

Dear Members,

The Notice refers to the APLS Annual Report which is presently being finalised by our auditors. The Annual Report will be tabled at the AGM but will be posted on our website as soon as it is finalised by the auditors.

We have one member elected board position available for appointment at our Annual General Meeting in October as an existing board member is scheduled to finish their two year term, in accordance to the constitution this member is allegeable to re-nominate for this position again.

To that end attached is a nomination form for the position of a Board Director of APLS. The signed and completed nomination form must be lodged with me at APLS by COB 20 September 2019. After that date and depending upon the number of nominations received, we may need to proceed to an election by members vote and proxies.

I look forward to meeting as many of you as possible at the upcoming PAC Conference in Perth 24-26 October.

If you have not yet registered [click here](#) to go straight to the registration page.

Warm regards

Rod Wealands
Chief Executive Officer
Advanced Paediatric Life Support,
Australia
Level 5, 505 Little Collins St.
Melbourne Victoria 3000
T: +61 3 8672 2806
E: | Rod.Wealands@apls.org.au | W: www.apls.org.au

**ADVANCED PAEDIATRIC LIFE SUPPORT, AUSTRALIA
ACN 085 581 362
("APLS")**

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of the Company will be held at **Pan Pacific Hotel, Perth** on **25 October 2019** at **4.30pm**

General Business:

1. The Minutes of the APLS AGM for 2018 to be reviewed and if thought fit confirmed by Members.
2. The Annual Report for 2019 for the company will be tabled at the meeting.
3. To consider and if thought fit, pass a resolution that the Annual Report for 2019 including the Financial Statements for the Company for the year ended 30 June 2019 be accepted.

Special Business

1. To consider and if thought fit, pass a resolution that [.....] be appointed as a Member Nominated Director of APLS.

Secretary



Rod Wealands

Dated this 9th day of September 2019

BOARD OF DIRECTORS NOMINATION FORM

I, _____
(Print full name)

of _____
(Address)

nominate _____

for election to the Board of APLS.

Signature _____ Date _____

Name of Secunder _____

(Address)

Signature _____ Date _____

Consent of Nominee:

I, _____
(Print full name)

of _____
(Address)

agree to be nominated for election to the Board of APLS.

I have read the APLS Constitution and understand the commitment in time and intellectual contribution I will be expected to make. Nominees for elected director positions on the Board must be a current member.

Signature _____ Date _____

Please send the form to APLS office at Rod.Wealands@apls.org.au
by COB by Friday 20th September 2019.

Constitution of Advanced Paediatric Life Support, Australia

ACN 085 581 362

Company Limited by Guarantee

MOORES

9 Prospect Street
BOX HILL VIC 3128

Tel: (03) 9898 0000

Fax: (03) 9898 0333

Ref: AMA/

Moores Legal Pty Ltd

TABLE OF CONTENTS

1.	DEFINITIONS AND INTERPRETATION	1
1.1	Definitions	1
1.2	Interpretation	1
1.3	Replaceable rules displaced.....	2
2.	NAME OF THE COMPANY	2
3.	OBJECTS AND POWERS	2
3.1	Objects	2
3.2	Powers	2
4.	LIABILITY OF MEMBERS	3
5.	GUARANTEE BY MEMBERS	3
6.	APPLICATION OF INCOME AND PROPERTY	3
7.	GIFT FUND	4
7.1	Establishment and maintenance	4
7.2	Accounting procedures	4
7.3	Winding up of Gift Fund.....	4
8.	MEMBERSHIP	5
8.1	General	5
8.2	Membership not transferable	5
8.3	Fees	5
8.4	Voting rights	6
9.	CESSATION OF MEMBERSHIP	6
9.1	Death, resignation and other events.....	6
9.2	Expulsion	6
9.3	Removal from the Register	7
9.4	Surviving liability.....	7
10.	REGISTER	7
10.1	Register of Members	7
10.2	Disputes	7
11.	GENERAL MEETINGS	7
11.1	Annual General Meeting	7
11.2	Extraordinary Meeting.....	7
12.	NOTICE OF GENERAL MEETINGS	7
12.1	General.....	7

12.2	Contents of notice	8
12.3	Alteration of procedure	8
12.4	Failure to receive notice	8
13.	PROCEEDINGS AT GENERAL MEETINGS	8
13.1	Business	8
13.2	Meetings conducted by electronic means	9
13.3	Quorum	9
13.4	No quorum	9
13.5	Chairperson of General Meeting	9
13.6	Adjournment	9
13.7	Show of hands	10
13.8	Evidence of resolution	10
13.9	Poll	10
13.10	Demand for poll	10
13.11	Auditor	10
14.	APPOINTMENT OF PROXY	11
14.1	General	11
14.2	Instrument appointing proxy	11
15.	FORM OF PROXY	11
15.1	Required information	11
15.2	Voting instructions	11
15.3	Authority	12
16.	ATTORNEYS	12
16.1	Appointment by Member	12
16.2	Appointment by Directors	12
17.	VOTING OF ATTORNEY OR PROXY	12
17.1	Validity	12
17.2	Attendance of principal at meetings	12
18.	DIRECTORS	12
18.1	Composition of the Board	12
18.2	General eligibility	13
18.3	Term of appointment	13
18.4	Nomination and election of Directors	13
18.5	Officers on the Board	14
18.6	Transitional Arrangements	14
19.	CASUAL VACANCIES	14

20.	DISQUALIFICATION OF DIRECTORS.....	14
21.	POWERS OF THE BOARD	15
22.	BORROWING	15
23.	INVESTMENT	15
24.	NEGOTIABLE INSTRUMENTS	15
25.	PROCEEDINGS OF THE BOARD	15
	25.1 General.....	15
	25.2 Convening and notice of Board meetings.....	16
	25.3 Quorum	16
	25.4 President and decisions	16
	25.5 Written resolutions of the Board.....	17
	25.6 Delegation by the Board	17
	25.7 Defects in appointment.....	17
26.	MINUTES	18
	26.1 Minutes to be kept.....	18
	26.2 Evidence of proceedings and resolutions.....	18
27.	CHIEF EXECUTIVE OFFICER.....	18
28.	SECRETARY	18
29.	ACCOUNTS	19
	29.1 Books of account to be kept.....	19
	29.2 Location of books of account.....	19
30.	AUDITOR.....	19
31.	INDEMNITY.....	19
	31.1 Definition of Liability and Officer	19
	31.2 Indemnity of Officers.....	19
	31.3 Indemnity for proceedings.....	19
	31.4 Insurance	19
32.	NOTICES	20
33.	DISTRIBUTION OF PROPERTY ON WINDING-UP	20

CONSTITUTION OF ADVANCED PAEDIATRIC LIFE SUPPORT, AUSTRALIA ACN 085 581 362

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution:

“**Act**” means the *Corporations Act 2001* (Commonwealth),

“**Annual General Meeting**” means the annual general meeting of Members.

“**Auditor**” means the auditor or auditors of the Company.

“**Board**” means the board of directors of the Company.

“**Business Day**” means Monday to Friday excluding public holidays in Victoria.

“**Company**” means Advanced Paediatric Life Support, Australia.

“**Constitution**” means this constitution, as amended.

“**Directors**” means the members individually or collectively of the Board.

“**Extraordinary Meeting**” means a meeting of Members other than an Annual General Meeting.

“**General Meeting**” means an Annual General Meeting or an Extraordinary Meeting.

“**Member**” means a person admitted to membership of the Company in accordance with this Constitution.

“**President**” means the Director who is elected to this office in accordance with clause 18.5.

“**Register**” means the register of Members kept in accordance with the Act.

“**Registered Address**” means the address of a Member shown in the Register.

“**Registered Office**” means the registered office of the Company.

“**Vice-President**” means the Director, who is elected to this office in accordance with clause 18.5.

1.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) a person includes a corporate body, association, firm, partnership, or other unincorporated body;
- (b) a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them;

- (c) this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;
- (d) a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this Constitution;
- (e) a word or phrase that is defined has the corresponding meaning in its other grammatical forms;
- (f) writing includes all modes of representing or reproducing words in a legible, permanent and visible form;
- (g) the singular includes the plural and vice versa;
- (h) a gender includes all other genders; and
- (i) headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.

1.3 Replaceable rules displaced

Each of the provisions of the Act that would apply to the Company as a replaceable rule but for this clause, is expressly displaced and does not apply to the Company.

2. NAME OF THE COMPANY

The name of the Company is Advanced Paediatric Life Support, Australia.

3. OBJECTS AND POWERS

3.1 Objects

The objects of the Company are all or any of the following:

- (a) to improve the quality of emergency health care delivered to children and young people by medical, nursing and other health care practitioners;
- (b) to promote the education, training, skill acquisition and experience in paediatric emergency care by medical, nursing and other health care practitioners;
- (c) to stimulate research in the areas of paediatric emergency medicine;
- (d) to provide authoritative expert advice to medical bodies, government and the community on matters relating to emergency health care for children and young people; and
- (e) to do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objects.

3.2 Powers

The Company has the legal capacity and powers of an individual and also all the powers of a body corporate but only to the extent necessary or convenient to carry out, or incidental to carrying out, the Company's objects.

4. LIABILITY OF MEMBERS

The liability of each Member is limited to the amount of the guarantee specified in clause 5.

5. GUARANTEE BY MEMBERS

Every Member undertakes to contribute an amount not more than \$1 to the property of the Company if it is wound up:

- (a) while that person is a Member; or
- (b) within one year after that person ceases to be a Member,

for payment of:

- (c) the debts and liabilities of the Company contracted before that person ceased to be a Member; and
- (d) the costs, charges and expenses of winding-up.

6. APPLICATION OF INCOME AND PROPERTY

- (a) All of the income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution.
- (b) No part of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus or other profit distribution to any of the Members (as Members) or Directors.
- (c) The Company must not pay a Director any remuneration for services as a Director.
- (d) Clauses (a) - (c) do not prevent payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:
 - (i) of remuneration for services to the Company;
 - (ii) of reimbursement for expenses properly incurred on behalf of or for the purposes of the Company;
 - (iii) for goods supplied to the Company in the ordinary course of business;
 - (iv) of interest on money borrowed by the Company and rent for premises let to the Company, where:
 - (A) the interest or rent of the service has the prior approval of the Board; and
 - (B) the amount payable is not more than an amount which commercially would be reasonably paid, provided that any such payment to a Director must comply with clause
- (e) The Company must not make any payment to a Director;

- (i) for services rendered by that Director to the Company unless the provision of those services has the prior consent of the Board, the amount payable is on reasonable commercial terms; and
 - (ii) the payment is approved by the Board.
- (f) This clause does not prohibit indemnification of or payment of premiums on contracts of insurance for any Director to the extent permitted by law and this Constitution.

7. GIFT FUND

7.1 Establishment and maintenance

If the Company is endorsed as a deductible gift recipient under subdivision 30BA of the *Income Tax Assessment Act 1997* (Cwlth), it must establish and maintain a gift fund called the Advanced Paediatric Life Support, Australia Gift Fund (Gift Fund) to support the principal purposes of the Company and which complies with that Act and any other applicable Commonwealth taxation legislation.

7.2 Accounting procedures

- (a) All gifts of money or property for the principal purposes of the Company will be made to the Gift Fund.
- (b) Money from interest on donations, income derived from donated property and money from the realisation of such property is to be credited to the Gift Fund.
- (c) The Gift Fund must not receive any other money or property.
- (d) The Gift Fund must be used only for the principal purposes of the Company.
- (e) Receipts must be issued in the name of the Gift Fund and proper accounting records and procedures must be kept and used for the Gift Fund.

7.3 Winding up of Gift Fund

If the gift fund maintained under article 7.1 is wound up or if the endorsement of the Company as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after satisfaction of the liabilities attributed to it must be transferred to a fund, authority or institution in Australia:

- (a) which has similar objects to those of the Company;
- (b) which prohibits the distribution of profit, income and assets to its members to at least the same extent as this Constitution; and
- (c) to which income tax deductible gifts may be made.

8. MEMBERSHIP

8.1 General

- (a) The following persons are Members:
 - (i) the persons who are members at the date of adoption of this Constitution; and
 - (ii) any other person the Board admits to membership in accordance with this Constitution.
- (b) Every applicant for membership of the Company must apply in the form and manner determined by the Board,
- (c) Subject to this Constitution, an individual is eligible to become a Member if:
 - (i) they are a legally qualified medical, nursing or other health care practitioner registered to practise in any one of the state or territories of Australia; and
 - (ii) they have successfully completed the APLS Provider and Instructor courses or an equivalent course as determined by the Board.
- (d) After receipt of an application for membership, the Board must consider the application and determine whether to admit or reject the admission of the applicant. The Board need not give any reason for rejecting an application.

8.2 Membership not transferable

Membership may not be transferred to another person.

8.3 Fees

- (a) The Board may prescribe:
 - (i) the costs payable by Members by way of membership fees and such other fees as the Board thinks fit; and
 - (ii) when and in what circumstances these fees are payable.
- (b) The Board must give Members not less than one month's notice of any change to the fees.
- (c) Payment of the prescribed fees (if any) renders a Member financial. If a Member fails to pay the fees prescribed by the Board pursuant to clause 8.3 within two months of such fees becoming due and payable and fails to rectify that default within one month of being given notice to do so, then upon the expiration of the period of notice, the Member will cease to be a Member.

8.4 Voting rights

- (a) Except as provided in clause 8.4(b), a Member is entitled to one vote at a General Meeting,
- (b) If the Board has prescribed fees for members, then a Member must be a financial Member in order to vote at a General Meeting.

9. CESSATION OF MEMBERSHIP

9.1 Death, resignation and other events

A person immediately ceases to be a Member if the person;

- (a) dies;
- (b) resigns as Member by giving written notice to the Company;
- (c) ceases to be a Member under clause 8.3(c);
- (d) is expelled under clause 9.2; or
- (e) becomes, if the Board determines in its absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with their registered address.

9.2 Expulsion

- (a) The Board, by a resolution passed by three-fourths of the Directors present and voting may expel a Member or implement appropriate disciplinary action if the Member:
 - (i) has committed a breach of any obligation or duty under this Constitution; or
 - (ii) has engaged in conduct detrimental to the interests of the Company.
- (b) At least 14 days before the meeting of the Board at which a resolution referred to in clause 9.2(a) is considered, the Member must be:
 - (i) served notice of the meeting including the particulars of the alleged act, omission or conduct complained of and the intended resolution; and
 - (ii) given the opportunity to present in writing or orally (**or both**) at the meeting and before the passage of the resolution any explanation the Member thinks fit

and the Board will take the explanation into consideration.
- (c) The Board will serve the Member with notice of any Board resolution made at the above meeting. If the Board resolves to expel the Member, that Member will cease to be a Member on the service of such notice.

9.3 Removal from the Register

- (a) Where a person ceases to be a Member, their name must be removed from the Register.
- (b) Upon the removal of a person's name from the Register:
 - (i) the person will forfeit all rights and privileges attaching to membership and all rights which the person may have against the Company arising out of the membership; and
 - (ii) the Company will have no liability to such person in respect of the removal from the Register.

9.4 Surviving liability

Any person who ceases to be a Member remains liable for:

- (a) any moneys which may be owing to the Company; and
- (b) in the case of the Company being wound up within one year of the date of cessation of membership, the relevant contribution under clause 5.

10. REGISTER

10.1 Register of Members

The Company must keep and maintain the Register in accordance with the Act and otherwise as the Board determines.

10.2 Disputes

Any dispute that arises in relation to the Register must be referred to the Board, whose decision will be final and binding on all Members.

11. GENERAL MEETINGS

11.1 Annual General Meeting

The Company must hold an Annual General Meeting in every calendar year within five months of the end of its financial year at the time and place determined by the Board.

11.2 Extraordinary Meeting

The Board may convene an Extraordinary Meeting at such time and place as the Board thinks fit, but must be convened in accordance with the Act. Members may also convene an Extraordinary Meeting, but only in accordance with the Act.

12. NOTICE OF GENERAL MEETINGS

12.1 General

The Board must give not less than 21 days' written notice of a General Meeting to the Members, the Directors and the Auditor.

12.2 Contents of notice

The notice referred to in clause 12.1 must specify the following information:

- (a) the place, the day and the hour of meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) the general nature of the business of the meeting;
- (c) the details of any special resolutions to be proposed at the meeting; and
- (d) that Members are entitled to appoint a proxy who must be a Member.

12.3 Alteration of procedure

With the consent of all the Members entitled to vote at some particular meeting, that meeting may be convened by such shorter notice and in such manner as those Members may think fit provided that such action complies with the Act.

12.4 Failure to receive notice

- (a) The accidental omission to give notice of a meeting to any Member or the non- receipt of such notice by any Member does not invalidate any resolution passed at, or proceeding of, that meeting.
- (b) A person's attendance at a General Meeting waives any objection that the person may have to:
 - (i) a failure to give notice, to the giving of a defective notice, of a General Meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

13. PROCEEDINGS AT GENERAL MEETINGS

13.1 Business

The ordinary business of an Annual General Meeting may include:

- (a) the consideration of the annual financial report, the Directors' report and the Auditor's report;
- (b) the election and appointment of Directors; and
- (c) the appointment of the Auditor and the fixing of the Auditor's remuneration.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary Meeting is deemed special business.

13.2 Meetings conducted by electronic means

- (a) All provisions of this Constitution relating to General Meetings apply, as far as they can and with any necessary changes, to General Meetings by telephone or other electronic means.
- (b) A Member who participates in a General Meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (c) A General Meeting by telephone or other electronic means is taken as held at the place determined by the chairperson of the meeting, as long as at least one of the Members involved was at the place for the duration of the meeting.

13.3 Quorum

No business may be transacted at any General Meeting except the adjournment of the meeting unless a quorum is present. The quorum for a General Meeting is the lesser of 10 Members and 20 per cent of the membership, present in person or by proxy or attorney.

13.4 No quorum

If a quorum is not present within 30 minutes from the time appointed for a General Meeting:

- (a) if convened on the requisition of Members, the meeting will be dissolved; and
- (b) in any other case, the meeting will be adjourned to the same day in the next week at the same time and place or at such other place as the chairperson appoints. If at that adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present will be a quorum.

13.5 Chairperson of General Meeting

- (a) The President or in his or her absence the Vice-President will preside as chairperson at every General Meeting.
- (b) If at any General Meeting neither is present within 15 minutes after the time appointed for holding the meeting or if neither is willing to preside, the Members present will choose a Director to preside. If no Director is present or if all Directors present decline to preside, then those persons present will choose a Member who is present to preside as chairperson.

13.6 Adjournment

- (a) The chairperson of a General Meeting may, with the consent of the Members entitled to vote at any meeting at which a quorum is present, and must, if so directed by the meeting adjourn the meeting to another time or place (or both).
- (b) Only unfinished business may be transacted at any meeting resumed after an adjournment of a General Meeting.

- (c) Where a General Meeting is adjourned for one month or more, new notice of the adjourned meeting must be given.

13.7 Show of hands

Every item of business submitted to a General Meeting will be determined in the first instance by a show of hands of the Members personally present and entitled to vote. The chairperson will not have a casting vote.

13.8 Evidence of resolution

A declaration by the chairperson that a resolution has been passed or lost (having regard to the majority required) and an entry to that effect in the books of the Company, signed by the chairperson of that or the next succeeding meeting, will be conclusive evidence that the resolution has been passed or lost without proof of the number or proportion of the votes recorded in favour of or against the resolution.

13.9 Poll

- (a) The chairperson or any Member present personally or by proxy or attorney may demand a poll before or on the declaration of the result of a show of hands.
- (b) The poll will be taken in the manner and at the time and place as the chairperson of the meeting directs, and either at once or after an interval or adjournment or otherwise. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- (c) The demand for a poll may be withdrawn.
- (d) If there is a dispute as to the admission or rejection of a vote, the chairperson will finally determine that dispute.
- (e) At a poll, the chairperson will not have a casting vote.

13.10 Demand for poll

The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment will be taken at the meeting and without adjournment.

13.11 Auditor

The Auditor is entitled:

- (a) to attend any General Meeting;
- (b) to receive all notices of and other communications relating to any General Meeting which a Member is entitled to receive; and
- (c) to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity and is entitled to be heard, despite the fact that the Auditor

retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.

14. APPOINTMENT OF PROXY

14.1 General

- (a) Any Member may appoint a natural person as a proxy to vote on the Member's behalf and may direct the proxy to vote either for or against each or any resolution.
- (b) A proxy must be a Member or a Director.

14.2 Instrument appointing proxy

- (a) The Company must receive the instrument appointing a proxy (and an original or certified copy of the power of attorney, if any, under which it is signed) at;
 - (i) the Registered Office;
 - (ii) a fax number at the Registered Office;
 - (iii) a place, fax number or electronic address specified for such purpose in the notice of meeting not less than 48 hours before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument is to vote.
- (b) Unless the contrary is stated on it, an instrument appointing a proxy is valid for any adjournment of the meeting to which it relates.

15. FORM OF PROXY

15.1 Required information

An instrument appointing a proxy must contain the following information:

- (a) the Member's name and address;
- (b) the Company name;
- (c) the type of membership held by the Member;
- (d) the proxy's name or the name of the office held by the proxy; and
- (e) the meetings at which the appointment may be used and be signed by the appointor or their attorney.

15.2 Voting instructions

An instrument appointing a proxy may specify the way in which the proxy is to vote for a particular resolution and if so, the proxy is not entitled to vote on the resolution except as specified in the instrument.

15.3 Authority

An instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll and will (except to the extent to which the proxy is specifically directed to vote for or against any proposal) include power to act generally at the meeting for the person giving the proxy.

16. ATTORNEYS

16.1 Appointment by Member

Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all or certain specified meetings of the Company. That power of attorney must be produced for inspection at the Registered Office or any other place the Board determines, together with evidence of the due execution of it the Board requires, before the attorney will be entitled to appoint a proxy for the Member granting the power of attorney.

16.2 Appointment by Directors

The Directors may, by power of attorney, appoint any person whether nominated directly or indirectly by the Directors to be an attorney or attorneys of the Company. Such appointment may be for any purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for periods and subject to any conditions as the Directors think fit. Any power of attorney may contain provisions for 'the protection and convenience of persons dealing with any attorney as the Directors think fit and may also authorise any attorney to sub-delegate all or any of the powers, authorities and discretions vested in them.

17. VOTING OF ATTORNEY OR PROXY

17.1 Validity

A vote given in accordance with the terms of an instrument of proxy or power of attorney will be valid despite the previous death of the principal or revocation of the proxy or power of attorney, provided no notice in writing of the death or revocation has been received at the Registered Office before the meeting.

17.2 Attendance of principal at meetings

The principal attending and taking part in the meeting will not revoke a proxy, unless that principal votes on the resolution to which the proxy applies.

18. DIRECTORS

18.1 Composition of the Board

The number of Directors comprising the Board will be 9, consisting of the following natural persons:

- (a) 6 elected Directors nominated under clause 18.4(a) (Member Nominated Directors); and

- (b) 3 elected Directors nominated under clause 18.4(b) (Board Nominated Directors).

18.2 General eligibility

- (a) An individual must be eligible under the Act to be a Director.
- (b) An employee of the Company is not eligible to be a Director,

18.3 Term of appointment

Except for individuals appointed under clause 18.6 to fill a casual vacancy:

- (a) All Directors will hold office for a term of approximately two years commencing at the end of the Annual General Meeting at which they were elected and expiring at the end of the second Annual General Meeting after their election, at which time they will retire.
- (b) A retiring Director is eligible for re-nomination as a candidate for election, provided that they
 - (i) meet the general criteria under clause 18.2; and
 - (ii) do not serve more than three consecutive terms.
- (c) The Board will develop and implement a rotation policy to try to ensure that at each annual general meeting;
 - (i) one half of the Member Nominated Directors; and
 - (ii) one third of the Board Nominated Directors
 - retire from office.

18.4 Nomination and election of Directors

The nomination and election of Directors will take place in the following manner:

- (a) Any 2 financial Members may nominate any financial Member who meets the general criteria under clause 18.2 to serve as a Member Nominated Director. The nomination must be in writing and proposed and seconded. The nomination must be lodged with the secretary at least 30 days before the Annual General Meeting at which the election is to take place.
- (b) No later than 30 days prior to the Annual General Meeting at which the election is to take place, the Board will by resolution nominate individuals:
 - (i) who meet the general criteria under clause 18.2; and
 - (ii) who have skills and experience relevant to the Company including in any or all of the areas of business, governance, law, accounting, marketing and fundraising,

to serve as a Board Nominated Directors. The Board may not nominate more candidates under this clause 18.4(b) than there are vacancies for Board Nominated Director positions. The chairperson of the Annual General Meeting will declare those candidates elected as Board Nominated Directors.

- (c) If there are more candidates nominated than there are vacancies for Member Nominated Director positions, balloting lists will be prepared containing the names of the candidates in an order determined by lot. The Board may determine the method of the ballot. Each Member is entitled to vote for any number of candidates not exceeding the number of vacancies.
- (d) If there are no more candidates nominated for Member Nominated Director positions than there are vacancies, then the chairperson of the Annual General Meeting will declare those candidates elected as Member Nominated Directors.
- (e) If there is not a sufficient number of candidates nominated to meet the required minimum number of Directors, the Board must appoint a Member as Director, subject to their consent, so that the Board consists of at least the minimum number of Directors.

18.5 Officers on the Board

At the first meeting of the Board after the Annual General Meeting, the Directors will elect from among their number a President and a Vice-President, each of whom will hold office until the end of the next Annual General Meeting.

18.6 Transitional Arrangements

- (a) Notwithstanding clause 18.3, any person who is serving as a Director at the date of the adoption of this amended Constitution shall be entitled to remain in office for the balance of their current term.
- (b) Anyone who is appointed or re-appointed as a Director at the Annual General Meeting at which this amended Constitution is adopted will be subject to the Constitution as amended.

19. CASUAL VACANCIES

- (a) Despite clause 18, the Board may appoint a replacement Director to any casual vacancy arising in the office of a Director.
- (b) Any Director so appointed will hold office until the end of the next Annual General Meeting.

20. DISQUALIFICATION OF DIRECTORS

The office of a Director will be vacated if:

- (a) the Director becomes bankrupt or makes any arrangement or composition with his or her creditors or if being a director of a company which is a Member, a winding up order is made in respect of such company;

- (b) the Director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (c) without leave of the Board the Director is absent from meetings of the Board for three consecutive Board Meetings, unless the Board makes a resolution to the contrary;
- (d) by notice in writing to the Company the Director resigns from office; or
- (e) the Director ceases to hold office by reason of any order made under the Act.

21. POWERS OF THE BOARD

- (a) The control and direction of the Company and the management of its property and affairs is vested in the Board.
- (b) The Board may exercise all powers of the Company that are not required to be exercised or done by the Company in General Meeting.

22. BORROWING

The Board may raise money in any manner it thinks fit including the borrowing of money on the security of the Company's assets and the issuing of a security for any other purpose.

23. INVESTMENT

The Board may invest funds of the Company in any manner and for any period as it thinks fit.

24. NEGOTIABLE INSTRUMENTS

The Board may determine how cheques, promissory notes, drafts, bills of exchange and other negotiable instruments must be signed, drawn, accepted, endorsed and otherwise executed (as applicable) by and on behalf of the Company.

25. PROCEEDINGS OF THE BOARD

25.1 General

- (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of Directors to constitute a quorum constitutes a meeting of the Board. All the provisions in this Constitution relating to meetings of the Board apply, so far as they can and with any necessary changes, to a meeting of the Board by telephone or other electronic means.
- (c) A Director who takes part in a meeting by telephone or other electronic means is taken to be present at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place determined by the chairperson of the meeting, as long as at least one of the Directors involved was at that place for the duration of the meeting.

25.2 Convening and notice of Board meetings

- (a) The Board must meet at least four times a year.
- (b) The chairperson may convene a meeting of the Board whenever he or she thinks fit.
- (c) The Secretary must, on the request of any two Directors, convene a meeting of the Board.
- (d) Notice of a Board meeting must be given to each person who is a Director, except a Director on leave of absence approved by the Board.
- (e) Notice of a Board meeting:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting; and
 - (iii) may be given in person or by post, telephone, fax or other electronic means.
- (f) The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by, a Director will not invalidate proceedings at a Board meeting.
- (g) A Director's attendance at a Board meeting waives any objection that Director may have to a failure to give notice of the meeting.

25.3 Quorum

- (a) No business may be transacted at a Board meeting unless a quorum is present at the time the business is considered.
- (b) Unless otherwise determined by the Board, a quorum for meetings of the Board is half plus one of the Directors, or if the number of Directors is not a multiple of two, then the odd number nearest to and greater than half of the Directors.
- (c) If the number of Directors in office at any time is less than the minimum number fixed under this Constitution, then the remaining Directors:
 - (i) must act as soon as possible to procure the appointment of additional Directors to satisfy the minimum number required under this Constitution; and
 - (ii) until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

25.4 President and decisions

- (a) The President will be the chairperson of the Board. If the President is not present within 15 minutes after the time appointed for holding that meeting (or being present is unwilling to act), the Vice-President will

preside at the meeting. If the Vice-President is not present (or being present is unwilling to act) then the Directors present will choose one of their number to be the chairperson of the meeting.

- (b) Except as provided by the Act and by clause 9.2(a), questions arising at any meeting will be decided by a majority of votes and each Director present will be entitled to one vote.
- (c) The chairperson will not have a casting vote.

25.5 Written resolutions of the Board

- (a) if all the Directors (other than a Director on leave of absence approved by the Directors) have approved a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which the resolution was approved and at that time at which the document was last approved by a Director or, if the Directors approved the document on different days, on the day on which, and at the time at which the document was last approved by a Director.
- (b) Any such resolution in writing may consist of several documents in identical terms, each approved by one or more Directors and must be entered in the relevant book of minutes of the Company.
- (c) in this clause 25.5, a Director gives approval by:
 - (i) signing a document containing the resolution;
 - (ii) affixing an electronic signature to a document containing the resolution; or
 - (iii) using such other written means approved by the Directors.
- (d) A reference in clause 25.5(a) to all Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

25.6 Delegation by the Board

- (a) The Board may delegate any of its powers to individual Directors, Members or employees or to committees as the Board thinks fit. Any individual or committee so formed must conform to any direction given to it by the Board in the execution of the delegated powers.
- (b) The meetings and proceedings of any committee will be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as applicable and so far as those provisions are not superseded by any other direction given by the Board.

25.7 Defects in appointment

An act done in good faith by any meeting of the Board, of any committee formed by the Board or by any person acting as a Director will not be invalidated by reason of:

- (a) any defect in the election, appointment or tenure of a Director or person acting on any such committee; or
- (b) the disqualification of any of them.

26. MINUTES

26.1 Minutes to be kept

The Board must cause:

- (a) proper minutes to be made of the proceedings and resolutions of all meetings of the Company, the Board and committees formed by the Board;
- (b) the minutes to be entered in books kept for that purpose; and
- (c) the minutes to be signed within a reasonable time by the chairperson of the meeting or by the chairperson of the next meeting.

26.2 Evidence of proceedings and resolutions

A minute that is recorded and signed in accordance with clause 26.1 is evidence of the proceeding or resolution to which it relates, unless the contrary is proved.

27. CHIEF EXECUTIVE OFFICER

- (a) The Board may appoint a person to be chief executive officer of the Company either for a fixed term or without limitation as to period of appointment but not for life and remove that person and appoint another in their place.
- (b) The person appointed as chief executive officer may not occupy the office of Director.
- (c) The Board may determine the remuneration of the chief executive officer.
- (d) The Board may confer upon the chief executive officer such of the powers exercisable by the Directors, on such terms and conditions and with such restrictions as they think fit. Any such powers may be conferred concurrently with, but not to the exclusion of the powers of the Directors and may be revoked or varied by the Board.

28. SECRETARY

- (a) The Directors will appoint at least one Secretary and may at any time suspend or remove a person from that office.
- (b) The Secretary holds office on such terms and conditions and with the powers, duties and authorities as determined by the Directors.
- (c) Unless the Board determines otherwise, the Secretary will be the chief executive officer of the Company.

29. ACCOUNTS

29.1 Books of account to be kept

The Directors will cause to be kept proper books of account in which will be kept true and complete accounts of the affairs and transactions of the Company. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Company's affairs and explain its transactions.

29.2 Location of books of account

The books of account will be kept at the Registered Office or place or places as the Directors think fit and will be open to the inspection of the Directors during usual business hours.

30. AUDITOR

The Company will observe the provisions of the Act in relation to the appointment, removal and resignation of an Auditor.

31. INDEMNITY

31.1 Definition of Liability and Officer

in this clause 31:

- (a) “**Liability**” means costs, losses, liabilities and expenses.
- (b) “**Officer**” means a Director, secretary or other officer of the Company and includes a former Officer, but does not include an Auditor or agent of the Company.
- (c) A reference to Officer includes a reference to a former Officer.

31.2 Indemnity of Officers

Every Officer must be indemnified out of the assets of the Company against any Liability incurred by that Officer in the person's capacity as an Officer by reason of any act or thing done or omitted to be done by that person in that capacity or in any way in the discharge of that person's duties or by reason of or relating to the person's status as an Officer, but excluding any Liability from or against which the Company is not permitted by the Act to exempt or indemnify the Officer.

31.3 Indemnity for proceedings

Without limiting clause 31.2, every Officer must be indemnified out of the assets of the Company against any Liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Officer in that person's capacity as such Officer but excluding any Liability from or against which the Company is not permitted by the Act to exempt or indemnify the Officer.

31.4 Insurance

The Company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any Officer against any Liability incurred by the person as an Officer where the Board considers it appropriate to do so.

32. NOTICES

- (a) The Company may serve notice on any Member either personally, or by sending it through the ordinary prepaid post to the Member's Registered Address, or by leaving at the Registered Address in an envelope addressed to the Member or by sending it to the fax number or electronic address (if any) nominated by the Member.
- (b) A notice sent by fax is taken to be served if the correct fax number appears on the fax transmission report or log report generated by the sender's fax machine confirming transmission was completed.
- (c) A notice sent by other electronic means is taken to be served:
 - (i) in the case of an electronic messaging system that contains a delivery verification function, on the generation by the electronic messaging system of a delivery verification notice or log entry or other confirmation; or
 - (ii) in the case of email or other electronic messaging system (other than those referred to in clause 32(c)(i)), at the time the email containing the notice has left the sender's email system, unless the sender receives notification that the email containing the notice was not received by the recipient.
- (d) Any notice placed in a correctly addressed prepaid envelope and placed in the post is taken to be served:
 - (i) in the case of a notice of a General Meeting, on the day after the date of its posting; and
 - (ii) in any other case, at the time it would be delivered in the ordinary course of post.
- (e) If service under this clause 32 is on a day that is not a Business Day or is after 5.00 pm (addressee's time), the notice is regarded as having been received at 9.00 am the next Business Day,

33. DISTRIBUTION OF PROPERTY ON WINDING-UP

- (a) On the winding-up or dissolution of the Company any surplus assets remaining after the satisfaction of all the Company's debts and liabilities must not be paid to or distributed among the Members but must be transferred to some other institution or institutions:
 - (i) which has objects similar to the objects of the Company;
 - (ii) which prohibits the distribution of its income and property among its members and directors to an extent at least as great as is imposed on the Company under clause 6 of this Constitution; and

- (iii) to which income tax deductible gifts may be made.
- (b) This Institution or institutions must be determined by:
 - (i) a special resolution of the Members at or before the time of dissolution; or
 - (ii) if no such special resolution is passed, by a Judge of the Supreme Court of Victoria or other court of competent jurisdiction.