



CONSTITUTION

OF

AUSTRALIAN STOCKMAN'S HALL OF FAME AND OUTBACK HERITAGE CENTRE

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or

Signed by original members (if relevant) on:

Amended (if relevant) on:

Date

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CONSTITUTION OF AUSTRALIAN STOCKMAN'S HALL OF FAME AND OUTBACK HERITAGE CENTRE

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

The following definitions apply in this document:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

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

Auditor means the auditor of the Company as appointed by the Board from time to time.

Board means the Directors, acting collectively under this document.

Company means the company named in rule 2 of this document.

DGR means deductible gift recipient endorsed under Division 30 of ITAA.

Director means a Trustee Director and the Representative Director appointed under the process set out in rule 6 of this document.

Eligibility Criteria means the criteria:

- (a) in respect of the Trustee Members, set out in rule 16.6(c)(i);
- (b) in respect of Other Members, set out in Schedule 2,

which must be satisfied by any person wishing to become a member of a particular class of membership, prior to the person becoming a member of the Company.

Gift or Gifts means a gift of money, property or deductible contributions.

ITAA means the *Income Tax Assessment Act 1997* (Cth).

Member or Members means, subject to the Eligibility Criteria being satisfied, a person who is a member of the Company under rule 16.

Objects means the objects of the Company, as set out in rule 3.1.

Ordinary Resolution means a resolution passed at a meeting of Members by a majority of the votes cast by Members entitled to vote on the resolution.

Other Members means those Members that are not Trustee Members.

Qualifications means the criteria which must be satisfied prior to any of a person being appointed as a Director:

- (a) in respect of the Trustee Directors, as set out in rule 7.7; or
- (b) in respect of the Representative Directors, as set out in rule 8.3.

Register means the register of Members kept as required by sections 168 and 169.

Representative Director means the Directors who satisfy the Qualifications and are appointed pursuant to rule 8.

Responsible Person or Responsible Persons means natural persons with a degree of responsibility to the general community, as defined in Taxation Ruling TR95/27, including justices of the peace, members of the clergy, church authorities, trustees or board members of a non-profit school or college, justices, magistrates, solicitors, accountants, directors, senior executives of large companies, medical practitioners and other professional persons, teachers in senior positions, persons holding public or elected office, people who hold (or have held) other public positions or people with honours.

Secretary means, during the term of that appointment, a person appointed to perform the duties of a secretary of the Company in accordance with this document.

Special Resolution has the meaning given in the Act.

Trustee Director means the Directors who satisfy the Qualifications and who are appointed pursuant to rule 7.3(a).

Trustee Members means, subject to the Eligibility Criteria, any person who is a Members of the Company and has the rights outlined in rule 16.2.

1.2 Interpretation of this Document

This rule 1.2 specifies the rules for interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) The headings are for convenience only and do not affect the interpretation of this document.
- (b) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document (including this document), or a provision of a document (including a provision of this document), is to that document or provision as amended or replaced;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;
 - (iv) anything (including a right, obligation or concept) includes each part of it; or
 - (v) a rule is to a rule in this document.
- (c) A singular word includes the plural, and vice versa.
- (d) A word which suggests one gender includes any other gender.
- (e) If a word is defined, another part of speech of that word has a corresponding meaning.

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- (f) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
 - (g) The word “agreement” includes an undertaking or other binding arrangement or understanding whether or not in writing (unless the context specifies that it must be in writing).
 - (h) A reference to something being “written” or “in writing” includes that thing being represented or reproduced in any mode in a visible form.
 - (i) A word (other than a word defined in rule 1.1) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act or the ITAA.
 - (j) Unless otherwise provided, a reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. NAME OF THE COMPANY

The name of the Company is Australian Stockman’s Hall of Fame and Outback Heritage Centre.

3. OBJECTS

3.1 Objects of the Company

The objects for the Company are:

- (a) to establish a public museum and public art gallery for the purpose of honouring and paying tribute to the pioneers who built and developed the Australian outback which shall be open and accessible to all members of the public during usual and reasonable business hours;
- (b) to promote all forms of art including literature, music, performing arts, visual arts, craft, design, film, video, television, radio, community arts, Aboriginal arts and movable cultural heritage connected with the Australian outback and Australia’s rural heritage;
- (c) to acquire and maintain a collection of outback art in particular the oils water colours and bronzes of recognised artists in the field;
- (d) to assemble and exhibit a collection of outback relics antiques artefacts and memorabilia;
- (e) to build and develop a research library for Australian outback literature and manuscripts;
- (f) to purchase, construct, lease (including on building lease) or in exchange, hire or otherwise acquire for the purposes of a public museum and public art gallery, any real, immovable, personal or movable property and in particular any lands, buildings, furniture and household effects, utensils, books, newspapers, periodicals, fittings, apparatuses, appliances, conveniences and accommodation and as far as the law applicable may from time to time allow to sell demise let (including on building lease) exchange mortgage grant easements or dispose of the same **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;

- (g) to erect, maintain, improve and alter any buildings for the purpose of a public museum and public art gallery;
- (h) to draw make accept endorse and execute promissory notes bills of exchange cheques and other negotiable instruments;
- (i) to borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by mortgage or by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property of the company both present and future and to purchase redeem or pay off such securities;
- (j) to subscribe to or become a member of any other club association or organisation whether incorporated or not whose objects are altogether or in part similar to those of the company **PROVIDED THAT** the Company shall not subscribe to or support with its funds any club 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 this constitution;
- (k) to invest and deal with the moneys of the company not immediately required in any securities authorised by law for the investment of trust funds;
- (l) to hire and employ professional and other employees and to pay to them and to other persons in return for services rendered to the company such fees salaries dues wages gratuities and bonuses as may be thought fit;
- (m) to pay all costs and expenses incidental to or in connection with the formation of the Company whether of a preliminary nature or otherwise;
- (n) to undertake and execute any trust which may seem to the Company conducive to any of its objects;
- (o) to establish and support and to aid in the establishment and support of any other associations formed for all or any of the objects of this Company and which shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the company under or by virtue of this document;
- (p) to amalgamate with any companies institutions societies or associations under the provisions of ITAA 97 having objects substantially similar to those of this company and which shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the company under or by virtue of this document;
- (q) to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any one or more of the companies institutions societies or associations with which this company is authorised to amalgamate **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;
- (r) to act as trustee of any trusts and/or funds to promote the objects of the Company;

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- (s) to support and promote the charitable aims and objectives of similar organisations or charities, or private not for profit organisations which have been created with Objects similar to the Company as considered appropriate by the directors of the Company;
 - (t) to attract and encourage and acquire gifts, bequests and all forms of deferred gifts to enable the fulfilment of these Objects; and
 - (u) do all things necessary to promote the objects of the Company contained in rules 3.1(a) to 3.1(t) above.

3.2 Limitations

Subject to rule 5, the Company can only exercise the powers in section 124(1) to:

- (a) carry out the Objects of the Company; and
- (b) do all things incidental or convenient in relation to the exercise of power under rule 3.2(a).

4. PUBLIC COMPANY

4.1 Public Company

The Company is a public company limited by guarantee.

4.2 Limitation of liability

- (a) The liability of the each Member is limited.
- (b) Each Member undertakes to contribute to the property of the Company, if the Company is wound up while the Member is a Member or within one year after the Member ceases to be a Member, for payment of:
 - (i) the Company's debts and liabilities;
 - (ii) the costs, charges and expenses of winding up; and
 - (iii) for the adjustment of the rights of the contributions among themselves,such amount as may be required, but not exceeding \$20.

4.3 Replaceable Rules

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

5. INCOME AND PROPERTY

The assets and income of the organisation shall be applied solely in furtherance of the Objects and no portion shall be distributed directly or indirectly to the members or directors of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

6. COMPOSITION & NUMBER OF DIRECTORS

6.1 Composition of the Board

- (a) The Board shall be comprised of Trustee Directors and Representative Directors, appointed under rules 7 and 8 of this document.
- (b) Subject to rules 7 and 8 and in addition to the requirements of the Act, the number of the Directors must be not less than seven but not more than 10.
- (c) The Directors appointed to act as Directors must be at least:
 - (i) 4 Trustee Directors;
 - (ii) 3 Representative Directors.
- (d) The rules for nomination, appointment and removal of Directors are set out in rules 7 and 8 of this document.

6.2 Number and ratio of Directors

- (a) The number of:
 - (i) Trustee Directors that may be appointed to the Board is 4;
 - (ii) Representative Directors that may be appointed to the Board is 3.
- (b) Subject to the Act, the Board may, by Ordinary Resolution:
 - (i) resolve to increase or decrease the number of Directors, so long as the minimum number is not:
 - (A) reduced below 7; and
 - (B) increased above 10;
 - (ii) determine the procedure for the rotation of Directors in and out of office.
- (c) The ratio of the number of Directors to the ratio within clause 6.1(c) (or as close to that ratio as possible), must be maintained as close as possible, regardless of the number of Directors appointed to act. For the avoidance of doubt, at all times, the majority of the Board must be comprised of Trustee Directors.

6.3 Cessation of Director's Appointment

- (a) The rules for relating to Directors are set out in rules 7 and 8 of this document.
- (b) Regardless of the rules of nomination, appointment and removal of Directors prescribed within rules 7 and 8, a person automatically ceases to be a Director if the person:
 - (i) dies;
 - (ii) is not permitted by the Act (or an order made under the Act) to be a director;
 - (iii) becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206F or 206G of the Act;

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- (iv) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
 - (v) fails to attend Board meetings for a continuous period of six months without leave of absence from the Board;
 - (vi) resigns by notice in writing to the Company,
- or if the person was appointed to the office for a specified period and that period expires.

6.4 Casual Vacancy

- (a) A person may be appointed to be a Director to either to fill a casual vacancy or in addition to the existing Directors, so long as the total number of Directors does not at any time exceed the number decided by the Board in accordance with rules 7 and 8 but having regard to the composition of the Board prescribed in rules 6.1 and 6.2.
- (b) Any Director appointed pursuant to this rule 6.4 will hold office only until the next annual general meeting and shall be eligible for re-appointment in accordance with this Constitution.

7. TRUSTEE DIRECTORS

7.1 Transition of Trustee Directors

Upon the adoption of this document, the existing Directors of the Company will become the Trustee Directors.

7.2 Number of Trustee Directors

- (a) The number of the Trustee Directors that may be appointed to the Board is a minimum of 4 and a maximum of 6.
- (b) Where the number of Trustee Directors falls below 4, subject to Qualifications for Trustee Directors, the Board must meet within 30 days to nominate a replacement Trustee Director or Trustee Directors (as the case may be) and to call a meeting of the Trustee Members to vote on the nominees for appointment of the Trustee Director in accordance with rule 7.3.

7.3 Appointment and nomination of Trustee Director

- (a) A person may, by Ordinary Resolution of the Trustee Members, be appointed to be a Trustee Director so long as they satisfy the Qualifications.
- (b) Existing Trustee Directors or Trustee Members may nominate a person to become a Trustee Director and Trustee Member.

7.4 Resignation of Trustee Director

- (a) Subject to rule 6.3, a Trustee Director may only be removed by Ordinary Resolution of the Trustee Members.
- (b) For the avoidance of doubt, if the Trustee Director resigns as a Director and the majority of the Board will no longer be comprised of Trustee Directors after that

Trustee Director resigns - the Trustee Director must be replaced by another Trustee Director in accordance with rule 7.2(b).

- (c) Where a Trustee Director resigns as a Director, the Trustee Director:
- (i) will cease to be a Trustee Member; and
 - (ii) where the Trustee Member:
 - (A) holds membership in another class of membership, the Trustee Member will cease to be a Trustee Member but will continue to hold the class of membership held prior to becoming a Trustee Member; or
 - (B) does not hold membership in another class of membership, the Trustee member will convert to an Ordinary Member.
 - (iii) may be eligible to be appointed to the Board as a Representative Director.

7.5 Maximum term of appointment of Trustee Directors

- (a) Following the date of adoption of this document, the existing Directors (who will become the Trustee Directors) may only serve on the Board as a Trustee Director for a maximum period of 12 years. For the avoidance of doubt, the term of appointment will begin on the date of adoption.
- (b) Thereafter, the Trustee Directors must resign after 12 years regardless of whether the Trustee Director's term has been served as consecutive years or cumulative years.
- (c) Unless as set out in this rule 7.5, the Trustee Directors are not otherwise subject to rotation.

7.6 Other role

- (a) A Trustee Member that is not currently appointed to the Board, may be nominated and appointed by the Other Members as a Representative Director. For the avoidance of doubt, the Other Members are not obliged to appoint the Trustee Member as a Representative Director.
- (b) A Trustee Member that has been appointed under rules 7.6(a) and 8.3, is not eligible to be appointed as a Trustee Director. Where the Trustee Member has been appointed as a Representative Director, the Trustee Member must, prior to being nominated as a Trustee Director, resign as a Representative Director.

7.7 Qualifications

- (a) A Trustee Director must be a Trustee Member of the Company whilst holding office as a Director.
- (b) Any person wishing to become a Trustee Director must be nominated and approved by the existing Trustee Members by Ordinary Resolution.

7.8 Time appointment or retirement takes effect

- (a) Trustee Directors who are appointed:
 - (i) to fill a casual vacancy, at a meeting of Board take office immediately after the end of the meeting; or
 - (ii) at a meeting of the Trustee Members, take office immediately after the end of the meeting of the Trustee Members.
- (b) Representative Directors who retire at a meeting of Members continue to hold office until the end of the general meeting.

8. REPRESENTATIVE DIRECTORS

8.1 Number of Representative Directors

The number of the Representative Directors that may be appointed to the Board is a minimum of 3 and a maximum of 4. For the avoidance of doubt, a Trustee Member appointed as a Representative Director is included in the minimum and maximum number of Representative Directors.

8.2 Appointment and Resignation of Representative Director

- (a) A person may, by Ordinary Resolution of the Other Members, be appointed as a Representative Director so long as they satisfy the Qualifications.
- (b) A Representative Director may only be removed by Ordinary Resolution of the Other Members.
- (c) For the avoidance of doubt, if the Representative Director resigns as a Director, the Representative Director may continue as a member of the Company.

8.3 Qualifications

- (a) A Representative Director must be a Member (which may include a Trustee Member) of the Company whilst holding office as a Director.
- (b) The Other Members, may but are not obliged to appoint a Trustee Member not currently appointed to the Board as a Representative Director.

8.4 Term and Rotation – Representative Directors

- (a) Each Representative Director is subject to rotation and the maximum term set out in this rule 8.4(b).
- (b) No Representative Director shall hold office for a period in excess of:
 - (i) three years; or
 - (ii) until the third annual general meeting following the director's appointment, whichever is the longer,
without submitting themselves for re-election; and
 - (iii) at every annual general meeting:
 - (A) one-third of the Representative Directors; or

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- (B) if their number is not a multiple of three, then the number necessary to ensure that no director goes more than three years and to ensure compliance with rule 8.4(b)(iii)),

shall retire from office and be eligible for re-election.

- (c) The Representative Directors to retire in every year shall be the Representative Directors longest in office since last being re-elected. Between Representative Directors who were elected on the same day the Representative Director to retire shall be decided by lot unless they otherwise agree.
- (d) A retiring Representative Director shall be eligible for re-election without needing to give any prior notice of an intention to submit for re-election and shall hold office as a Director until the end of the meeting at which the Representative Director retires.

8.5 Election procedure for Representative Directors

- (a) If the number of candidates for election as Representative Directors is equal to or less than the number of vacancies on the Board, the Chairman must declare those candidates to be duly elected as Representative Directors.
- (b) If the number of candidates for election as Representative Directors is greater than the number of vacancies on the Board, a ballot must be held for the election of the candidates.
- (c) If a ballot is required, balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- (d) The candidates receiving the greatest number of votes cast in their favour must be declared by the Chairman to be elected as Representative Directors.
- (e) If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the Chairman, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the Chairman:
- (i) does not exercise a casting vote; or
 - (ii) is one of the candidates who received the same number of votes;

then the names of the candidates who received the same number of votes must be put to a further ballot immediately.

8.6 Time appointment or retirement takes effect

Representative Directors who:

- (a) are elected at a meeting of Members take office immediately after the end of the general meeting of the Company; or
- (b) retire at a meeting of Members continue to hold office until the end of the general meeting of the Company.

9. POWERS OF THE BOARD

9.1 Powers Generally

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

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

9.2 Exercise of Powers

- (a) Subject to the Act and to any other provisions of this Constitution, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the Company, and may exercise all such powers of the Company as are not, by the Act or this Constitution, required to be exercised by the Company in general meeting of the Board or otherwise in accordance with rules 7.5, 8.4, 10 or 14 (as the case may be).
- (b) Without limiting the generality of rule 9.2(a), the Board may exercise all the powers of the Company to borrow money, to change any property or business of the Company and to issue debentures or give any security for a debt, liability or obligation of the Company or of any other person.

9.3 Executing Negotiable Instruments

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

10. DELEGATION OF BOARD POWERS

10.1 Power to Delegate

The Board may delegate any of its own powers as permitted by section 198D.

10.2 Power to Revoke Delegation

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

10.3 Terms of Delegation

- (a) A delegation of powers under rule 10.1 may be made:
 - (i) for a specified period or without specifying a period; and
 - (ii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- (b) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

10.4 Proceedings of Committees

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

11. DIRECTORS' DUTIES AND INTERESTS

11.1 Compliance with Duties under the Act

Each Director must comply with the sections 180 to 183 (inclusive).

11.2 Director Not Disqualified from Holding Other Offices

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

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

11.3 Disclosure of Interests

- (a) A Director is not disqualified by their office from contracting with the Company in any capacity whatsoever.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of the interest unless section 191 or the document(s) related to the matter in question provide(s) otherwise.

11.4 Director Interested in a Matter

If a Director has an interest in a matter that relates to the affairs of the Company and a Director discloses the interest under section 191 or it is not required to be disclosed under section 191:

- (a) subject to a resolution by the Board to the contrary, a Director who has a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting;
 - (ii) vote on the matter; or
 - (iii) be counted in a quorum at a Board meeting in which the matter is considered;
- (b) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and

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- (d) the Company cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed under section 191, rule 11.4(c) applies only if it is disclosed before the transaction is entered into.

12. REMUNERATION OF DIRECTORS

- (a) The Directors shall not be paid remuneration.
- (b) The Directors may be reimbursed for all expenses properly incurred in attending or in connection with their attendance at any meeting of the Company or of the Board or any committee of Directors.

13. OFFICERS' INDEMNITY AND INSURANCE

13.1 Indemnity

- (a) Subject to the Act:
- (i) the Company, to the extent the person is not otherwise indemnified:
- (A) must indemnify every officer of the Company and every officer of the Company's wholly owned subsidiaries; and
- (B) may indemnify the Company's Auditor,
- against a Liability incurred as such an officer or Auditor (other than to the Company or a related body corporate of the Company), including a Liability incurred as a result of the Company or a wholly owned subsidiary of the Company appointing or nominating the officer as trustee or officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
- (ii) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or Auditor in defending an action for a Liability incurred as such an officer or Auditor or in resisting or responding to actions taken by a government agency or a liquidator.
- (b) In relation to this rule 13.1, Liability means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

13.2 Insurance

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

13.3 Former Officers

The indemnity in favour of officers under rule 13.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

13.4 Deeds

Subject to the Act, without limiting a person's rights under this rule 13, the Company may enter into an agreement with a person who is or has been a Director or officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this rule 13 on any terms and conditions that the Board thinks fit.

14. BOARD MEETINGS

14.1 Convening Board Meetings

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

14.2 Notice of Board Meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director; and
- (b) may give notice orally (including by telephone) or in writing,

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

14.3 Use of Technology

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

14.4 Chairing of Board Meetings

At the first meeting following the annual general meeting of the Company, the Board will elect a Director to chair its meetings and decide the period for which that Director holds that office. The chair will hold the position for chair until the next annual general meeting. If there is no chair of Directors or the chair is not present at the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

14.5 Quorum

- (a) At a meeting of Directors, the number of directors whose presence is necessary to constitute a quorum is such number as is determined by the Board from time to time and, unless so determined, is three, two of which must be Trustee Directors.
- (b) Subject to the terms of this document, the fact that a Director is in any way, directly or indirectly, interested in any matter arising for decision at a meeting of directors does not prevent that Director being counted in a quorum.

14.6 Majority Decisions

- (a) A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) The chair of a Board meeting does not have a second or casting vote. If an equal number of votes are cast for and against a resolution, the matter is decided in the negative.

14.7 Written Resolution

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

14.8 Valid Proceedings

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

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

15. AUDITOR

- (a) The Company must appoint an Auditor and provide assistance to the Auditor in accordance with the Act.
- (b) The Auditor will not have any affiliation or interest in the Company nor any affiliation with an actual or potential supplier of goods and services, recipient of grant funds or an organisation with competing or conflicting objectives.

16. MEMBERSHIP

16.1 Classes of Membership

- (a) The class of membership for the Company are:
 - (i) the Trustee Members; and
 - (ii) the Other Members, as set out in Schedule 2.
- (b) The Board shall have the power to create new classes of Members from time to time, including setting out the rights of those members.

16.2 Rights of Members

The rights of:

- (a) The Trustee Member includes the right to:
 - (i) appoint Trustee Directors;
 - (ii) be nominated as a Representative Director;

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- (iii) vote at a meeting of Members and a meeting of the Trustee Members;
 - (iv) participate in discussions at meetings of the Company and the Board;
 - (v) receive notice of meetings and to attend meetings of the Company and the Board;
 - (vi) nominate for positions on the Company's board or committees;
 - (vii) access Company register and members register; and
 - (viii) access other documents, records or financial information of the Company.
- (b) The Other Members are set out in Schedule 2.

16.3 Number of Members

The number of members which the Company proposes to be registered is:

- (a) in respect of the Trustee Members, minimum of 5 and maximum of 10 members at any time;
- (b) in respect of the Other Members, the number of members is unlimited.

16.4 Application for membership of Trustee Member

An application for membership must:

- (a) made by an individual;
- (b) meet the Eligibility Criteria of a Trustee Member;
- (c) be accompanied by a nomination by an existing Trustee Director or Trustee Member;
- (d) be in writing in a form approved by the Directors; and
- (e) be accompanied by any other documents as the Directors may require.

16.5 Application for membership of Other Members

- (a) An application for membership must:
 - (i) meet the Eligibility Criteria;
 - (ii) be in writing in a form approved by the Directors; and
 - (iii) be accompanied by any other documents as the Directors may require.
- (b) If the applicant to become a member is a body corporate it must nominate one person (**Nominated Representative**) to represent the applicant in the Company. The application must:
 - (i) state the name and address of the Nominated Representative; and
 - (ii) be signed by the Nominated Representative by way of consent.

16.6 Eligibility Criteria

- (a) In order to be considered and nominated as a Member, a person must satisfy the Eligibility Criteria prescribed for the respective class of membership which they are seeking to apply.
- (b) The Eligibility Criteria set out in this rule may be in addition to other requirements prescribed by the Act, the ACNC Act or by the Board having regards to the needs of the Company and the skills, expertise and composition of the Board, from time to time.
- (c) The Eligibility Criteria of:
 - (i) The Trustee Members includes:
 - (A) a person that possess a particular skill or expertise identified by the Board as being required by the Board and/or the Company;
 - (B) a person that is recommended and nominated by an existing Trustee Director and/or Trustee Member; and
 - (C) a person that is approved by a majority of the Board and a majority of the Trustee Directors.
 - (ii) The Other Members is set out in Schedule 2. For the avoidance of doubt, the Eligibility Criteria for a Sponsor Member and Patron Member is that they must have financially contributed to the Company. The Board may, from time to time, determine the level of financial contribution required for a person to become eligible to become a Sponsor Member and Patron Member.

16.7 Admission to membership

- (a) Subject to the satisfaction of the Eligibility Criteria, the Board must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.
- (b) The Directors need give no reason for the rejection of an application.
- (c) If an applicant is accepted for membership:
 - (i) the secretary must notify the applicant of admission in the form the Directors determine; and
 - (ii) the name and details of the member must be entered in the register of members.
- (d) If an application for membership is rejected the Secretary must notify the applicant in writing.

16.8 Membership fees

- (a) Where membership fees are payable by a Member, no Member in arrear with his or her subscription for two months shall be permitted to speak or vote at any meeting or to use the facilities provided by the Company.

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- (b) A Member who is in arrear with his subscription for three months shall be deemed to have forfeited their membership but the Company may reinstate them on payment of the amount due.
 - (c) The following classes of Members are not required and cannot be compelled to pay membership fees:
 - (i) Honorary Life Members;
 - (ii) Trustee Members;
 - (iii) Sponsor Members; and
 - (iv) Patron Members.
 - (d) For the avoidance of doubt, while the Sponsor Members and Patron Members are not required to pay annual fees to the Company, in order to be a Sponsor Member or Patron Member, the person must have contributed financially to the Company at a level approved by the Board, from time to time.

16.9 Register of Members

- (a) A register of Members must be kept in accordance with the Act.
- (b) Each Member and nominated representative must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within one month after the change.

16.10 Suspension of rights – Trustee Member

For the period of time in which a person is a Trustee Member, any vote that they cast in respect of any other membership class that person may hold in the Company is disregarded until they cease to hold the position as a Trustee Member.

16.11 Restriction of the transfer of rights

The rights and privileges of every Member are personal to each Member and are not transferable by a Member's own act or by operation of law.

17. CESSATION OF MEMBERSHIP

17.1 Resignation of membership

- (a) A Member's membership will cease, if the Member:
 - (i) gives written notice to the Board terminating its membership with the Company; or
 - (ii) fails to pay its subscription fees or membership fees.
- (b) The resignation takes effect at:
 - (i) the time the notice is received by the secretary; or
 - (ii) if a later time is stated in the notice – the later time.

17.2 Misconduct of a Member

- (a) If any Member is:
- (i) in breach of the provisions of this Constitution of the Company;
 - (ii) convicted of an indictable offence; or
 - (iii) guilty of any act or omission which, in the opinion of the Board is unbecoming of a Member, or prejudicial to the interests of the Company,
- the Board may expel the Member from the Company and remove the Member's name from the register of members.
- (b) The Board shall not expel a Member unless at least 7 days' notice has been given to the member stating the date, time and place at which the question of expulsion of that member is to be considered by the Board, and the nature of the alleged misconduct.
- (c) The Board must give the Member an opportunity to show why the membership should not be terminated in accordance with rule 17.4.
- (d) If, after considering all representations made by the Member, the Board decides to terminate the membership, the Secretary must give the Member a written notice of the decision.

17.3 Other grounds for cessation of Membership

A Member's membership of the Company shall automatically cease:

- (a) in the case of a Member who is a natural person on the date that the Member:
- (i) dies;
 - (ii) is declared to be bankrupt under the provisions of the *Bankruptcy Act 1966* (Cth);
 - (iii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to the mental health; or
- (b) in the case of a Member which is a body corporate on the date that:
- (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 a Member.

17.4 Appeal against rejection or termination of Membership

- (a) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision which will be determined at the next general meeting of the Company.
- (b) A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.

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- (c) If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

17.5 General meeting to decide appeal

- (a) At the meeting, the applicant must be given an opportunity to show why the application should not be rejected or the membership should not be terminated.
- (b) Also, the Board who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (c) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (d) If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund any membership fee paid by the person.

17.6 Liability for subscription fees and other amounts following cessation of Membership

Notwithstanding that the Member ceases to be a Member of the Company, the Member shall continue to be liable for:

- (a) all annual subscription fees or other amounts owing by the Member to the Company which are due and unpaid as at the date that the Member ceases to be a Member; and
- (b) an amount which the Member is or may become liable to pay to the Company under rule 4.2.

18. MEETINGS OF MEMBERS

18.1 Calling Meetings of Members

A meeting of Members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D or by order made under section 249G.

18.2 Notice of Meetings of Members

Subject to rule 18.3, at least 21 days' written notice of a meeting of Members must be given individually to each Member entitled to vote at the meeting, to each Director and to the Auditor (if any). The notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

18.3 Short Notice

Subject to section 249H(4):

- (a) if the Company has elected to convene a meeting of Members and all the Members entitled to attend and vote agree; or

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- (b) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

18.4 Postponement or Cancellation

Subject to section 249D(5), the Board may postpone or cancel a meeting of Members by written notice given individually to each person entitled to be given notice of the meeting.

18.5 Fresh Notice

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

18.6 Technology

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

18.7 Accidental Omission

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

19. MEETINGS OF TRUSTEE MEMBERS

19.1 Incorporation of rules

Unless this rule prescribes a process for the Trustee Member meeting, the rules and processes for Members meetings set out in rules 18, 20, 21 and 22 will apply to Trustee Member meetings.

19.2 Calling Meetings of Trustee Members

Subject to the requirements of the Act, in addition to the meeting of Members, a meeting of the Trustee Members may be convened at any time by the Board or a Director.

19.3 Notice of Meetings of Members

Subject to rule 19.4, at least 21 days' written notice of a meeting of Members must be given individually to each Member entitled to vote at the meeting.

19.4 Short Notice

Subject to the Act, a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

19.5 Technology

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

19.6 Accidental Omission

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

19.7 Quorum of Trustee Members

The quorum for a meeting of Trustee Members is five. Each individual present may only be counted once toward a quorum. If a Trustee Member has appointed more than one proxy or representative only one of them may be counted toward a quorum.

19.8 Quorum Not Present for Trustee Members meeting

If a quorum is not present within 30 minutes after the time for which a meeting of Trustee Members is called the meeting is adjourned to the day, time and place that the Board decides and notifies to Trustee Members, or if no decision is notified, to the same time on the same day in the next week at the same place.

20. PROCEEDINGS AT MEETINGS OF MEMBERS

20.1 Member Present at Meeting

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

20.2 Quorum

- (a) Subject to section 249B, the quorum for a meeting of Members is three, two of which must be Trustee Members. Each individual present may only be counted once toward a quorum. If a Member has appointed more than one proxy or representative only one of them may be counted toward a quorum.
- (b) This rule does not apply to the quorum requirements for a Trustee Meeting.

20.3 Quorum Not Present

If a quorum is not present within 30 minutes after the time for which a meeting of Members is called:

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

20.4 Chairing Meetings of Members

If the Board has appointed a Director to chair Board meetings, that Director will also chair meetings of Members.

20.5 Adjournments

Subject to rule 18.5, the chair of a meeting of Members at which a quorum is present:

- (a) may, with the consent of the meeting; and
- (b) must, if directed by Ordinary Resolution of the meeting, adjourn it to another time and place.

20.6 Business at Adjourned Meetings

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

21. PROXIES, ATTORNEYS AND REPRESENTATIVES

21.1 Appointment of Proxies

A Member may appoint not more than two proxies to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to the Company that complies with section 250A(1) or in any other form and mode that is signed or acknowledged by the Member in a manner satisfactory to the Board. If a Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of those votes.

21.2 Member's Attorney

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

21.3 Form of a Proxy

A proxy must be in the form contained in Schedule 1.

21.4 Manner in Which Proxy is to Vote

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

21.5 Authority of Proxy

An instrument appointing a proxy is deemed to confer authority to speak on behalf of the appointor to the extent permitted by law and demand, or join in demanding, a poll.

21.6 Deposit of Proxy Forms and Powers of Attorney

An appointment of a proxy for a meeting of Members or for the taking of a poll is only effective if the following documents are received by the Company at least 48 hours before the meeting or the time appointed for taking the poll (as appropriate):

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointor's attorney — the authority under which the appointment was signed or a certified copy of the authority.

21.7 Validity of proxies

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

22. ENTITLEMENT TO VOTE

22.1 Number of Votes

Subject to any rights or restrictions:

- (a) at meetings of Members, each Member entitled to vote may vote in person or by proxy or attorney or (in the case of a Member which is a body corporate) by its representative;
- (b) on a show of hands every person present who is a Member or a proxy, attorney or representative of a Member has one vote except where a proxy has two or more appointments that specify different ways to vote on a resolution, in which case the proxy cannot vote; and
- (c) on a poll every Member present in person or by proxy, attorney or representative has one vote.

The chair of a meeting of Members does not have a second or casting vote and if an equal number of votes is cast for and against a resolution the matter is decided in the negative.

22.2 Voting Restrictions

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, the committee or trustee of the Member or such other person as properly has the management of the Member's estate may exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

23. HOW VOTING IS CARRIED OUT

A resolution put to the vote at a meeting of Members must be decided by a majority of the Trustee Members and the Ordinary Members. A vote can be decided on a show of hands unless a poll is demanded under either before or on the declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chair's declaration of a decision on a show of hands is final.

24. RESOLUTIONS WITHOUT MEETINGS

24.1 Written Resolutions

Subject to section 249A(1), the Company may pass a resolution without a general meeting being called or held if the resolution is set out in a document signed in the manner set out in section 249A.

24.2 Signature of Resolutions

The Company may treat a document on which a facsimile or electronic signature appears or which is otherwise acknowledged by a Member in a manner satisfactory to the Board as being signed by that Member.

25. SECRETARY

25.1 Requirement for Secretary

The Company must have at least one Secretary.

25.2 Appointment of Secretary

The Secretary must be appointed by the Board.

25.3 Terms and Conditions of Office

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

25.4 Cessation of Secretary's Appointment

A person automatically ceases to be a Secretary if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a Secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;
- (c) becomes of unsound mind or is physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 25.5.

25.5 Removal from Office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specific term.

26. COMPANY SEALS

26.1 Common Seal

The Board:

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

26.2 Other Seals

The Company may have for use in place or its common seal outside the jurisdiction in which its common seal is kept one or more official seals, each of which shall be a facsimile

of the common seal with the addition on its face of the name of every place where it is to be used.

26.3 Use of Seals

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

26.4 Fixing Seals to Documents

The fixing of the common seal or other seal is affixed to a document must be signed by a director and be countersigned by another director, a secretary or another person appointed by the directors to countersign that document or a class of documents in which the document is included.

27. FINANCIAL RECORDS & AUDIT

27.1 Minutes

The Company must keep minute book of Members' meetings and Board Meetings and subject to rule 27.2, allow access to minute books for the meeting of Members in accordance with the Act.

27.2 Inspection of records

The Board shall decide whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than those who are also directors).

27.3 Financial records

The Company must:

- (a) keep written financial records and allow access to such financial records; and
- (b) prepare, disclose, report and lodge financial reports (as required).

28. CERTIFICATE

28.1 Issue of Certificates

The Company may issue a certificate of membership to Members in such form upon payment of such fees as it may prescribe from time to time.

28.2 Title to the Certificates

Certificates of membership remain the property of the Company and must be promptly returned to the Company if requested by the Company or if the holder ceases to be a Member.

28.3 Lost and Worn Out Certificates

- (a) If a certificate is lost or destroyed and the Member applies in accordance with section 1070D(5), the Company must issue a new certificate in its place.

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- (b) If a certificate is defaced or worn out and is produced to the Company, the Company may, issue a new certificate in its place.

29. WINDING UP

29.1 Winding up

- (a) If upon the winding up or dissolution (including deregistration) of the Company any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members but must be given or transferred to some other institution or institutions, determined by the Board at or before the time of dissolution, which has similar Objects to the Company and which is approved by the Commissioner of Taxation as a charitable institution for the purposes of the ITAA.
- (b) If the Board do not make the necessary determination under rule 29.1(a), the Company may apply to the Supreme Court to determine the institution or institutions.

30. REVOCATION OF DEDUCTIBLE GIFT RECIPIENT ENDORSEMENT

- (a) Upon the Company ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97, whichever is earlier, any surplus Gifts and deductible contributions and money received by the Company must be transferred to an institution:
 - (i) which is charitable at law;
 - (ii) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 5; and
 - (iii) gifts to which are deductible under Division 30 of ITAA 97 on the basis that it is characterised as a cultural organisation as described in section 30-100 of the ITAA.
- (b) The identity of the institution referred to in rule 30(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the Company and, if the members do not decide, by the Supreme Court of the state or territory in which the Company is registered.

31. AMENDING THE CONSTITUTION

31.1 Special Resolution

Subject to the Act and the approval of the Trustee Members, the Company may modify or repeal this Constitution or a provision of this Constitution by Special Resolution. For the avoidance of doubt, where the Trustee Members do not approve the amendments to this Constitution, then the amendments will not be valid.

31.2 Effective Date

A Special Resolution modifying or repealing this Constitution takes effect:

- (a) if no later date is specified in the resolution, on the date on which the resolution is passed; or

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- (b) on a later date specified in or determined in accordance with the resolution.

32. NOTICES

32.1 Notices by Company

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

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

32.2 Overseas Members

A Member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

32.3 When Notice is Given

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

- (a) if it is delivered personally or sent by fax or electronic message:
 - (i) by 5 pm (local time in the place of receipt) on a business day – on that day;
 - (ii) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day; and
- (b) if it is sent by mail:
 - (i) within Australia – on the second business day after posting; or
 - (ii) to a place outside Australia – on the seventh business day after posting.

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

32.4 Business Days

For the purposes of rule 32.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

32.5 Counting Days

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

Schedule 1

Proxy Form

(rule 21.3)

I/We

[Insert full name]

Being a Member of is Australian Stockman's Hall of Fame and Outback Heritage Centre (**Company**) entitled to attend and vote at the meeting, hereby

Appoints

or failing the person so named or, if no person is named, the Chairman of the meeting or the chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the general meeting to be held at [INSERT TIME] on [INSERT DATE] at the [INSERT VENUE], [INSERT PLACE] and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	[INSERT]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box

(By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even though he/she has an interest in the outcome of the resolution. The Chairman will vote in favour of all of the resolutions if no directions are given).

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATION THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll. Signed this _____ day of _____

INDIVIDUAL

SIGNED by [Name of Party]:

Signature of Member

Name of Member (BLOCK LETTERS)

COMPANY

SIGNED by [Name of Party]:

Signature of Director

Signature of Director/Company Secretary

Sole Director and Sole Company Secretary

Schedule 2

Classes of Membership

CLASS OF MEMBERSHIP	ELIGIBILITY CRITERIA	RIGHTS
Life Members	An individual approved by the Board	<ul style="list-style-type: none"> • Right to vote on a decision to appoint Representative Directors • Right to receive notice of meeting and to attend meeting • Voting rights at a meeting of members • Right to participate in discussions at meetings of the Company • Right to access company register and members register • Right to access financial information of the Company • Have paid the fees prescribed by the board for Life Members
Honorary Life Members	An individual that is, in the opinion of the Board, is a distinguished person who has provided lengthy and exceptional service to the Company and has been admitted on the recommendation and approval of the Board.	<ul style="list-style-type: none"> • Right to vote on a decision to appoint Representative Directors • Right to participate in discussions at meetings of the Company • Right to receive notice of meetings and to attend meetings • Right to access company register and members register • Right to access financial information of the Company • No requirement to pay annual fees
Ordinary Members	A person approved by the Board	<ul style="list-style-type: none"> • Right to vote on a decision to appoint Representative Directors • Right to participate in discussions at meetings of the Company • Right to receive notice of meetings and to attend meetings • Voting rights at a meeting of members • Right to nominate for positions on the Company's board or committees • Right to access company register and members register • Right to access financial information of the Company • Requirement to pay membership fees: <ul style="list-style-type: none"> ○ on an annual basis; or ○ on a one-off lump sum payment which will entitle that person to be an Ordinary Member until such time as the person resigns or is removed without requirement to pay further annual fees, as determined by the Board.
Sponsor Members	Membership includes only societies, organisations or corporations (or their representatives) as approved by the board from time to time	<ul style="list-style-type: none"> • Right to vote on a decision to appoint Representative Directors • Right to participate in discussions at meetings of the Company • Right to receive notice of meetings and to attend meetings • Voting rights at a meeting of members • Right to nominate for positions on the Company's board or committees • Right to access company register and members register • Right to access financial information of the Company • No requirement to pay annual fees
Patron Members	A person approved by the Board	<ul style="list-style-type: none"> • Right to vote on a decision to appoint Representative Directors • Voting rights at a meeting of members • Right to participate in discussions at meetings of the

CLASS OF MEMBERSHIP	ELIGIBILITY CRITERIA	RIGHTS
		<p>Company</p> <ul style="list-style-type: none">• Right to receive notice of meetings and to attend meetings• Right to access company register and members register• Right to access financial information of the Company• No requirement to pay annual fees but instead has contributed to the Company financially