

CLAYTON UTZ

Constitution of Australian Paralympic  
Committee Limited (ACN 061 547 957)

## Contents

<b>Preliminary</b> .....	<b>1</b>
1. Definitions.....	1
2. Interpretation.....	2
3. Application of Corporations Act.....	2
4. Enforcement.....	2
<b>Objects</b>	<b>3</b>
5. Objects of the Company.....	3
<b>Income and property</b> .....	<b>4</b>
6. Application of income and property.....	4
<b>Goods and services</b> .....	<b>5</b>
7. Goods and services.....	5
<b>Liability of Members</b> .....	<b>5</b>
8. Extent of liability.....	5
<b>Membership</b> .....	<b>6</b>
9. Number of Members.....	6
10. Invitations.....	6
11. No transfers.....	6
12. Class rights.....	6
<b>Cessation of membership</b> .....	<b>6</b>
13. Resignation of a Member.....	6
14. Expulsion of a Member.....	7
15. Other cessation events.....	7
16. Effect of cessation.....	7
<b>Fees and other payments</b> .....	<b>8</b>
17. Setting of Fees.....	8
18. Notice of Fees.....	8
19. Payment of Fees.....	8
20. Interest payable.....	8
21. Company payments.....	9
<b>Proceedings of Members</b> .....	<b>9</b>
22. Written resolutions of Members.....	9
23. Calling meetings of Members.....	9
24. Notice of meetings of Members.....	9
25. Business of meetings.....	10
26. Quorum.....	10
27. Chairperson of meetings of Members.....	11
28. Conduct of meetings of Members.....	11
29. Attendance at meeting of Members.....	12
30. Authority of Attending Members.....	12
31. Multiple appointments.....	13
32. Voting at meeting of Members.....	13
33. Voting by representatives.....	14
34. Restrictions on voting rights.....	14
35. Polls	15
36. Proxies.....	15
37. Receipt of appointments.....	15
38. Adjournments.....	16
39. Cancellations and postponements.....	16
40. Meetings of a class of Members.....	16
<b>Directors</b>	<b>17</b>

41.	Appointment of Directors .....	17
42.	Maximum Term of Directors .....	17
43.	Board Rotation.....	18
44.	Termination of office .....	18
45.	Interests of Directors .....	19
<b>Officers</b>	<b>20</b>	
46.	Chief Executive Officer .....	20
47.	Secretary .....	20
48.	Indemnity and insurance .....	21
<b>Powers of the Board</b>	<b>.....</b>	<b>21</b>
49.	General powers .....	21
50.	Execution of documents .....	22
51.	Committees and delegates.....	22
52.	Attorney or agent.....	22
<b>Proceedings of Directors</b>	<b>.....</b>	<b>22</b>
53.	Written resolutions of Directors .....	22
54.	Board Meetings .....	23
55.	Chairperson of the Board .....	24
56.	Board resolutions.....	24
57.	Valid proceedings.....	24
<b>Notices</b>	<b>25</b>	
58.	Notices to Members.....	25
59.	Notice to Directors .....	25
60.	Notice to the Company .....	25
61.	Time of service .....	26
62.	Notice requirements .....	26
<b>Patrons of the Company</b>	<b>.....</b>	<b>26</b>
63.	Appointment .....	26
<b>Winding up</b>	<b>.....</b>	<b>27</b>
64.	Winding up.....	27

# Australian Paralympic Committee Limited (ACN 061 547 957)

## Constitution

### Preliminary

---

#### 1. Definitions

In this Constitution:

**"Attending Member"** means, in relation to a meeting of Members, the Member present at the place of the meeting, in person or by proxy, by attorney or, where the Member is a body corporate, by Corporate Representative.

**"Board"** means the Directors of the Company from time to time.

**"Business Day"** means a day except a Saturday, Sunday or public holiday in the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

**"Chief Executive Officer"** means a person appointed under Article 46(a).

**"Company"** means Australian Paralympic Committee Ltd (ACN 061 547 957).

**"Corporate Representative"** means a person authorised in accordance with the Corporations Act (or a corresponding previous law) by a Member which is a body corporate to act as its representative at a meeting of Members.

**"Corporations Act"** means the Corporations Act 2001 (Commonwealth).

**"Director"** means a person who is, for the time being, a director of the Company.

**"Eligible Person"** means any Australian sports organisation which controls or manages one or more particular sports or branches of sport for athletes with disabilities conducted at the Paralympic Games or any Australian generic sporting organisation which allows and enables athletes with disabilities to participate in para-sports at state, national and international events.

**"Fee"** means a fee or levy referred to in Article 17(a) or 19(b).

**"IPC"** means International Paralympic Committee.

**"Legal Costs"** of a person means legal costs incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

**"Liability"** of a person means any liability (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Company or in or arising out of the conduct of the business of the Company, including as result of appointment or nomination by the Company or a subsidiary as a trustee or as a director, officer or employee of another body corporate.

**"Member"** means an Eligible Person whose name is entered in the Register as a member of the Company.

**"Notice"** means a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act.

**"Paralympic Games"** means the multi-sport winter and summer event for athletes with a disability run under the auspices of the IPC.

**"Register"** means the register of Members kept under the Corporations Act and, where appropriate, includes any branch register.

**"Relevant Officer"** means a person who is, or has been, a Director or Secretary.

**"Secretary"** means a person appointed as, or to perform the duties of, secretary of the Company for the time being.

---

## 2. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word **"includes"** in any form is not a word of limitation;
- (e) a reference to something being **"written"** or **"in writing"** includes that thing being represented or reproduced in any mode in a visible form;
- (f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law; and
- (g) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

---

## 3. Application of Corporations Act

- (a) Unless the context indicates a contrary intention, in this Constitution:
  - (i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
  - (ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution.
- (b) The replaceable rules in the Corporations Act do not apply to the Company.

---

## 4. Enforcement

- (a) Each Member submits to the non-exclusive jurisdiction of the courts of the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.

- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, then that does not affect or impair:
  - (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
  - (ii) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.

## Objects

---

### 5. Objects of the Company

The objects of the Company are:

- (a) to be the Australian national umbrella organisation of bodies co-ordinating participation of athletes with disabilities in sports conducted at the Paralympic Games, games recognised by the IPC, and other international multi-disability sports events and championships approved by the IPC;
- (b) to co-ordinate, represent and promote the paralympic movement in Australia and to encourage athletes with disabilities to participate in sports to international standards;
- (c) to control, supervise and administer the representation of Australia at the Paralympic Games, games recognised by the IPC, and other international multi-disability sports events and championships approved by the IPC involving national team participation including:
  - (i) selection, preparation, management and funding of Australian teams;
  - (ii) organisation and co-ordination of travel, accommodation and entries for Australian teams; and
  - (iii) provision of uniforms and equipment for Australian teams.
- (d) to establish criteria for selection of athletes for Australian teams;
- (e) to organise the management of and select and appoint the officials for Australian teams;
- (f) to manage, supervise and discipline athletes and officials of Australian teams;
- (g) to receive and administer funding grants from Australian and State/Territory government bodies, to raise funds, and to disperse such funds in providing financial assistance to individual athletes or Australian teams of athletes representing the Company participating in or capable of participating in sports to international standards;
- (h) to support, co-ordinate and supervise within Australia, regional and international multi-disability games, events and championships at international standards;
- (i) to represent Australia on and make representations and submissions to the IPC and to other persons or bodies controlling or organising international multi-disability sports events and championships;
- (j) to nominate and endorse representation on the IPC and other bodies or organisations for multi-disabled sports events, championship and committee meetings;

- (k) to control and protect in Australia the name "Paralympic" and its derivation and the logo of the IPC and that of the Company;
- (l) to liaise and co-operate with persons or bodies having equivalent or corresponding objects or functions in other countries;
- (m) to liaise and co-operate with Members of the Company and with other organisations and individuals catering for the participation of athletes with disabilities in sports, especially in assisting to develop opportunities for persons with disabilities to participate in sport;
- (n) to disseminate information about the paralympic movement and international multi-disability sport and about participation by athletes with disabilities in sports to international standards; and
- (o) to do all things necessary or convenient to achieve or further any of the foregoing objects.

## Income and property

---

### 6. Application of income and property

- (a) Subject to Articles 6(b) and 6(c), the Company must apply the profits (if any) or other income and property of the Company solely towards the promotion of the objects of the Company set out in Article 5 and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.
- (b) Nothing in Article 6(a) prevents the Company making any payment in good faith of:
  - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
  - (ii) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Board;
  - (iii) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Company;
  - (iv) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
  - (v) interest to a Member at a rate not exceeding a rate approved by the Board on money borrowed by the Company from the Member; or
  - (vi) an amount under Article 64.

- (c) The Company must not pay fees to or on behalf of Directors or a Secretary but the Company may make payments to a Director or Secretary in good faith for:
  - (i) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a Director or Secretary in the performance of any duty as a director or secretary of the Company where that payment or reimbursement has been approved by the Board;
  - (ii) money to any Director or Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
  - (iii) any salary or wage due to the Director or Secretary as an employee of the Company where the terms of employment have been approved by the Board;
  - (iv) an insurance premium in respect of a contract insuring a Director or Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium; or
  - (v) any payment under Article 48(a), 48(c) or 48(d) or a payment under any agreement or deed referred to in Article 48(e).

## **Goods and services**

---

### **7. Goods and services**

- (a) Subject to Article 7(b), the Company may:
  - (i) engage any person to render services or supply goods to the Company; and
  - (ii) enter into contracts with any person who renders services or provides goods to the Company.
- (b) The Company may not engage or enter into a contract for the rendering of services or the provision of goods with a person who is a Director unless:
  - (i) the engagement or contract is on arm's length terms; and
  - (ii) subject to Article 7(c), the Board or a committee of the Board resolves to approve the terms of the engagement or contract.
- (c) A Director who proposes to render services or provide goods to the Company:
  - (i) will have no vote for the purposes of Article 7(b)(ii); and
  - (ii) may not be part of any committee for the purposes of Article 7(b)(ii).

## **Liability of Members**

---

### **8. Extent of liability**

Each Member undertakes to contribute an amount not exceeding \$1 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before that person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up the Company; and
- (c) adjustment of the rights of the contributories among themselves.

## Membership

---

### 9. Number of Members

The number of Members of the Company is not limited.

---

### 10. Invitations

- (a) The Board may invite any Eligible Person to become a Member. The Board may not invite any person who is not an Eligible Person to become a Member.
  - (b) Each Eligible Person invited by the Board to become a Member must, if they accept the Board's invitation, pay any initial fee which the Board determines.
  - (c) If an Eligible Person whom the Board invites to become a Member accepts that invitation (and provided they pay the initial fee referred to in Article 10(b), if applicable), the Company must enter the Eligible Person's name in the Register.
- 

### 11. No transfers

The rights of being a Member are not transferable whether by operation of law or otherwise.

---

### 12. Class rights

- (a) Subject to the Corporations Act and the rights of a particular class of Members, the Company may vary or cancel rights of Members in that class:
    - (i) by a special resolution passed at a meeting of the Members included in that class; or
    - (ii) with the written consent of Members who are entitled to at least 75% of the votes that may be cast by Members included in that class.
  - (b) Article 40 applies to a meeting held under Article 12(a)(i).
- 

## Cessation of membership

---

### 13. Resignation of a Member

- (a) Subject to Article 13(b), a Member may at any time resign as a member of the Company by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.
- (b) If there is only one Member and the Member gives proper notice of resignation or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another Eligible Person is appointed as a Member or the Company is wound up.
- (c) If a Member resigns, the Company must remove the Member's name from the Register.

---

## 14. Expulsion of a Member

- (a) Subject to Article 14(b), if:
- (i) a Member ceases to be an Eligible Person;
  - (ii) a Member is in breach of a provision of this Constitution;
  - (iii) any act or omission of a Member is, in the opinion of the Board, unbecoming of a Member, or prejudicial to the interests or reputation of the Company;
  - (iv) a Member is, or any step is taken for that Member to become, either an insolvent under administration or an externally administered body corporate; or
  - (v) the succession by another body corporate or entity to the assets and liabilities of the Member,
- the Company may expel the Member by a resolution of the Board and remove the Member's name from the Register.
- (b) The Company must not expel a Member under Article 14(a) unless:
- (i) at least 5 Business Days notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board, and the nature of alleged event giving rise to the expulsion; and
  - (ii) the affected Member is given the opportunity of explaining to the Board, orally or in writing, why the Member should not be expelled.

---

## 15. Other cessation events

If a Member is deregistered under the laws of the jurisdiction in which the Member is incorporated the Member ceases to be a member of the Company and the Company may remove the Member's name from the Register.

---

## 16. Effect of cessation

- (a) A person who ceases to be a Member:
- (i) remains liable to pay, and must immediately pay, to the Company all amounts that at date of cessation were payable by the person to the Company as a Member; and
  - (ii) must pay to the Company interest at the rate the Board resolves on those amounts from the date of cessation until and including the date of payment of those amounts.
- (b) The Company may by resolution of the Board waive any or all of its rights under this Article 16.

## Fees and other payments

---

### 17. Setting of Fees

- (a) The Company may by resolution of the Board require the payment of fees or levies by Members in the amount, on any terms and at any times as the Board resolves, including payment by instalments.
- (b) The Company may when admitting Members make Fees payable for one or more Members for different amounts and at different times as the Board resolves.
- (c) The Company may by resolution of the Board revoke or postpone a Fee or extend the time for payment of a Fee, at any time prior to the date payment of that Fee is due.

---

### 18. Notice of Fees

- (a) The Company must give notice of Fees to the Members who are required to pay the Fees at least 20 Business Days before the due date for payment. The notice must specify the time or times and place of payment and any other information as the Board resolves.
- (b) The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee to, any Member does not invalidate the Fee.

---

### 19. Payment of Fees

- (a) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee.
- (b) If the terms of membership of a class of Members require an amount to be paid as fee or levy on a fixed date, each Member in that class of Members must pay that amount to the Company at that time and that amount is treated under this Constitution as if a Fee for that amount had been properly determined by the Board of which appropriate notice has been given.
- (c) In a proceeding to recover a Fee, or an amount payable due to the failure to pay or late payment of a Fee, proof that:
  - (i) the name of the Member is entered in the Register as a Member;
  - (ii) the Member is in the class of Members liable to pay the Fee;
  - (iii) there is a record in the minute books of the Company of the resolution determining the Fee or the terms of membership of a class of Members requiring the payment of the Fee; and
  - (iv) notice of the Fee was given or taken to be given to the Member in accordance with this Constitution,

is conclusive evidence of the obligation of that Member to pay the Fee.

---

### 20. Interest payable

- (a) If an amount payable to the Company as a Fee is not paid before or on the time for payment, the Member who owes the amount must pay to the Company:

- (i) interest on the unpaid part of the amount from the date payment is due to the date of payment at the rate the Board resolves; and
    - (ii) all costs and expenses the Company incurs due to the failure to pay or the late payment.
  - (b) Interest under Article 20(a) accrues daily and may be capitalised at any interval that the Board resolves.
  - (c) The Company may by resolution of the Board waive payment of some or all of the interest, costs or expenses payable under Article 20(a).
- 

## **21. Company payments**

- (a) A Member must pay to the Company on written demand an amount equal to all payments the Company makes to a government or taxation authority in respect of the Member, where the Company is either:
  - (i) obliged by law to make the relevant payment; or
  - (ii) advised by a lawyer qualified to practice in the jurisdiction of the relevant government or taxation authority that the Company is obliged by law to make the relevant payment.
- (b) The Company is not obliged to notify a Member in advance of its intention to make a payment under Article 21(a).
- (c) An amount payable by a Member to the Company under Article 21(a) is treated under this Constitution as if it is a Fee properly made by the Board of which notice has been given on the date on which the written demand is given by the Company to the Member.
- (d) Nothing in this Article affects any right or remedy which any law confers on the Company.

## **Proceedings of Members**

---

### **22. Written resolutions of Members**

While the Company has only one Member, the Company may pass a resolution by that Member signing a record in writing of that resolution.

---

### **23. Calling meetings of Members**

- (a) The Company may by resolution of the Board call a meeting of Members to be held at the time and place (including 2 or more venues using technology which gives Attending Members as a whole a reasonable opportunity to participate) and in the manner the Board resolves.
  - (b) No Member may call or arrange to hold a meeting of Members except where permitted by the Corporations Act.
- 

### **24. Notice of meetings of Members**

- (a) Subject to Article 24(c), at least 21 days' notice will be given of a meeting of Members, subject to the Company's ability to call a meeting on shorter notice in accordance with the Corporations Act.

- (b) Notice of a meeting of Members and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves, subject to any requirements in the Corporations Act.
- (c) Without affecting the operation of Article 24(a), Members will be given preliminary notice, seeking nominations to the Board, of the date on which any meeting will be held at which one or more Directors is required to retire under Article 43(a), and/or to seek re-election under Article 41(b), or where there will be a Board vacancy for any other reason, at least 40 days prior to that date.
- (d) A Member may waive notice of any meeting of Members by written notice to the Company.
- (e) A Member who has not duly received notice of a meeting of Members may, before or after the meeting, notify the Company of the Member's agreement to anything done or resolution passed at the meeting.
- (f) A Member's attendance at a meeting of Members waives any objection that Member may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the Member at the beginning of the meeting objects to the holding of the meeting.
- (g) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a Member does not receive notice of the meeting or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a Member.

---

## **25. Business of meetings**

Except with the approval of the Board or with the permission of the chairperson of the meeting or under the Corporations Act, no person may move at any meeting of Members:

- (a) any resolution (except in the form set out in the notice of meeting given under Article 24(b)); or
- (b) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.

---

## **26. Quorum**

- (a) No business may be transacted at a meeting of Members except, subject to Article 27, the election of the chairperson of the meeting unless a quorum for a meeting of Members is present at the time when the meeting commences.
- (b) A quorum for a meeting of Members is that number of Attending Members which represents one-third of Members entitled to vote on a resolution at that meeting. Each individual present may only be counted once towards a quorum. If a Member has appointed more than one proxy or attorney or Corporate Representative, only one of them may be counted towards a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Members, the meeting is dissolved unless the chairperson of the meeting or the Board adjourn the meeting to a date, time and place determined by that chairperson or the Board.
- (d) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned meeting of Members, the meeting is dissolved.

---

## **27. Chairperson of meetings of Members**

- (a) Subject to Articles 27(b) and 27(c), the chairperson of the Board must chair each meeting of Members.
- (b) If at a meeting of Members:
  - (i) there is no chairperson of the Board; or
  - (ii) the chairperson of the Board is not present within 15 minutes after the time appointed for the commencement of a meeting of Members or is not willing to chair all or part of the meeting,

the Directors present may (by majority vote) elect one of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the Attending Members may elect one of their number, to chair that meeting.
- (c) A chairperson of a meeting of Members may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her.

---

## **28. Conduct of meetings of Members**

- (a) Subject to the Corporations Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (b) The chairperson of a meeting of Members may make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting.
- (c) The chairperson of a meeting of Members may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting.
- (d) The chairperson of a meeting of Members may determine any dispute concerning the admission, validity or rejection of a vote at the meeting.
- (e) The chairperson of a meeting of Members may, subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.
- (f) The chairperson of a meeting of Members may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted under the Corporations Act without being referred to in the notice of meeting.
- (g) The chairperson of a meeting of Members may refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:
  - (i) in the opinion of the chairperson, is not complying with the reasonable directions of the chairperson;
  - (ii) has any audio or visual recording or broadcasting device;
  - (iii) has a placard or banner;
  - (iv) has an article the chairperson considers to be dangerous, offensive or liable to cause disruption;

- (v) behaves or threatens to behave in a dangerous, offensive or disruptive manner;
  - (vi) refuses to produce or to permit examination of any article (other than a document), or the contents of any article (other than a document), in the person's possession; or
  - (vii) is not entitled under the Corporations Act or this Constitution to attend the meeting.
- (h) If the chairperson of a meeting of Members considers that there are too many persons present at the meeting to fit into the venue where the meeting is to be held, the chairperson may nominate a separate meeting place using any technology that gives Attending Members as a whole a reasonable opportunity to participate.
  - (i) The chairperson of a meeting of Members may delegate any power conferred by this Article 28 to any person.
  - (j) Nothing contained in this Article 28 limits the powers conferred by law on the chairperson of a meeting of Members.

---

## **29. Attendance at meeting of Members**

- (a) Subject to this Constitution and any rights and restrictions of a class of Members, a Member who is entitled to attend and cast a vote at a meeting of Members, may attend and vote in person or by proxy, by attorney or, if the Member is a body corporate, by Corporate Representative.
- (b) The chairperson of a meeting of Members may require a person acting as a proxy, attorney or Corporate Representative at that meeting to establish to the chairperson's satisfaction that the person is the person duly appointed to act. If the person fails to satisfy this requirement, the chairperson may exclude the person from attending or voting at the meeting.
- (c) A Director is entitled to receive notice of and to attend all meetings of Members and all meetings of a class of Members and is entitled to speak at those meetings.
- (d) A person, whether a Member or not, requested by the Board to attend a meeting of Members or a meeting of a class of Members is entitled to attend that meeting and, at the request of the chairperson of the meeting, is entitled to speak at that meeting.

---

## **30. Authority of Attending Members**

- (a) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the person has the same rights to speak, demand a poll, join in demanding a poll or act generally at a meeting of Members to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.
- (b) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the appointment is taken to confer authority to:
  - (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and
  - (ii) vote on any procedural motion, including any motion to elect the chairperson of the meeting of Members to which the appointment relates, to vacate the chair or to adjourn the meeting,

even though the appointment may refer to specific resolutions and may direct the proxy, attorney or Corporate Representative how to vote on particular resolutions.

- (c) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place.

---

## **31. Multiple appointments**

- (a) If more than one attorney or Corporate Representative appointed by a Member is present at a meeting of Members and the Company has not received notice of any revocation of any of the appointments:
  - (i) an attorney or Corporate Representative appointed to act at that particular meeting may act to the exclusion of an attorney or Corporate Representative appointed under a standing appointment; and
  - (ii) subject to Article 31(a)(i), an attorney or Corporate Representative appointed under the most recent appointment may act to the exclusion of an attorney or Corporate Representative appointed earlier in time.
- (b) An appointment of a proxy of a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting of Members) if the Company receives a further appointment of a proxy from that Member which would result in there being more than one proxy of that Member entitled to act at the meeting. The appointment of the proxy made first in time is the first to be treated as revoked or suspended by this Article.
- (c) The appointment of a proxy for a Member is not revoked by an attorney or Corporate Representative for that Member attending and taking part in a meeting of Members to which the appointment relates, but if that attorney or Corporate Representative votes on a resolution at that meeting, the proxy is not entitled to vote, and must not vote, as the Member's proxy on that resolution.

---

## **32. Voting at meeting of Members**

- (a) A resolution put to the vote at a meeting of Members must be decided on a show of hands, unless a poll is demanded in accordance with Article 35 and that demand is not withdrawn.
- (b) The Board may determine that Members entitled to attend and vote at a meeting of Members or at a meeting of a class of Members may vote at that meeting without an Attending Member in respect of that person being present at that meeting (and voting in this manner is referred to in this Article 32(b) as direct voting). The Board may determine rules and procedures in relation to direct voting, including the class of Members entitled to cast a direct vote, the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a Member casting both a direct vote and a vote in any other manner. Where a notice of meeting specifies that direct voting may occur by eligible Members, a direct vote cast by an eligible Member is taken to have been cast by that person at the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.
- (c) Subject to this Constitution and any rights or restrictions of a class of Members, on a show of hands at a meeting of Members, each Attending Member having the right to vote on the resolution has one vote, provided that where a person is entitled to vote in more than one capacity, that person is entitled only to one vote.

- (d) Subject to this Constitution and any rights or restrictions of a class of Members, on a poll at a meeting of Members, each Attending Member having the right to vote on the resolution has one vote for each Member that the Attending Member represents.
- (e) Subject to this Constitution and any rights or restrictions of a class of Members, where the Board has determined other means (including electronic) permitted by law for the casting and recording of votes by Members on any resolution to be put at a meeting of Members, each Member having a right to vote on the resolution has one vote.
- (f) An objection to a right to vote at a meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection under this Article 32(f) must be decided by the chairperson of the meeting of Members, whose decision, made in good faith, is final and conclusive.
- (g) Except where a resolution at a meeting of Members requires a special majority pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- (h) In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting does not have a casting vote on that resolution.
- (i) Unless a poll is demanded and the demand is not withdrawn, a determination by the chairperson of a meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.

---

### **33. Voting by representatives**

- (a) The validity of any resolution passed at a meeting of Members is not affected by the failure of any proxy or attorney to vote in accordance with directions (if any) of the appointing Member.
- (b) If a proxy of a Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it. If a poll is demanded, votes which the Corporations Act require a proxy of a Member to cast in a given way must be treated as cast in that way.
- (c) Subject to this Constitution and the Corporations Act, a vote cast at a meeting of Members by a person appointed by a Member as a proxy, attorney or Corporate Representative is valid despite the revocation of the appointment (or the authority under which the appointment was executed), if no notice in writing of that matter has been received by the Company at least 48 hours before the commencement of that meeting.

---

### **34. Restrictions on voting rights**

- (a) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.
- (b) An Attending Member is not entitled to vote on any resolution on which any Fee or other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid.
- (c) An Attending Member is not entitled to vote on a resolution at a meeting of Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.

- (d) The Company must disregard any vote on a resolution at a meeting of Members purported to be cast by an Attending Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution as required by this Article does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the chairperson of that meeting.

---

## **35. Polls**

- (a) A poll on a resolution at a meeting of Members may be demanded by a Member only in accordance with the Corporations Act or by the chairperson of that meeting.
- (b) No poll may be demanded at a meeting of Members on the election of a chairperson of that meeting, or unless the chairperson of the meeting otherwise determines, the adjournment of that meeting.
- (c) A demand for a poll may be withdrawn.
- (d) A poll demanded on a resolution at a meeting of Members for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a meeting of Members must be taken in the manner and at the time and place the chairperson of the meeting directs.
- (e) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- (f) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

---

## **36. Proxies**

- (a) A Member who is entitled to attend and vote at a meeting of Members may appoint a person as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise.
- (b) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.
- (c) A form of appointment of proxy is valid if it is in accordance with the Corporations Act or in any other form (including electronic) which the Board may determine or accept.
- (d) If the name of the proxy or the name of the office of the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:
  - (i) the person specified by the Company in the form of proxy in the case the Member does not choose; or
  - (ii) if no person is so specified, the chairperson of that meeting.

---

## **37. Receipt of appointments**

- (a) An appointment of proxy, attorney or Corporate Representative for a meeting of Members is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time appointed for the meeting to commence or (in the case of an adjourned meeting) resume.

- (b) Where a notice of meeting specifies an electronic address or other electronic means by which a Member may give the Company a proxy appointment (and any authority under which the appointment is signed), a proxy given at that electronic address or by that other electronic means is taken to have been given by the Member and received by the Company if the requirements set out in the notice of meeting are complied with.

---

## **38. Adjournments**

- (a) The chairperson of a meeting of Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairperson.
- (b) If the chairperson of a meeting of Members exercises the right to adjourn that meeting under Article 38(a), the chairperson may (but is not obliged to) obtain the approval of Attending Members to the adjournment.
- (c) No person other than the chairperson of a meeting of Members may adjourn that meeting.
- (d) The Company may give notice of a meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (e) Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.

---

## **39. Cancellations and postponements**

- (a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held.
- (b) Article 39(a) does not apply to a meeting called in accordance with the Corporations Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement.
- (c) The Company may give notice of a cancellation or postponement or change of place of a meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (d) The only business that may be transacted at a meeting of Members the holding of which is postponed is the business specified in the original notice calling the meeting.

---

## **40. Meetings of a class of Members**

All the provisions of this Constitution relating to a meeting of Members apply so far as they are capable of application and with any necessary changes to a meeting of a class of Members required to be held under this Constitution or the Corporations Act except that:

- (a) a quorum is 2 Attending Members who are (or whose Member they represent are) members of that class of Members, or if only one person is a member of that class of Members, that person (or an Attending Member representing that person); and
- (b) any Attending Member who is (or whose Member they represent is) a member of that class of Members may demand a poll.

## Directors

---

### 41. Appointment of Directors

- (a) The number of Directors must be the number, not being less than 5 nor more than 9, determined by the Directors, but the number so determined at a particular time must not be less than the number of Directors in office when the determination takes effect.
- (b) Subject to Articles 41(a), 41(g) and 42(a), the Board may appoint a person as a Director. A person so appointed holds office only until the next annual general meeting at which time they can offer themselves for election.
- (c) Subject to Articles 41(a), 41(g) and 42(a), the Company may, by ordinary resolution appoint any person as a Director.
- (d) A Director need not be, or represent, a Member.
- (e) The Board may appoint one Director as the President of the Company for any period they resolve, or if no period is specified, until that person ceases to be a Director. The Board may remove the President at any time and elect another Director as the President of the Board.
- (f) The Board may appoint two Directors as Vice Presidents of the Company for any period they resolve, or if no period is specified, until those persons cease to be Directors. The Board may remove any Vice President at any time and elect another Director as a Vice President of the Company. The President of the Company may not be a Vice President.
- (g) A person who is serving as a Chief Executive Officer of the Company or who has served in that position during the last 3 years may not be appointed as a Director of the Company.

---

### 42. Maximum Term of Directors

- (a) Subject to Article 42(c), a Director must retire from office no later than the annual general meeting occurring in the ninth year following that Director's first election at a meeting of Members and may not be re-appointed or re-elected as a Director after that time.
- (b) A Director who retires under Article 42(a) holds office as Director until the end of the meeting at which the Director retires.
- (c) If the number of Directors who would be required to retire from office at an annual general meeting by operation of Article 42(a) exceeds one-third of the Directors for the time being, or if their number is not three or a multiple of three, the number nearest one-third (**One Third**) then:
  - (i) only the One Third of the Directors who have held office as Director the longest period of time since their first election at a meeting of Members must retire, but as between two or more Directors who have held office for the same period of time, those Directors determined by lot, unless those Directors agree otherwise; and

- (ii) Article 42(a) will not apply to any of the remaining Directors until the immediately following annual general meeting.
- (d) For the purposes of Articles 42 and 43, in calculating the period of time since a Director was first or most recently elected or appointed as a Director, the election or appointment of the person as a director of AUSTRALIAN PARALYMPIC COMMITTEE INCORPORATED or AUSTRALIAN PARALYMPIC FEDERATION INC will be treated as election or appointment as a Director.

---

### **43. Board Rotation**

- (a) At each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, the number nearest one-third must retire from office, at which time (subject to Article 42(a)) they can offer themselves for re-election.
- (b) Any Director retiring by operation of Article 42(a) or who is offering themselves for re-election pursuant to Article 41(b) is included as a retiring Director for the purposes of Article 43(a).
- (c) The Directors to retire at any annual general meeting pursuant to Article 43(a) are determined in accordance with the following priority:
  - (i) any Director who wishes to retire and not seek re-election; and
  - (ii) those Directors who have held office as Director the longest period of time since their most recent election or appointment to that office, but as between two or more Directors who have held office for the same period of time, those Directors determined by lot, unless those Directors agree otherwise.
- (d) No person, other than a Director retiring under this Article 43 or a Director appointed under Article 41(b) or a person nominated by the Board, is eligible to be appointed as a Director at any meeting of members unless a nomination signed by a Member accompanied by the consent of the nominee to act is given to the Company at least 30 days before the date notified to Members under Article 24(c).
- (e) At the same time it notifies Members of the date under Article 24(c), the Company must:
  - (i) invite Members to nominate persons to be appointed to the Board; and
  - (ii) notify Members of the date by which nominations and consents of nominees are required to be given to the Company under Article 43(d).

---

### **44. Termination of office**

A person ceases to be a Director if the person:

- (a) fails to attend 3 consecutive Board meetings without the consent of the Board;
- (b) resigns by notice in writing to the Company;
- (c) retires under Article 42 and is not re-elected;
- (d) is removed from office under the Corporations Act;
- (e) becomes an insolvent under administration;
- (f) becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health; or

- (g) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.

---

## 45. Interests of Directors

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
- (i) holding an office (except auditor) or place of profit in the Company or a related body corporate of the Company;
  - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
  - (iii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
  - (iv) entering into any agreement or arrangement with the Company; or
  - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company,
- provided that a Director (other than a chief executive officer of the Company) may not be an employee of the Company or a related body corporate of the Company.
- (b) Each Director must comply with Corporations Act in relation to the disclosure of the Director's interests.
- (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (d) If a Director has an interest in a matter, then subject to Article 45(c) and Article 45(e) and this Constitution:
- (i) that Director may be counted on in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;
  - (ii) that Director may participate in and vote on matters that relate to the interest;
  - (iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
  - (iv) the Director may retain the benefits under any transaction that relates to the interest even though the Director has the interest; and
  - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (e) If an interest of a Director is required to be disclosed under Article 45(b), Article 45(d)(iv) applies only if the interest disclosed before the transaction is entered into.

## Officers

---

### 46. Chief Executive Officer

- (a) The Board may appoint one person as a chief executive officer of the Company, for any period and on any terms (including, subject to Article 6, as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Chief Executive Officer, the Board may vary or terminate the appointment of a chief executive officer of the Company at any time.
- (b) The Board may delegate any of its powers to a chief executive officer of the Company for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to a chief executive officer of the Company.
- (c) A chief executive officer of the Company must exercise the powers delegated to him or her in accordance with any directions of the Board.
- (d) Without limiting the powers or responsibilities of a chief executive officer of the Company, a chief executive officer must:
  - (i) as far as practicable, attend all Board meetings and general meetings of the Company;
  - (ii) as the Board's delegate, prepare the notice of and agenda for all Board meetings and meetings of Members;
  - (iii) as the Board's delegate, ensure minutes of proceedings of Board meetings and meetings of Members are taken and approved; and
  - (iv) regularly report to the Board regarding the activities of and issues relating to the Company.
- (e) Subject to the Corporations Act, this Constitution and any directive or delegation of the Board, a chief executive officer of the Company will have the power to do all things as appear necessary or desirable to the Chief Executive Officer for the proper management and administration of the Company.
- (f) Subject to the Corporations Act, no resolution passed by the Members will invalidate any prior act of a chief executive officer of the Company or the Board which would have been valid if that resolution had not been passed.
- (g) Subject to the Corporations Act, this Constitution and any directive or delegation of the Board, a chief executive officer of the Company, in consultation with the Board, may procure the Company to employ such office personnel as are deemed necessary by the Chief Executive Officer and Board from time to time. Such appointments will be for such period and on such conditions as the Chief Executive Officer and the Board determine.

---

### 47. Secretary

The Board may appoint a Secretary, for any period and on any terms (including, subject to Article 6, as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Secretary, the Board may vary or terminate the appointment of a Secretary at any time, with or without cause.

---

## 48. Indemnity and insurance

- (a) To the extent permitted by law, the Company may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity under Article 48(a):
  - (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
  - (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and
  - (iii) applies to Liabilities and Legal Costs incurred both before and after this Article 48 became effective.
- (c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Company may:
  - (i) enter into, or agree to enter into; or
  - (ii) pay, or agree to pay, a premium for,  
  
a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, under which the Company must do all or any of the following:
  - (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
  - (ii) indemnify that person against any Liability and Legal Costs of that person;
  - (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
  - (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

## Powers of the Board

---

### 49. General powers

- (a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.
- (b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 54, a resolution passed by signing a document

in accordance with Article 53, or in accordance with a delegation of the power under Article 46, 51 or 52. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power under Article 46, 51 or 52.

---

## **50. Execution of documents**

- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (b) The Company may execute a document without a common seal if the document is signed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (c) The Board may determine the manner in which and the persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Company, and receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed.

---

## **51. Committees and delegates**

- (a) The Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Company or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (b) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (c) Subject to the terms of appointment or reference of a committee, Article 54 applies with the necessary changes to meetings of a committee of the Board.
- (d) A committee or delegate will operate with such name as is given to it by the Board.

---

## **52. Attorney or agent**

- (a) The Board may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Company, the Board may revoke or vary that appointment at any time, with or without cause.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent as the Board resolves. The Board may revoke or vary any power delegated to an attorney or agent.

## **Proceedings of Directors**

---

### **53. Written resolutions of Directors**

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.

- (b) A resolution under Article 53(a) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority.
- (c) A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of Article 53(a) and is taken to be signed when received by the Company in legible form.

---

## **54. Board Meetings**

- (a) Subject to this Constitution, the Board must meet at least 5 times every financial year of the Company, and may adjourn and otherwise regulate their meetings as it thinks fit.
- (b) On request of any Director, the Chief Executive Officer of the Company must call a meeting of the Directors.
- (c) The Chief Executive Officer may call a meeting of the Directors at any time.
- (d) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.
- (e) A Director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone, fax or other electronic means.
- (f) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.
- (g) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:
  - (i) telephone;
  - (ii) video;
  - (iii) any other technology which permits each Director to communicate with every other participating Director; or
  - (iv) any combination of these technologies.A Director may withdraw the consent given under this Article 54(g) in accordance with the Corporations Act.
- (h) If a Board meeting is held in 2 or more places linked together by any technology:
  - (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chairperson of the meeting that the Director is discontinuing her or her participation in the meeting; and
  - (ii) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.
- (i) Until otherwise determined by the Board, a quorum for a Board meeting is a majority of the Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting. Each individual present may only be counted once towards a quorum.

---

## **55. Chairperson of the Board**

- (a) Subject to Articles 55(b) and 55(d), the President of the Company will be the chairperson of the Board.
- (b) The Board may remove the chairperson of the Board at any time and elect another Director as chairperson of the Board for any period they resolve, or if no period is specified, until that person ceases to be a Director.
- (c) Subject to Article 55(d), the chairperson of the Board must chair each Board meeting.
- (d) If at a Board meeting, the chairperson is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting, the Directors present must elect one of their number to chair that meeting or part of the meeting.
- (e) A person does not cease to be a chairperson of the Board if that person retires as a Director at a meeting of Members and is re-elected as a Director at that meeting (or any adjournment of that meeting).

---

## **56. Board resolutions**

- (a) Subject to Article 53(a), a resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (b) A chief executive officer of the Company may attend and debate any matters arising at a Board meeting but has no vote on those matters.
- (c) Subject to Article 45 and this Article 56, each Director present in person has one vote on a matter arising at a Board meeting.
- (d) Subject to the Corporations Act, in case of an equality of votes on a resolution at a Board meeting, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in his or her capacity as a Director in respect of that resolution, provided that the chairperson is entitled to vote on the resolution and more than two Directors are present and entitled to vote on the resolution.

---

## **57. Valid proceedings**

- (a) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:
  - (i) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
  - (ii) a person so appointing being disqualified or not being entitled to vote,if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.
- (b) If the number of Directors is below the minimum required by this Constitution, the Board must not act except in emergencies, to appoint Directors up to that minimum number or to call and arrange to hold a meeting of Members.

## Notices

---

### **58. Notices to Members**

- (a) The Company may give Notice to a Member by any of the following means in the Board's discretion:
- (i) delivering it to that Member;
  - (ii) leaving it at, or sending it by post to, the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
  - (iii) sending it to the fax number or electronic address (if any) nominated by that Member for that purpose;
  - (iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
  - (v) any other means permitted by the Corporations Act.
- (b) Where a Member does not have an address in the Register or where the Board believes that a Member is not at the address in the Register, the Company may give Notice to that Member by exhibiting the Notice at the registered office of the Company for a period of 48 hours, unless and until the Member gives the Company written notice of an address for the giving of Notices.
- (c) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.
- (d) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.
- 

### **59. Notice to Directors**

The Company may give Notice to a Director by:

- (a) delivering it to that person;
  - (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
  - (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
  - (d) any other means agreed between the Company and that person.
- 

### **60. Notice to the Company**

A person may give Notice to the Company by:

- (a) leaving it at, or by sending by post to, the registered office of the Company;
- (b) leaving it at, or by sending it by post to, a place nominated by the Company for that purpose;

- (c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;
- (d) sending it to the electronic address (if any) nominated by the Company for that purpose; or
- (e) any other means permitted by the Corporations Act.

---

## **61. Time of service**

- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- (c) A Notice given in accordance with Article 58(a)(iv) is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (d) A Notice given in accordance with Article 58(b) is taken to be given at the commencement of the 48 hour period referred to in that Article.
- (e) A certificate by a Director or Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

---

## **62. Notice requirements**

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, Notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when, the Notice is taken to be given.

## **Patrons of the Company**

---

### **63. Appointment**

- (a) The Board may invite any person or persons to become a patron or patrons of the Company.
- (b) If a person accepts an invitation to become a patron, the Board may appoint the person a patron for such period, on such terms and with such functions as the Board resolves.
- (c) A person who is appointed a patron of the Company will not be a Director by reason of that appointment alone.
- (d) The Board may revoke or vary a person's appointment as a patron at any time and for any reason (including for no reason), notwithstanding the terms of an appointment.

## Winding up

---

### 64. Winding up

On a winding up of the Company, any surplus assets of the Company remaining after the payment of its debts must not be paid to or distributed among the Members, but must be given or transferred to:

- (a) one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before the dissolution of the Company:
  - (i) having object similar to the objects of the Company; and
  - (ii) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company under Article 6; or
- (b) if there are no bodies corporate, associations or institutions which meet the requirements of Article 64(a), to one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before dissolution of the Company, the objects of which are the promotion of charity and gifts to which are allowable deductions under the Income Tax Assessment Act 1997 (Cth); or
- (c) if the Members do not make a selection pursuant to Article 64(a) or 64(b) for any reason, to one or more bodies corporate, associations or institutions meeting the requirements of either Article 64(a) or 64(b) selected by the Board, subject to Board obtaining court approval under the Corporations Act to exercise this power.