secretary

50. Secretary

- 50.1 If required by the Corporations Act, there must be at least one secretary of the Company appointed by the Directors for a term and on conditions agreed between the parties provided that the Secretary does not receive remuneration for such office.
- 50.2 The Secretary is entitled to attend and be heard on any matter on the agenda of Directors' and general meetings and any meeting of such committee under clause 43 of which the Secretary is a member.
- 50.3 The Directors may, subject to the terms of the Secretary's appointment, suspend, remove or dismiss the Secretary.
- 50.4 The Secretary may be a Director if appointed in accordance with clause 29.1(a).
- 46.5 A Secretary who is also a Director and has retired but not sought re-election as a Director may continue as the Secretary subject to the terms of the Secretary's appointment.

¹² Amended by special resolution passed on 23 October 2014.

Seals

51. Common Seal

51.1 If the Company has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

52. Duplicate Seal

52.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:

- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
- (b) must not be used except with the authority of the Directors.

Inspection of records

53. Inspection of records¹³

53.1 Except as otherwise required by law, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.

53.2 Except as otherwise required by law, a Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

54. Service of notices

54.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.

54.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and

¹³ Amended by special resolution passed on 4 November 2015.

- (b) on the day after the day on which it was posted.
- 54.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 54.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 54.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- 54.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 54.7 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- 54.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

55. Persons entitled to notice

- 55.1 Notice of every general meeting must be given to:
 - (a) every Member;
 - (b) every Director and Alternate Director; and
 - (c) the Auditor (if any).
- 55.2 No other person is entitled to receive notice of a general meeting.

Audit and accounts¹⁴

56. Audit and accounts

- 56.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company as required by law.
- 56.2 The Directors must cause the financial records of the Company to be audited or reviewed as required by law.

Winding up

57. Winding up¹⁵

- 57.1 If the Company is wound up:
 - (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year,

¹⁴ Amended by special resolution passed on 4 November 2015.

¹⁵ Amended by special resolution passed on 4 November 2015.

undertakes to contribute to the property of the Company for the:

- (c) payment of debts and liabilities of the Company (in relation to clause 57.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$10.

57.2 On the winding up of the Company, or if the Company is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act and it ceases to be so endorsed (and to the extent required by the Tax Act), any surplus remaining following the satisfaction of all debts and liabilities of the Company will not be paid to or distributed amongst Members, but will, unless otherwise required by law, be given or transferred to another corporation or body to which income tax deductible gifts can be made pursuant to Division 30 of the Tax Act and which, by its constitution:

- (a) has, as its principal objective, the support of sick, injured or disabled children;
- (b) is required to pursue charitable purposes only;
- (c) is required to apply its income in promoting its charitable purposes; and
- (d) is prohibited from making any distribution to its Members or paying fees to its directors, to at least the same extent of such prohibition under this Constitution,

such corporation or body to be determined by the Members at or before the winding up or earlier revocation of endorsement as a deductible gift recipient, and in default, by application to the Supreme Court of New South Wales for determination.

Indemnity

58. Indemnity

58.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

58.2 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

58.3 The amount of any indemnity payable under clauses 58.1 or 58.2 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

58.4 For the purposes of this clause 58, **officer** means:

- (a) a Director;
- (b) a Secretary; or
- (c) the Chief Executive Officer.

Signing Page

We, the undersigned, being Members and Officers of the Company certify this to be a true and correct version of the Constitution of Camp Quality Limited.

Signature:  _____

Name: Kimh. Jacobs

Office Held: DIRECTOR

Date: 4/11/15.

Signature:  _____

Name: Simon Rountree

Office Held: C.E.O.

Date: 4.11.2015.