

Constitution of Western Community Legal Centre Limited

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1 Name of Corporation

The name of the Company is Western Community Legal Centre Limited. The Company is a not-for-profit company limited by guarantee which was established as, and continues to be, a charity.

2 Status of the Constitution

2.1 Constitution of the Company

This is the Constitution of the Company.

2.2 Replaceable Rules

This Constitution displaces the Replaceable Rules, accordingly, none of the Replaceable Rules apply.

2.3 Inconsistency with the ACNC Act

While the Company is a registered charity, the ACNC Act override any rules which are inconsistent with the ACNC Act.

3 Interpretation

3.1 Definitions

In this Constitution these terms have the following meanings:

ACNC Act	The <i>Australian Charities and Not-for-Profits Commission Act 2012</i> (Cth).
Alternate Director	A person appointed as an alternate director under rule 20.12 .
Auditor	The person appointed for the time being as the auditor of the Company.
Board	The Directors present at a meeting, duly convened as a meeting of Directors, at which a quorum is present.
Business Day	A day which is not a Saturday, Sunday or bank or public holiday in Melbourne, Victoria.
Chair	A person appointed as a chair of a general meeting under rule 13.3 .
Chief Executive Officer or CEO	A person appointed as a chief executive officer under rule 22.2(a) .
Company	Western Community Legal Centre Limited.
Constitution	The constitution for the time being of the Company as constituted by this document and any resolutions of the Company modifying this document.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).

Direct Vote	includes a vote delivered to the Company by post, fax or other electronic means as approved by the Board under rule 12.9 , and Direct Voting has the corresponding meaning.
Director	A person who is a director for the time being of the Company and Directors means more than one Director and where appropriate includes an Alternate Director.
Law	The Corporations Act and the ACNC Act (as applicable).
Member	A person who is, or who is registered as, a member of the Company and is entitled to vote in accordance with rule 15.1 and Members means more than one Member.
Member's Guarantee Amount	An amount equal to \$10.
Membership	Being a Member of the Company.
Poll	A voting procedure: <ul style="list-style-type: none"> (a) where the number of votes for each Member, whether voting personally or by proxy, counts towards the resolution; and (b) conducted by way of poll papers (for individual Members present and for proxies).
Register of Members	The register of Members maintained pursuant to the Corporations Act.
Replaceable Rules	The replaceable rules applicable to a public company limited by guarantee set out in the Corporations Act.
Secretary	Any person appointed for the time being as, or to perform the functions of, secretary of the Company.
Tax Act	The <i>Income Tax Assessment Act 1997</i> (Cth).

3.2 Interpretation

In this Constitution:

- (a) the words 'including', 'include' and 'includes' are to be construed without limitation;
- (b) a reference to legislation is to be construed as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (c) headings are used for convenience only and are not intended to affect the interpretation of this Constitution; and
- (d) a word or expression defined in the Corporations Act and used, but not defined, in this Constitution has the same meaning given to it in the Corporations Act.

4 Objects and purpose

4.1 Objects and purpose

- (a) The main purpose of the Company is to service the legal needs of people who live, work or study in the West of Melbourne in a way that addresses the systemic nature of disadvantage of those persons and to provide access to legal services for those who would not otherwise have access to legal assistance.
- (b) Without limiting the generality of the purpose in **rule 4.1(a)** the objects of the Company are to provide free and accessible services to vulnerable and disadvantaged people, including by:
 - (i) providing legal and other services that respect the right of disadvantaged or vulnerable community members to informed decision making and to be treated with respect, dignity and consideration;
 - (ii) affecting more than an individual solution to problems;
 - (iii) providing legal education to encourage disadvantaged or vulnerable communities and individuals to develop an understanding of laws and the legal system;
 - (iv) practicing preventative law;
 - (v) initiating and encouraging the reform of unjust or inequitable legal structure and processes;
 - (vi) working collaboratively with social welfare and community organisations;
 - (vii) collecting data and conducting research in relation to the attainment of these purposes; and
 - (viii) encouraging community participation in the operation of the service;
 - (ix) carrying out any fundraising activities in support of the items listed in this **rule 4.1(b)**; and
 - (x) carrying out any ancillary services or incidental acts consistent with the items listed in this **rule 4.1(b)**.

4.2 Not-for-profit

- (a) The Company will operate as a not-for-profit entity and will only apply the income and property of the Company, however derived, towards the promotion of the purposes and objects of the Company set out in **rule 4.1**.
- (b) The Company is prohibited from making distributions or transferring directly or indirectly any income or property of the Company to Members.

4.3 Remuneration and reimbursement

Subject to **rule 19.1**, nothing in this Constitution prevents:

- (a) the repayment to any Member of money lent to the Company by that Member, or the payment in good faith of interest at reasonable rates on moneys lent to the Company by a Member;

- (b) the payment of reasonable remuneration to any officers, agents, employees (including the CEO) or other servants of the Company, in return for services rendered to the Company by that person;
- (c) the payment of reasonable remuneration to any person in return for services rendered to the Company by that person;
- (d) the reimbursement or repayment to any Member of reasonable out-of-pocket expenses, reasonable and proper charges for plant, equipment or other goods hired by the Company from a Member, payment for goods supplied by a Member in the ordinary and usual course of business, or reasonable and proper rent for premises leased to the Company by a Member.

5 Powers of the Company

- (a) The Company has the legal capacity and powers to do anything that it is authorised to do by law.
- (b) The powers of the Company will be directed solely for the purpose of carrying out the Company's objects.

6 Modification or repeal of this Constitution

6.1 Modifying or repealing Constitution

- (a) This Constitution may be modified or repealed only by a special resolution of Members in a general meeting.
- (b) The Members must not pass a special resolution that amends this constitution if passing it causes the Company to no longer be a charity.

6.2 Date of effect of modification or repeal

Any modification or repeal of this Constitution takes effect on the date the special resolution is passed or any later date specified, or provided for, in the resolution.

7 Member's liability

7.1 Liability to contribute

Each person who is a Member, and each person who was a Member during the year ending on the day of the commencement of the winding up of the Company, must contribute an amount not more than the Member's Guarantee Amount to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member.

7.2 Limited liability

The amount that each Member or past Member is liable to contribute is limited to the amount of the Member's Guarantee Amount.

8 Members

8.1 Number of Members

The Company must have at least one Member.

8.2 Pre-condition to Membership

A person is entitled to become a Member if that person:

- (a) is eligible in accordance with **rule 8.4**;
- (b) applies or is invited and is approved for Membership as provided in **rules 8.5 and 8.6**; and
- (c) in the application, agrees to assume the liability to pay the Member's Guarantee Amount.

8.3 Becoming a Member

Subject to the Law, a person becomes a Member on the registration of that person's name in the Register of Members.

8.4 Eligibility for Membership

- (a) Only a natural person may be a Member.
- (b) A person must be a current Director of the Company to be eligible to be a Member.
- (c) The Board may prescribe additional eligibility requirements for Membership from time to time by a special resolution at a Board meeting.

8.5 Application for Membership

- (a) Only a person satisfying the eligibility requirements for Membership may apply for Membership.
- (b) The Board may prescribe the form of the application for Membership.
- (c) The Board may invite a person to apply for Membership, in which case the person must still submit an application for Membership in accordance with **rule 8.5(d)**.
- (d) An application for Membership must be:
 - (i) in writing signed by the applicant; and
 - (ii) lodged with the Company.

8.6 Consideration for application for Membership

At the first meeting of the Board after an application for Membership has been received by the Board, the Board must consider the application and either accept or reject the application. The Board must accept an application for Membership from a current Director.

8.7 Registration as Member

If the Board accepts an application for Membership, as soon as practicable after such acceptance, the Board must register the name of the person in the Register of Members.

9 Rights of Members are non-transferable

The rights and obligations of a Member are personal and are not transferable.

10 Cessation of Membership

10.1 Cessation of Membership

A person ceases to be a Member with immediate effect:

- (a) if the person ceases to be a Director;
- (b) if the person resigns or is taken to have resigned as a Member in accordance with **rule 10.2** of this Constitution;
- (c) if the person ceases to satisfy the eligibility requirements for Membership under this Constitution;
- (d) if the person is expelled as a Member in accordance with this Constitution;
- (e) if the person dies;
- (f) if the person is subject to assessment or treatment under any mental health law and the Board resolves that the person should cease to be a Member;
- (g) if the person has not responded within three months to a written request from the Secretary that they confirm in writing that they want to remain a Member; or
- (h) if the person becomes bankrupt,

and the Board must update the Register of Members accordingly.

10.2 Resignation of Member

A Member may resign from the Company by giving the Board at least 30 days' notice or such shorter time as the Board agrees.

10.3 Disciplining Members

If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, by-laws, policies or other standards prescribed by the Board, or acts in a manner which in the opinion of the Board is prejudicial to the interests of the Company, the Directors may by resolution warn, suspend or expel the Member from the Company, provided that the following procedure is observed:

- (a) the Directors or Secretary must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter;
- (b) at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
 - (i) what is alleged against the Member; and
 - (ii) the intended resolution;
- (c) at the Directors' meeting, and before voting on the resolution, the Member must be given an opportunity to give a written or verbal explanation as the Member thinks fit;
- (d) after considering any explanation provided by the Member under paragraph (c), the Directors may:
 - (i) take no further action;
 - (ii) warn the Member;

- (iii) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (iv) expel the Member; or
 - (v) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this rule);
- (e) the Directors cannot fine a Member;
 - (f) the Secretary must give written notice to the Member of the decision under paragraph (d) as soon as possible;
 - (g) disciplinary procedures must be completed as soon as reasonably practical; and
 - (h) there will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this rule.
 - (i) if a resolution for the Member's expulsion is passed in accordance with this rule:
 - (i) the Member's membership automatically terminates and the Member ceases to be a Member; and
 - (ii) the Member ceases to be a Director.

11 Maintenance of Register of Members

11.1 Register of Members

The Secretary must maintain a Register of Members setting out:

- (a) the name and address of each Member;
- (b) the date on which each person became a Member; and
- (c) in respect of each person who has ceased to be a Member, the date on which that person ceased to be a Member.

11.2 Inspection of Register of Members

The Register of Members must be kept at the Company's registered office or the principal place of business. A Member may inspect the Register of Members at between the hours of 9.00 am and 5.00 pm on any Business Day. No amount may be charged for inspection.

12 General meetings

12.1 Annual general meetings

- (a) The Company must hold its first annual general meeting within 18 months after its incorporation.
- (b) Following its first annual general meeting, the Company must in each calendar year convene an annual general meeting of its Members. The annual general meeting must be held by no later than 30 November of each year (being the time that is five months after the end of the Company's financial year) and otherwise shall be held on such day as the Board determines.

- (c) The annual general meeting shall be specified as such in the notice convening it.
- (d) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

12.2 Business at annual general meeting

- (a) The ordinary business of the annual general meeting shall be to:
 - (i) confirm the minutes of the last preceding annual general meeting and of any general meeting held since that annual general meeting;
 - (ii) the consideration of the annual financial report, directors' report and Auditor's report;
 - (iii) the consideration of any other reports the Company is required to produce;
 - (iv) the election of the Directors; and
 - (v) the appointment of the Auditor.
- (b) Subject to the Constitution, the annual general meeting may transact other business of which notice is given in accordance with the Constitution.

12.3 Director convening a general meeting

The Board may, whenever it thinks fit, convene a general meeting of the Company.

12.4 Meetings requested by Members

- (a) If the Board receives a request from Members with at least 5% of the votes that may be cast at the general meeting, the Board must convene a general meeting within 21 days after the date of receipt of that request by the Company.
- (b) The request must:
 - (i) be given to the Company;
 - (ii) be in writing;
 - (iii) detail any proposed resolution, the names of the Members requesting the meeting; and
 - (iv) be signed by all of the Members making the request.

For this purpose, signatures of the Members may be contained in more than one document.

- (c) The percentage of votes that Members have is to be worked out as at the midnight before the request is given to the Company.
- (d) A general meeting requested by the Members must be held no later than two calendar months after the request is received by the Company. If the Board does not cause a general meeting to be held within two months of receipt of the request by the Company for a general meeting, the Members making the requisition, or any of them, may convene a general meeting to be held not later than three months after that date.

- (e) A general meeting convened by the Members under this **rule 12.4** shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and, all reasonable expenses incurred in convening the general meeting shall be refunded by the Company to the persons incurring the expenses.

12.5 Notice of general meeting

At least 21 days' notice of a general meeting must be given to the Members, Directors and Auditor. The notice must:

- (a) state the date, time and place (or places) of the meeting;
- (b) state the general nature of the business to be conducted at the meeting;
- (c) state any proposed resolutions;
- (d) state the names of proxies that have been appointed (if any); and
- (e) contain a statement informing the Members of the right to appoint a proxy.

12.6 Shorter notice of general meeting

Subject to the Law, shorter notice of a general meeting may be given if the calling of the notice of the general meeting on shorter notice is agreed to:

- (a) in the case of an annual general meeting, by all Members; and
- (b) in the case of any other general meeting, by 95% of the Members agree before the meeting,

and accordingly, any such general meeting will be treated as having been duly convened.

12.7 Notice of resumption of an adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 30 days' notice must be given to the Members, Directors and Auditor of the day, time and place (or places) for the resumption of the adjourned general meeting.

12.8 Use of technology at general meeting

Subject to applicable law:

- (a) a general meeting may be held by means of such telephone, electronic or other communications facilities as approved by the Board that permits all persons in the meeting to communicate with each other simultaneously and instantaneously;
- (b) participation in such a general meeting shall constitute presence in person or 'personally' at such general meeting (including for the purpose of any quorum requirements in this Constitution); and
- (c) a reference to a "place" or "places" when used in the context of a general meeting may be, but need not be, a physical place.

12.9 Direct Voting

- (a) The Board may determine that at any general meeting, Members entitled to attend and vote on a resolution at that meeting are entitled to a Direct Vote in respect of that resolution.

- (b) The Board may prescribe (and vary, revoke, replace or amend) rules to govern Direct Voting, including:
 - (i) that Members entitled to attend and vote at a general meeting may cast a Direct Vote;
 - (ii) specifications as to the form, method and timing of giving a Direct Vote in order for the vote to be valid;
 - (iii) the treatment of Direct Votes; and
 - (iv) whether and how Direct Votes are counted.
- (c) A valid Direct Vote cast by a Member has the same effect as if the Member had cast the vote in person at the meeting.

12.10 Postponement or cancellation of general meeting

- (a) Subject to this Constitution and the Corporations Act, the Board may change the place (or places) of, postpone or cancel a general meeting.
- (b) If a general meeting is convened pursuant to a request by Members, the Board may not postpone or cancel the general meeting without the consent of the requesting Members.

12.11 Notice of change, postponement or cancellation of meeting

- (a) If the Directors have convened a general meeting, the Board may change the place (or places) of the general meeting, postpone or cancel the general meeting. If a Director has convened a general meeting, only the Director who convened the general meeting may change the place (or places) of the general meeting, or postpone or cancel the general meeting.
- (b) If the Board changes the place (or places) of a general meeting, notice must be given to each Member and each person entitled to receive notice of the meeting of the new place (or places) of the meeting.
- (c) If the Board postpones a general meeting, notice must be given to each Member and each other person entitled to receive notice of the new date, time and place (or places) of the meeting.
- (d) If the Board cancels a general meeting, notice must be given to each Member and each other person entitled to receive notice of general meetings.

12.12 Omission to give notice relating to general meeting

No resolution passed at or proceedings at any general meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that general meeting;
- (b) any change of place (or places) of that general meeting;
- (c) postponement of that general meeting including the date, time and place (or places) for the resumption of the adjourned meeting; or
- (d) resumption of that adjourned general meeting.

13 Proceedings at general meetings

13.1 Quorum

- (a) Subject to the Corporations Act, the lesser of:
- (i) the number of Members which is more than half of the current Members; and
 - (ii) five Members,
- constitutes a quorum at a general meeting, in each case, present in person or by proxy. The quorum must be present at all times during the general meeting.
- (b) If a Member has appointed more than one proxy and two or more proxies attend a general meeting, only one proxy will be counted for the purposes of determining whether there is a quorum.
- (c) No business may be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider the business, unless the present Members determine that sufficient Members are present to be able to conduct the business of the meeting.

13.2 Lack of quorum

- (a) If a quorum is not present within 30 minutes after the time appointed for a general meeting (or any longer period of time as the Chair may allow) or ceases to be present at any time during the general meeting:
- (i) if convened on the request of Members, is dissolved; or
 - (ii) in any other case:
 - (A) is adjourned to be resumed on a day, time and place (or places) as the Chair determines or if the Chair is not present as the Directors at the meeting may determine; or
 - (B) if the Directors do not so determine, no Director is present or no Director present determines:
 - (1) the date for the resumption of the adjourned general meeting will be on the same day in the next week;
 - (2) the time for the resumption of the adjourned general meeting will be at the same time as the adjourned meeting; and
 - (3) the place (or places) for the resumption of the adjourned general meeting, will be at the same place (or places) as the adjourned meeting.
- (b) If a quorum is not present within 30 minutes after the time appointed for the resumption of the adjourned general meeting or ceases to be present during the meeting, the general meeting is dissolved.

13.3 Chairing general meetings

- (a) At the first general meeting of the Company, a Director will be elected as Chair. The person elected as Chair may chair each subsequent general meeting. At any subsequent general meeting a new Chair may be elected. On the election of a new Chair, the new Chair will chair each subsequent general meeting.

- (b) If the Chair is not present within 15 minutes after the time appointed for any general meeting or if the Chair is unwilling or unable to act as Chair for the whole or any part of that general meeting, the Directors present may elect a Director present to chair that general meeting.
- (c) If no Chair is elected or if all the Directors present decline to take the chair for the whole or any part of that general meeting, the Members present (whether in person or by proxy) may elect a Member present (in person) to chair for the whole or any part of that general meeting. If the Members do not so elect a Chair, the meeting will be adjourned to be resumed on the same day, at the same time and at the same place (or places) in the following week.

13.4 Conduct of general meetings

The Chair of each general meeting has charge of conduct of that meeting, including the procedures to be adopted and the application of those procedures at that meeting.

13.5 Adjournment

- (a) The Chair of a general meeting at which a quorum is present may, with the consent of the Members present in person or by proxy adjourn the general meeting.
- (b) If a majority of Members present at a general meeting in person or by proxy determine that the meeting should be adjourned, the Chair must adjourn the meeting to another date, time and place (or places) determined by the Chair.
- (c) No business may be transacted on the resumption of an adjourned or postponed general meeting other than the business left unfinished at the adjourned or postponed general meeting.

14 Proxy

14.1 Appointment of proxy

- (a) A Member who is entitled to attend and to vote at a general meeting of the Company may appoint a person as proxy to attend, speak and vote for that Member. The instrument appointing a proxy may restrict the exercise of any power.
- (b) A proxy must be a Member.
- (c) An appointment of a proxy may be a standing one.

14.2 Proxy instruments

- (a) An appointment of a proxy must be in writing and be signed by the Member appointing the proxy or by the duly authorised attorney of the Member and state:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the general meeting at which the proxy may be used, or if the appointment is a standing one, a clear statement to that effect.

- (b) Where a proxy is signed pursuant to a power of attorney, a copy of the power of attorney (certified as a true copy of the original) must be attached to the proxy instrument sent to the Company.
- (c) An instrument appointing a proxy may direct the way in which a proxy is to vote on a particular resolution. If an instrument contains a direction, the proxy must vote as directed in the instrument, and is not entitled to vote on the proposed resolution except as directed in the instrument. If an instrument does not contain a direction, the proxy is entitled to vote on the proposed resolution as the proxy considers appropriate.
- (d) If a proxy is appointed to vote on a particular resolution by more than one Member, that proxy:
 - (i) may vote on a show of hands in the same way if each instrument appointing the proxy directs the proxy to vote in the same way or does not direct the proxy how to vote;
 - (ii) may not vote on a show of hands unless each instrument appointing the proxy and directing the proxy to vote in a particular way directs the proxy to vote in the same way.

14.3 Proxy to be received by Company

An instrument purporting to appoint a proxy is not effective unless it is received, together with any additional documentation, including a copy of the power of attorney (certified as a true copy of the original), by the Company at least 48 hours before the general meeting or, as the case may be, the resumption of an adjourned general meeting, at any of the following:

- (a) the registered office;
- (b) a facsimile number at the registered office; or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of the general meeting.

14.4 Power to demand Poll

A proxy may demand, or join in demanding, a Poll in accordance with this Constitution.

14.5 Revocation of proxy

The appointment of a proxy may be revoked by the Member who appointed the proxy by notice to the Company from the Member or, as the case may be, the duly authorised attorney of the Member, stating that the appointment of a proxy is revoked or by appointing a new proxy.

14.6 Validity of votes of proxy

A vote cast by a proxy will be valid unless before the start of a general meeting (or, in the case of an adjourned or postponed general meeting, not less than 48 hours before the resumption of the adjourned or postponed general meeting) at which a proxy votes:

- (a) the Member who appointed the proxy ceases to be a Member; or
- (b) the Company receives notice of:
 - (i) the revocation of the instrument appointing the proxy;
 - (ii) the appointment of a new proxy; or

- (iii) the revocation of any power of attorney under which the proxy was appointed.

14.7 No liability

The Company is not responsible for ensuring that any directions provided in the instrument appointing the proxy or the way in which a proxy is to vote on a particular resolution are complied with, and accordingly is not liable if those directions are not complied with.

15 Voting

15.1 Entitlement to vote

Each Member entitled to vote at a general meeting may vote in person or by proxy. Each Member has one vote, whether on a show of hands, or on a Poll.

15.2 Casting vote

If on any ordinary resolution an equal number of votes is cast for and against a resolution, the Chair has a casting vote in addition to any vote cast by the Chair as a Member.

15.3 Proxy vote to be identified

Before a vote is taken the Chair must inform the Members present whether any proxy votes have been received and, if so, how the proxy votes are to be cast.

15.4 Voting on resolution

At any general meeting, a resolution put to a vote must be determined by a show of hands unless a Poll is demanded in accordance with this Constitution.

15.5 Objection to right to vote

- (a) A challenge to a right to vote at a general meeting:
 - (i) may only be made at that general meeting; and
 - (ii) must be determined by the Chair.
- (b) A determination made by the Chair in relation to a challenge to a right to vote is binding on all Members and is final.

15.6 Written resolutions

Subject to the Law but despite any provision in this Constitution which requires the Company determine a matter in a general meeting, the Members may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures of the Members may be contained in more than one document.

15.7 Minutes

- (a) Unless a Poll is demanded in accordance with this Constitution, a declaration by the Chair that a resolution has, on a show of hands, been:
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or

- (iv) lost or not carried by a particular majority,

is conclusive evidence of the fact declared. An entry to that effect made in the minutes book of the Company signed by the Chair is evidence of that fact unless the contrary is proved.

- (b) Within one month after each general meeting, the Directors must record or cause to be recorded in the minutes book:
 - (i) the proceedings and resolutions of each general meeting;
 - (ii) any declarations at each general meeting; and
 - (iii) all resolutions passed by Members without a general meeting.
- (c) The Chair, or the Chair of the next meeting, must sign the minutes within one month after the general meeting.
- (d) The minute books must be kept at the registered office.
- (e) Members may inspect the minute books between the hours of 9.00 am and 5.00 pm on any Business Day. No amount may be charged for inspection.

15.8 Disputes to be resolved by Chair

The Chair will determine any dispute in relation to any vote, and the determination of the Chair is binding on all Members and is final.

16 Poll

16.1 Chair may determine to take a Poll

The Chair of a general meeting may determine that a Poll be taken on any resolution.

16.2 Right to demand Poll

A Poll may be demanded on any resolution at a general meeting by the Chair or at least three Members entitled to vote on the resolution.

16.3 Procedure for demanding Poll

- (a) A Poll may be demanded:
 - (i) before a vote on a show of hands is taken;
 - (ii) before the result of a vote on a show of hands is declared; or
 - (iii) immediately after the result of a vote on a show of hands is declared.
- (b) If a Poll is demanded on the election of a Chair or on the question of an adjournment, it must be taken immediately. If a Poll is demanded on any other matter, it may be taken in the manner and at the time and place (or places) as the Chair directs.
- (c) Other than where a Poll is demanded on the election of a Chair or the question of an adjournment, a demand for a Poll may be withdrawn at any time by the person or persons who demanded it. A demand for a Poll which is withdrawn does not invalidate the result of a show of hands declared before the demand for the Poll was made.

- (d) Other than where a Poll is demanded on the election of a Chair or the question of an adjournment, a demand for a Poll does not prevent the general meeting continuing for the transaction of any business.

17 Appointment and removal of Directors

17.1 Number of Directors

The number of Directors must not be less than three or more than ten. At least two Directors must reside ordinarily in Australia.

17.2 Eligibility for Directorship

The Board may from time to time determine the eligibility requirements (including skills and experience) for a person to become a Director.

17.3 Appointment of Directors

- (a) Subject to this Constitution, the Board may by resolution at a Board meeting appoint a natural person as a Director, as an additional Director or to fill the office of a Director vacated when a Director ceases to be a Director.
- (b) The Board shall establish a nominations committee in accordance with **rule 21** to consider appropriate candidates for appointment as Director and any applications made to be a Director. The nominations committee must consider the eligibility criteria set out in **rule 17.2** in considering any candidates for appointment as Director.
- (c) An appointment of a person as a Director is not effective unless a signed consent to the appointment is provided by that person to the Company. The appointment of a person as a Director will take effect on the later of the date of appointment and the date on which the Company receives the signed consent.

17.4 Removal of Director

- (a) The Company may remove a Director by resolution at a general meeting.
- (b) At least two months' notice must be given to the Company of the intention to move a resolution to remove a Director at a general meeting.
- (c) If notice of intention to move a resolution to remove a Director at a general meeting is received by the Company, a Director must be given a copy of the notice as soon as practicable.
- (d) The Director must be informed that the Director:
 - (i) may submit a written statement to the Company for circulation to the Members before the meeting at which the resolution is put to a vote; and
 - (ii) may speak to the motion to remove the Director at the general meeting at which the resolution is to be put to vote.
- (e) At least 21 days' notice must be given to the Members of a general meeting at which the resolution for the removal of a Director is proposed. The notice must set out the proposed resolution and the grounds for the proposed resolution.

17.5 Cessation of Directorship

- (a) A person ceases to be a Director and the office of Director is vacated if the person:
- (i) is removed from office as a Director by a resolution of the Company at a general meeting;
 - (ii) is expelled as a Member in accordance with **rule 10.3**;
 - (iii) resigns as a Director or Member in accordance with this Constitution;
 - (iv) subject to **rule 17.5(b)**, has served three successive terms of three years;
 - (v) is subject to assessment or treatment under any mental health law and the Board resolves that the person should cease to be a Director;
 - (vi) dies;
 - (vii) is disqualified from acting as a Director under the Law;
 - (viii) is absent from Board meetings for a continuous period of six months without leave of absence from the Board, not including where an Alternate Director is present at a Board meeting for the person, and the Board does not resolve that the Director should not cease to be a Director; or
 - (ix) is a Managing Director and ceases to be employed by the Company or a related body corporate.
- (b) A person may continue as a Director notwithstanding they have served three successive terms of three years if:
- (i) the Director is pivotally involved in a strategically important ongoing project, negotiation, litigious matter or other important matter of the Company;
 - (ii) the cessation of Directorship of such Director would leave the Company without an experienced Director; or
 - (iii) the cessation of Directorship of such Director would otherwise cause detriment to the governance of the Company,

and in each case the Director must retire at the next Board meeting following the time that the relevant matter in **sub-rules (i) to (iii)** is no longer applicable.

17.6 Retirement of Directors

- (a) A Director must not serve for a term of more than three years without retiring and being re-appointed.
- (b) At a Board meeting prior to the third anniversary of a Director's current term, the Director must retire and seek re-appointment by the Board.
- (c) Subject to **rule 17.5(b)**, a Director who has served three successive terms of three years is not eligible to seek re-appointment.

17.7 Resignation of Directors

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

18 Powers and duties of Board

- (a) Subject to this Constitution and the Law, the activities of the Company are to be managed by, or under the direction of, the Board.
- (b) Subject to this Constitution and the Law, the Board may exercise all powers of the Company that are not required to be exercised by the Company in a general meeting.
- (c) The powers of the Board include the power to:
 - (i) borrow or otherwise raise money;
 - (ii) mortgage, charge (including in the form of a floating charge) any of the Company's assets (both present and future); and
 - (iii) issue debentures and other securities, and any instrument (including any bond).
- (d) The Board may delegate any of its powers to:
 - (i) a Director;
 - (ii) a committee of Directors;
 - (iii) an employee of the Company; or
 - (iv) any other person.

19 Remuneration and reimbursement for expenses

19.1 Remuneration of Director

- (a) Subject to **rule 19.1(b)**, the Company must not pay and a Director is not entitled to receive any fee (or other remuneration) from the Company for services performed as a Director.
- (b) The Company may:
 - (i) pay a Director for services performed as the Chief Executive Officer;
 - (ii) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done, or
 - (iii) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.
- (c) Any payment made under **rule 19.1(b)** must be approved by the Directors.
- (d) The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

19.2 Reimbursement of expenses

Directors are entitled to be reimbursed by the Company for reasonable costs and expenses incurred or to be incurred in connection with attendance at meetings of the Board and committees of the Board.

20 Board meetings

20.1 Convening meetings

- (a) The Board shall meet at least four times in each calendar year at such place and such times as the Board may determine.
- (b) Board meetings may be convened by the Chair or any Director by giving notice to the other Directors.

20.2 Notice of meetings

- (a) Reasonable notice of each Board meeting must be given to the Directors.
- (b) Each notice must state:
 - (i) the date, time and place (or places) of the Board meeting;
 - (ii) the general nature of the business to be conducted at the Board meeting; and
 - (iii) any proposed resolutions.

20.3 Omission to give notice

No resolution passed at or proceedings at any Board meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that Board meeting;
- (b) any change of place (or places) of that Board meeting;
- (c) postponement of that Board meeting; or
- (d) resumption of that adjourned Board meeting.

20.4 Use of technology

- (a) A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.
- (b) Where a Director takes part in a meeting by telephone or using any other technology, that Director is taken to be present in person at the meeting and all Directors participating in the meeting will be taken to have consented to the holding of the meeting using that technology unless there is a specific statement otherwise.
- (c) If, before or during a Directors' meeting, any technical difficulty occurs where all Directors may not be able to participate in a meeting, the chairman may adjourn the meeting until the difficulty is remedied or (if a quorum remains present) continue with the meeting.

20.5 Quorum at meetings

Unless the Directors determine otherwise, a quorum for a Board meeting is the number of Directors which is at least half of the number of current Directors of the Board. If it is not possible for a quorum to be present as a result of **rule 22**, the quorum will be the presence of all Directors who are eligible to consider the matter. The quorum must be

present at all times during the Board meeting in order to transact business at a Board meeting.

20.6 Lack of quorum

- (a) If a quorum is not present within 30 minutes after the time appointed for a Board meeting (or any longer period of time as the chair may allow) or ceases to be present at any time during the general meeting, the Board meeting shall:
 - (i) if there have been three or less Board meetings in that calendar year, be adjourned to the same place and at the same hour of the same day in the following week; or
 - (ii) in any other case, lapse.
- (b) If a quorum is not present within 30 minutes after the time appointed for the resumption of the adjourned Board meeting or ceases to be present during the meeting, the Directors present (being not less than three) shall be a quorum. If there are less than three Directors the meeting shall lapse.

20.7 Continuing Directors may act

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the minimum fixed by **rule 17.1**, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

20.8 Alternate Director voting

A person who is present at a meeting of Directors as an Alternate Director has 1 vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director and, if that person is also a Director, has 1 vote as a Director in that capacity.

20.9 Chair of meetings

- (a) At the first Board meeting a chair will be elected from the Directors present in person. The person that has been elected as chair may chair each subsequent Board meeting. At any subsequent Board meeting, a new chair may be elected. On the election of the new chair, the new chair will chair subsequent Board meetings. The Directors may elect a Director to chair a Board meeting by a majority vote.
- (b) If the chair is not present within 15 minutes after the time appointed for a Board meeting or if the chair is unwilling or unable to act as chair for the whole or any part of that Board meeting, the Directors present may elect a Director present to chair that Board meeting.

20.10 Passing resolutions at meetings

- (a) A resolution of the Board must be passed by a majority of the votes cast by the Directors entitled to vote on the resolution.
- (b) Each Director present in person is entitled to vote and has one vote.

20.11 Casting vote

If on any resolution an equal number of votes is cast for and against a resolution, the chair has a casting vote in addition to any vote cast by the chair as a Director.

20.12 Appointment of Alternate Director

Subject to the Corporations Act, a Director may appoint a person approved by a majority of the other Directors, to be an Alternate Director in the Director's place during any period as the Director thinks fit.

20.13 Alternate Director and meetings

An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not participate in a meeting, the Alternate Director is entitled to participate and vote in the appointor's place.

20.14 Alternate Director's powers

An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

20.15 Alternate Director responsible for own acts and defaults

While acting as a Director, an Alternate Director:

- (a) is an officer of the Company and not the agent of the appointor; and
- (b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

20.16 Alternate Director and remuneration

Rules 4.2(b), 4.3, 19.1 and 19.2 apply to an Alternate Director as if they were a Director.

20.17 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director for any reason.

20.18 Appointment or termination of Alternate Director

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice signed by the Director who makes or made the appointment and delivered to the Company.

20.19 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

20.20 Conduct of meetings

The chair of each Board meeting has charge of conduct of that meeting, of the procedures to be adopted and the application of those procedures at that meeting.

20.21 Written resolutions

The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document, with each document to be identical to each other document.

20.22 Minutes of meetings

- (a) Within one month after each Board meeting, the Directors must record or cause to be recorded in the minute books:
 - (i) the proceedings and resolutions of each Board meeting; and
 - (ii) all resolutions passed without a Board meeting.
- (b) The chair, or the chair of the next Board meeting, must sign the minutes within one month after the meeting.
- (c) The minute books must be kept at the registered office.
- (d) The Directors may inspect the minute books between the hours of 9.00 am and 5.00 pm on any Business Day. No amount may be charged for inspection.

21 Committees

21.1 Power to establish committees

- (a) The Directors may delegate, and revoke the delegation of, any of their powers, other than powers required by law to be dealt with by Directors as a board, to a committee or committees consisting of one or more of their number as they think fit.
- (b) A committee to which any powers have been delegated under **rule 21.1(a)** must exercise those powers in accordance with any directions of the Directors.

22 Director's interests

22.1 Declaration of interest

- (a) A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):
 - (i) to the other Directors, or
 - (ii) if all of the Directors have the same conflict of interest, to the Members at the next general meeting, or at an earlier time if reasonable to do so.
- (b) The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

22.2 Voting by interested Directors

- (a) Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under **rule 22.2(b)**:
 - (i) be present at the meeting while the matter is being discussed, or
 - (ii) vote on the matter.
- (b) A Director may still be present and vote if:
 - (i) their interest arises because they are a Member of the Company, and the other Members have the same interest;

- (ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company;
- (iii) their interest relates to a payment by the Company under clause 28.1, or any contract relating to an indemnity that is allowed under the Corporations Act;
- (iv) the Australian Securities and Investments Commission (“ASIC”) makes an order allowing the Director to vote on the matter, or
- (v) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director’s interest in the matter and how it relates to the affairs of the Company, and
 - (B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

23 Appointment of Chief Executive Officer

- (a) The Directors may:
 - (i) appoint a Chief Executive Officer for any period;
 - (ii) delegate to the Chief Executive Officer any of the powers conferred on the Directors; and
 - (iii) withdraw or vary any of those powers,

on any terms and conditions and with any restrictions as they think fit. The Directors may fix the remuneration of the Chief Executive Officer which may be by way of salary drawn from the Company.
- (b) A Chief Executive Offer appointed under **rule 23(a)** will also be an executive Director of the Company for their period of employment as Chief Executive Officer.

24 Appointment of Secretary

- (a) The Company must have at least one Secretary. The Board has the power to appoint a natural person to act as secretary on the terms and for such period as the Board may determine.
- (b) Any Secretary appointed may be removed at any time by the Board.

25 Removal and remuneration of Auditor

25.1 Remuneration of Auditor

The remuneration of the Auditor may be determined by the Company at a general meeting. If the remuneration is not determined at a general meeting, it may be determined by the Directors at a Board meeting.

25.2 Removal of Auditor

- (a) The Company may remove an Auditor by resolution at a general meeting.
- (b) Subject to the Law and unless all Members and the Auditor consent, at least two months' notice must be given to the Company of the intention to move a resolution to remove an Auditor at a general meeting.
- (c) If notice of an intention to move a resolution to remove the Auditor at a general meeting is received by the Company, the Auditor must be given a copy of the notice as soon as practicable.
- (d) The notice of an intention must also inform the Auditor that the Auditor:
 - (i) may submit written representations to the Company within seven days after receiving the notice and that, unless ASIC on the application of the Company otherwise orders, the Auditor may request the Company to send a copy of the written representations to the Members before the resolution is voted upon; and
 - (ii) may speak at the general meeting or request that the written representations be read at the general meeting at which the resolution is to be put to a vote.

25.3 Auditor's attendance at general meetings

The Auditor must be notified of, and may attend, any general meeting. The Auditor is entitled to be heard at any general meeting it attends on any part of the business of the general meeting which concerns the Auditor.

26 Financial records

26.1 Financial reporting obligations

The Board must put in place procedures to comply with any reporting obligations required by Law.

26.2 Member's access to financial records

The Board may determine whether and, if so, the extent to which and at what times and which place and under what conditions any financial record or other records of the Company may be inspected by Members.

26.3 Directors' access to financial records

Any Director may at any time access and inspect any financial record and any other record of the Company.

26.4 Access to financial records after ceasing to be a Director

The Board may determine that any person who is to cease or has ceased to be a Director may continue to have access to and inspect any financial record and any other record of the Company relating to the time during which the person was a Director.

27 Notices

27.1 General

Any notice, statement or other communication under this Constitution must be in writing, except that any notice convening a Board meeting does not need to be in writing.

27.2 How to give a communication

- (a) In addition to any other way allowed by the Corporations Act, a notice or other communication may be given by being:
 - (i) personally delivered;
 - (ii) left at the person's current address as recorded in the Register of Members;
 - (iii) sent to the person's address as recorded in the Register of Members by pre-paid ordinary mail or, if the address is outside Australia, by pre-paid airmail; or
 - (iv) sent by email to the person's current email address for notices.

27.3 Communications by post

A communication is given if posted:

- (a) within Australia to an Australian address, three Business Days after posting;
- (b) outside Australia to an address outside Australia, ten Business Days after posting.

27.4 Communications by email

A communication is given if sent by email, when the information system from which the email was sent produces a confirmation of delivery report which indicates that the email has entered the information system of the recipient, unless the sender receives a delivery failure notification, indicating that the email has not been delivered to the information system of the recipient.

27.5 After hours communications

If a communication is given:

- (a) after 5.00 pm in the place of receipt; or
- (b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

28 Indemnity and insurance

28.1 Indemnity

- (a) To the extent permitted by the Corporations Act and subject to the Corporations Act, the Company must indemnify each officer, Director and Secretary of the Company out of the assets of the Company in respect of any liability, loss, damage, cost or expense incurred or suffered or to be incurred or suffered by the officer, Director or Secretary in or arising out of the conduct of any activity of the Company or the proper performance of any duty of that officer, Director or Secretary.
- (b) This indemnity is not intended to indemnify any officer, Director or Secretary in respect of any liability in respect of which the Company must not give an indemnity, and should be construed and, if necessary, read down accordingly.

28.2 Documenting indemnity

The Company may enter into an agreement containing an indemnity in favour of any officer, Director or Secretary. The Board will determine the terms of the indemnity contained in the agreement.

28.3 Insurance

- (a) To the extent permitted by the Corporations Act and subject to the Corporations Act, the Company may pay any premium in respect of a contract of insurance between an insurer and an officer, Director or Secretary or any person who has been an officer, Director or Secretary of the Company in respect of the liability suffered or incurred in or arising out of the conduct of any activity of the Company and the proper performance by the officer, Director or Secretary of any duty.
- (b) If the Board determines, the Company may execute a document containing rules under which the Company agrees to pay any premium in relation to such a contract of insurance.

29 Winding up

- (a) If the Company is wound up, or if the Company is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act and that endorsement is revoked or the Company ceases to be so endorsed (whichever occurs first), any surplus of:
 - (i) gifts of money or property for the principal purpose of the Company;
 - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
 - (iii) money received by the Company because of such gifts and contributions referred to in **rules 29(a)(i)** and **29(a)(ii)**,must be transferred to a fund, authority or institution that is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act or equivalent provisions.
- (b) If the Company is wound up, any surplus assets of the Company remaining after payment of the amounts referred to in **rule 29(a)** and applying its assets to satisfaction of all debts and liabilities of the Company (including the payment of the costs and charges and expenses of winding up) must be transferred to another organisation in Australia which:
 - (i) if the Company is or was previously endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act, has been endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act or equivalent provisions; and
 - (ii) has similar objects to the objects of the Company and whose constitution prohibits the distribution of its income and property among Members.
- (c) The Company must not pay, distribute or transfer any amount referred to in **rules 29(a)** and **29(b)** directly or indirectly to the Members.