

CONSTITUTION
OF THE RSA AUSTRALIA AND
NEW ZEALAND

JANUARY 2012

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CONSTITUTION OF THE RSA AUSTRALIA AND NEW ZEALAND in this constitution referred to as the “Company”

1. PRELIMINARY

1.1 Company limited by guarantee

The Company is limited by guarantee and the liability of Members is limited as provided in this document.

1.2 Objects of the Company

The Company has been established as a charity with the object of furthering the work of the RSA by:

- a) assisting the RSA to preserve and enhance the reputation, history, heritage and public awareness of the RSA and the RSA’s achievements in the fields of Arts, Manufactures and Commerce, both internationally and within Australia and New Zealand;
- b) raising funds for its activities in Australia and New Zealand;
- c) encouraging the broader community to make donations to the charitable works of the RSA in general and the Company in particular;
- d) providing opportunities to refine art, enlarge science, embolden enterprise, extend commerce, improve manufactures and enhance knowledge in Australia and New Zealand;
- e) assisting disadvantaged and marginalised persons to continue learning;
- f) rewarding excellence in arts, manufactures and commerce;
- g) providing a hub for RSA Fellows in Australia and New Zealand;
- h) encouraging interaction between Fellows locally, regionally and globally; and
- i) identifying, supporting and funding relevant projects and initiatives.

1.3 Application of income and property

Subject to rules 1.4 and 9 and 10, the Company must apply its income solely towards promoting the objects of the Company as stated in rule 1.2. No part of the Company’s income

may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to Fellows.

1.4 Certain payments allowed

Rule 1.3 does not prevent the payment of reasonable remuneration to any officer or employee of the Company or to any Fellows of the Company or other person in return for service rendered to the Company. In addition rule 1.3 does not prevent the Company paying to a Fellow:

- a) interest on money lent by the Fellow to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- b) reasonable remuneration for goods supplied by the Fellow to the Company in the ordinary course of business; and
- c) reasonable rent for premises lent by the Fellow to the Company.

1.5 Replaceable rules

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

1.6 Definitions

The following definitions apply in this document:

Act means the Corporations Act 2001 (Cth)

Alternate means an alternate Director appointed under rule 4.1

Appointor in relation to an Alternate, means the Director who appointed the Alternate.

Australia means the Commonwealth of Australia including all its States, Territories and Dependencies.

Board means the Directors acting collectively under this document.

Company means the company named at the beginning of this document.

Director means a person who is, for the time being, a director of the Company including, where appropriate, an Alternate.

Fellow means a member, the expressions Member and Fellow being used interchangeably in this constitution. The expression Fellow means and includes a person who has been admitted as a Life Fellow.

Life Fellow means a Fellow who the Company has agreed to accord the status of a Life Fellow and who has paid the appropriate subscription to the Company or to the RSA.

Member means a person whose name is entered in the Register as a member of the Company.

New Zealand means the Commonwealth of New Zealand and all of its Dependencies.

Ordinary resolution means a resolution passed at a meeting of Fellows by a majority of the Fellows present in person or by proxy and voting at the meeting.

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

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

RSA means the **Royal Society for the encouragement of Arts, Manufactures and Commerce** of 8 John Adam Street, London WC2N 6EZ, a charity registered with the Charity Commissioners for England and Wales (No. 212424).

Special resolution means a resolution of which notice as set out in rule 12 has been given and that has been passed by at least 75% of the votes cast by Fellows entitled to vote either in person or by proxy on the resolution.

1.7 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply:

- a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body or persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- b) A singular word includes the plural, and vice versa.
- c) A word which suggests one gender includes the other genders.
- d) If a word is defined, another part of speech has a corresponding meaning.
- e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

- f) The word agreement includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- h) A reference to a power is also a reference to authority or discretion.
- i) A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form.
- j) A word (other than a word defined in rule 1.6) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.
- k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.
- l) A reference to a person includes an individual, company, trust, charity, partnership, unincorporated association, statutory body, or any government or government agency.

2. FELLOWSHIP

2.1 Fellowship

Subject to rules 2.4 and 2.5, the Fellows are

- a) the initial Fellows named in the application for the Company's registration; and
- b) any other person the Board admits to Fellowship as a Fellow or a Life Fellow.

2.2 Any person is eligible to be a Fellow provided that the Board is satisfied that:

- a) such person has attained the age of 18 years;
- b) such person is a person of eminence, demonstrable achievement, and is committed to the advancement of the objects of the Company by reason of his or her qualification, achievement or position;
- c) the person has been nominated either by 2 referees (at least one of whom is a Fellow) or by the Board; and
- d) the person complies with the Company's admissions policy.

2.3 Limited liability of Fellows

If the Company is wound up, each Fellow undertakes to contribute to the assets of the Company up to an amount not exceeding One Dollar (\$1.00) for payment of the debts and liabilities of the Company including the costs of winding up. This undertaking continues for one (1) year after a person ceases to be a Fellow.

2.4 Resigning as a Fellow

A Fellow may resign from the Company by giving written notice to the Board.

2.5 Expelling a Fellow

- a) The Board may, by ordinary resolution, expel from the Company any Fellow:
 - (i) who does not comply with this document or any by-laws, rules or regulations of the Company; or
 - (ii) whose conduct in the opinion of the Board is prejudicial to the interests of the Company; or
 - (iii) who owes to the Company any debt, whether for a subscription or otherwise which is more than 90 days overdue for payment.

and may remove that Fellow's name from the Register.

- b) At least 21 days before the Board holds a Board meeting to expel a Fellow, the Board must give a written notice to the Fellow which states:
 - (i) the allegations against the Fellow;
 - (ii) the proposed resolution for the Fellow's expulsion;
 - (iii) that the Fellow has an opportunity at the meeting to address the allegations either orally or in writing; and
 - (iv) that if the Fellow notifies the Secretary in writing at least 48 hours before the meeting, the Fellow may elect to have the question of that Fellow's expulsion dealt with by the Company in general meeting.
- c) If the Fellow gives the Secretary a notice under rule 2.5(b)(iv), a Fellow may only be expelled and their name may only be removed from the Register where:
 - (i) a general meeting is held to expel a Fellow; and
 - (ii) a resolution is passed at the meeting by a majority of two-thirds of those present and voting for the Fellow to be expelled. The vote must be taken by ballot.

- d) A Fellow expelled from the Company does not have any claim on the Company, its funds or property.

3. DIRECTORS

3.1 Number of Directors

- a) The Company must have at least three (3) Directors and, until otherwise decided by ordinary resolution, not more than eight (8) Directors.
- b) The Board shall consist of:
 - (i) a number of Directors as determined in accordance with rule 3.1(0 elected by the Fellows; and
 - (ii) One (1) Director appointed by the RSA, but only if the RSA decides to exercise its right to appoint a person as a Director.
- c) The number of Directors to be elected by the Fellows will be three (3) unless and until the Board determines otherwise by:
 - (i) passing an ordinary resolution that a different number of Directors are to be elected; and
 - (ii) notifying the Fellows that a different number of Directors are to be elected in the notice given to the Fellows under rule 12.3.

Each such determination shall be effective for the purposes of electing Directors at the annual general meeting to which the notice given under rule 3.1(c)(ii) relates and at each subsequent annual general meeting until such time as the Board determines a different number of Directors to be elected in accordance with this rule 3.1(c). For the avoidance of doubt, an ordinary resolution by the Board under this rule 3.1(c) does not affect the requirement for Directors to retire under rule 3.6.

3.2 Fellowship qualification

A Director must be a Fellow of the Company. Neither the auditor of the Company nor any partner or employee of the auditor is eligible to act as a Director.

3.3 Appointment by the Board

Subject to this document, section 201E of the Act and to the maximum number of Directors under rule 3.1 not being exceeded, the Board may appoint a person to be a Director to fill a casual vacancy at any time except during a general meeting. Any Director so appointed:

- a) automatically retires at the next annual general meeting and is eligible for re-election at that annual general meeting or to fill a casual vacancy subsequent to that annual general meeting; and

- b) is not taken into account in deciding the rotation or retirement of Directors or the number of them to retire under rule 3.6 at that general meeting.

3.4 Election by general meeting

Subject to this document, section 201E of the Act and to the maximum number of Directors under rule 3.1 not being exceeded, the Fellows may elect Directors by passing an ordinary resolution of the Company. A Director appointed to replace one removed from office under rule 3.10 must retire when the Director replaced would have been required to retire if not removed and is eligible for re-election.

3.5 Eligible candidates

The Company in general meeting cannot validly elect a person as a Director unless:

- a) the person retires under rule 3.3, 3.4 or 3.6 and seeks re-election;
- b) the Board recommends the appointment; or
- c) at least 28 days prior to the meeting, the Company received both:
 - (i) a nomination of the person by at least 2 Fellows (other than the person); and
 - (ii) a consent to act as a Director signed by the person.

3.6 One third of Directors retire annually

At each annual general meeting:

- a) one third (or if that is not a whole number, the whole number nearest to one third) of the Directors who are not:
 - (i) appointed, and required to retire, under rule 3.3 (a);
 - (ii) Directors only because they are Alternates; and

subject to this document, any Director who would, if that Director remained in office until the next annual general meeting, have held that office for more than 3 years, must retire from office and is eligible for re-election.

3.7 Selection of Directors to retire

The Directors who are to retire under rule 3.6 are those who have held office the longest since last being elected or appointed. If two (2) or more Directors have been in office for the same period, those Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

3.8 Time of retirement

A Director's retirement under rule 3.3 or 3.6 takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

3.9 Cessation of Director's appointment

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

- a) is not permitted by the Act (or an order made under the Act) to be a director;
- b) becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206F or 206G of the Act;
- c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- d) fails to attend 3 consecutive Board meetings (either personally or by an Alternate) without leave of absence from the Board;
- e) resigns by notice in writing to the Company;
- f) ceases to be a Fellow; or
- g) is removed from office under rule 3.10.

3.10 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, the Company by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to the power of the Members to remove a Director as set out in section 203D of the Act.

3.11 Too few Directors

If the number of Directors is reduced below the minimum required by rule 3.1, the continuing Directors may act as the Board only;

- a) to appoint Directors up to that minimum number;
- b) to convene a meeting of Fellows; and
- c) in emergencies.

3.12 Term of Office

Subject to this document, each Director shall be elected or appointed for a term of 3 years. A Director may serve a maximum of three (3) consecutive terms (i.e. nine (9) years) in office and shall not be eligible to be re-appointed as a Director unless at least one (1) year has elapsed since such person was last a Director or the Board determines by ordinary resolution that despite this rule the Director shall be eligible for re-election.

4. ALTERNATE DIRECTORS

4.1 Appointment of Alternates

Subject to rule 3.2, a Director (other than an Alternate) may appoint a person who is approved in writing in advance by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as Director.

4.2 Notice of Board meetings

If the Appointor requests the Company to give the Alternate notice of Board meetings, the Company must do so. Unless the Appointor has requested it, the Company need not give notice of Board meetings to an Alternate.

4.3 Obligations and entitlements of Alternates

An Alternate:

- a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;
- b) if also a Director, has a separate right to vote as Alternate;
- c) if Alternate for more than one (1) Appointor, has a separate right to vote in place of each Appointor;
- d) when acting as Alternate, is an officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointor as a Director; and
- e) with the approval of the Board, is entitled to reasonable traveling, accommodation and other expenses incurred in attending meetings of the Board or of the Company on the same basis as other Directors but is not entitled to any other remuneration from the Company (but the Appointor may further remunerate the Alternate).

4.4 Termination of appointment

The Appointor may at any time revoke the appointment of a person as an Alternate whether or not that appointment is for a specified period. Any appointment of an Alternate immediately ceases if:

- a) the Appointor ceases to be a Director; or
- b) an event occurs which would cause the Alternate to cease to be a Director under rule 3.9 if the Alternate were a Director.

4.5 Appointments and revocations in writing

The Appointor must appoint, and revoke the appointment of, any Alternate in writing. The appointment or revocation is not effective until a copy is provided to the Company.

5. POWERS OF THE BOARD

5.1 Powers generally

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

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

5.2 Exercise of powers

A power of the Board can be exercised only:

- a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 11; or
- b) in accordance with a delegation of the power under rule 7.

6. EXECUTING NEGOTIABLE INSTRUMENTS

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

7. DELEGATION OF BOARD POWERS

7.1 Power to delegate

The Board may delegate any of its powers except the power of delegation, to:

- a) a committee;
- b) a Director;
- c) an employee or advisor of the Company; or
- d) an attorney.

7.2 Power to revoke delegation

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

7.3 Terms of delegation

A delegation of powers under rule 7.1 may be made:

- a) for a specified period or without specifying a period; and
- b) on the terms and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

7.4 Proceedings of committees

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

8. DIRECTORS' DUTIES AND INTERESTS

8.1 Compliance with duties under the Act

Each Director must comply with sections 180 to 183 of the Act.

8.2 Director not disqualified from holding other offices etc.

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

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

8.3 Disclosure of interests

Each Director must comply with section 191 of the Act.

8.4 Director interested in a matter

- a) A Director who has a material personal interest in a matter that is being considered by the Board must comply in all respects with the provisions of sections 191 to 193 and 195 of the Act, and in particular, must not be present while the matter is being considered at the meeting, or vote on the matter.
- b) Subject to rule 8.4 (a), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director who was not entitled to vote in the matter by reason of a material personal interest; if without the vote of that Director, and that Director being counted in the quorum the decision has been made by a majority of the Directors at a quorate meeting.
- c) Rule 8.4 (b) does not permit a Director to keep any benefit that may be conferred upon him or her by or resolution of the Directors or of a committee of Directors if, but for rule 8.4 (b), the resolution would have been void, or if the Director has not complied with rule 8.4 (a).

8.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- a) fails to make disclosures of an interest; or
- b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

8.6 Obligation of secrecy

Every Director and Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:

- a) in the course of duties as an officer of the Company;
- b) by the Board or the Company in general meeting; or

- c) by law.

The Company may require a Director, Secretary, auditor, trustee, committee, Fellow or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Company.

9. DIRECTORS' REMUNERATION

9.1 Restrictions on payments to Directors

Subject to rule 9.2 and rule 10, the Company must not pay fees or other remuneration to a Director.

9.2 Restrictions to Directors with Board approval

With the approval of the Board, the Company may pay to a Director:

- a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- b) reasonable remuneration for any service rendered by the Director to the Company;
- c) reasonable remuneration where the Director is an employee of the Company and the terms of employment have been approved by the Board;
- d) interest on money lent by the Director to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- e) reasonable remuneration for goods supplied by the Director to the Company in the ordinary course of business; and
- f) reasonable rent for premises leased by the Director to the Company.

Provided that at no time shall more than half of the Directors be in receipt of payments under rule 9.2 (b), (c) or (e) in any financial year.

10. OFFICERS' INDEMNITY AND INSURANCE

10.1 Indemnity

Subject to and so far as permitted by the Act:

- a) the Company must, to the extent the person is not otherwise indemnified, indemnify every officer of the Company and its wholly owned subsidiaries and may indemnify its auditor against a Liability incurred as such an officer or auditor to a person (other than the Company or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Company or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
- b) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or liquidator.

In this rule, the expression “Liability” means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or liquidator.

10.2 Insurance

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

10.3 Former officers

The indemnity in favour of officers under rule 10.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

10.4 Deeds

Subject to the Act, without limiting a person’s rights under this rule 10, the Company may enter into a deed or agreement with a person who is or has been an officer of the Company or any of the Company’s subsidiaries, to give effect to the rights of the person under this rule 10 on any terms and conditions that the Board thinks fit.

11. BOARD MEETINGS

11.1 Convening Board meetings

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

11.2 Notice of Board meetings

The convener of each Board meeting:

- a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to:
 - (i) each Director who is in Australia or New Zealand; and
 - (ii) each Alternate in respect of whom the Appointor has given notice under rule 4.2 requiring notice of Board meetings to be given to that Alternate or whose Appointor is not given notice due to being outside Australia or New Zealand; and
- b) may give that notice orally (including by telephone) or in writing,

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

11.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear or be heard by each other Director participating or in any other way permitted by section 248D of the Act. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of 2 or more places, at the place where the chairman of the meeting is located.

11.4 Chairing Board meetings

- a) The Board shall elect a Director to chair its meetings with such Directors holding the office of chairman for a term of three (3) years. If there is no chairman of Directors or the chairman is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director who is present to chair the meeting. The Board shall elect a Director to act as a vice-chairman, with such Director holding the office of vice-chairman for a term of three (3) years.
- b) A Director may serve as chairman or vice-chairman for a maximum of three (3) consecutive terms (i.e. nine (9) years) in office and shall not be eligible to be re-appointed as chairman or vice-chairman (as applicable) unless:
 - (i) at least one (1) year has elapsed since such person was last chairman or vice-chairman; or
 - (ii) the Board determines by ordinary resolution that despite this rule the Director shall be eligible for re-election as chairman or vice-chairman (as applicable) for an additional term of three (3) years. At the expiry of that additional term the Board is not entitled to pass another resolution to further extend their term and the person must retire chairman or vice-chairman (as applicable).

11.5 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is a majority of Directors. A quorum must be present for the whole meeting. An Alternate who is also a Director or a person who is an Alternate for more than one (1) Appointor may only be counted once toward a quorum. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D of the Act, the Board must resolve the basis on which Directors are treated as present.

11.6 Majority decisions

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

11.7 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

11.8 Written resolution

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

11.9 Additional provisions concerning written resolutions

For the purpose of rule 11.8:

- a) two (2) or more separate documents in identical terms, each of which is signed by one (1) or more Directors, are treated as one document;
- b) signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the documents.
- c) signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and
- d) a facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

11.10 Valid proceedings

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

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

12. MEETINGS OF FELLOWS

12.1 Annual general meeting

The Company must hold an annual general meeting as required by section 250N of the Act.

12.2 Calling meetings of Fellows

A meeting of Fellows may be convened at any time by the Board or a Director, and must be convened by the Board when required by section 249D or 250N of the Act or by order made under section 249G of the Act.

12.3 Notice of meeting

Subject to rule 12.4, at least 21 days written notice of a meeting of Fellows must be given individually to:

- a) each Fellow (whether or not the Fellow is entitled to vote at the meeting);
- b) each Director (other than an Alternate); and
- c) to the auditor.

The notice of meeting must comply with section 249L of the Act and may be given in any matter permitted by section 249J(3) of the Act.

12.4 Short notice

Subject to sections 249H(3) and (4) of the Act:

- a) if the Company has elected to convene a meeting of Fellows as the annual general meeting, if all the Fellows entitled to attend and vote agree; or
- b) otherwise, if Fellows who together have power to cast at least two-thirds of the votes that may be cast at the meeting agree,

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

12.5 Postponement of cancellation

Subject to sections 249D(5) and 250N of the Act, the Board may:

- a) postpone a meeting of Fellows;
- b) cancel a meeting of Fellows; or
- c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

12.6 Fresh notice

If a meeting of Fellows is postponed or adjourned for one (1) month or more, the Company must be given new notice of the resumed meeting.

12.7 Technology

The Company may hold a meeting of Fellows at two (2) or more venues using any technology that gives the Fellows as a whole a reasonable opportunity to participate.

12.8 Accidental omission

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

13. PROCEEDINGS AT MEETINGS OF FELLOWS

13.1 Fellows present at meeting

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

13.2 Quorum

The quorum for a meeting of Fellows is ten (10) Fellows other than Fellows who are Directors, present in person or by proxy. Each individual present may only be counted once toward a quorum. If a Fellow has appointed more than one (1) proxy or representative only one (1) of them may be counted towards a quorum.

13.3 Quorum not present

If a quorum is not present within 15 minutes after the time for which a meeting of Fellows is called:

- a) if called as a result of a request of Fellows under section 249D of the Act, the meeting is dissolved; and
- b) in any other case:

- (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to Fellows, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
- (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

13.4 Chairing meetings of Fellows

The Director elected by the Board to chair Board meetings will also chair meetings of Fellows unless:

- a) there is no Director who the Board has elected to chair Board meetings for the time being; or
- b) the Director appointed to chair Board meetings is not present at the time for which a meeting of Fellows is called or is not willing to chair the meeting,

in which case the Fellows present at the meeting of Fellows must elect a Director present to chair the meeting.

13.5 Attendance at general meetings

- a) Every Fellow has the right to attend and speak at all meetings of Fellows.
- b) Every Director has the right to attend and speak at all meetings of Fellows.
- c) The auditor (if any) has the right to attend any meeting of Fellows and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

13.6 Adjournment

Subject to rule 12.6, the chairman of a meeting of Fellows at which a quorum is present:

- a) may; and
- b) must, if directed by ordinary resolution of the meeting,

adjourn it to another time and place.

13.7 Business at adjourned meetings

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

14. PROXIES, ATTORNEYS AND REPRESENTATIVES

14.1 Appointment of proxies

A Fellow may appoint a proxy and attend and act for a Fellow at a meeting of Fellows. An appointment of a proxy must be made in written notice to the Company:

- a) that complies with section 250A(1) of the Act; or
- b) in any other form and mode that is, and is signed or acknowledged by the Fellow in a manner, satisfactory to the Board.

14.2 Fellow's attorney

A Fellow may appoint an attorney to act, or to appoint a proxy to act, at a meeting of Fellows. The power of attorney must be signed in the presence of at least one witness.

14.3 Deposit of proxy forms and powers of attorney

An appointment of a proxy or an attorney is not effective for a particular meeting of Fellows unless:

- a) in the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- b) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

14.4 Standing appointments

A Fellow may appoint a proxy, attorney or representative to act at a particular meeting of Fellows or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a Fellow.

14.5 Suspension of proxy or attorney's powers if Fellow present

A proxy or attorney has no power to act for a Fellow at a meeting at which the Fellow is present. A proxy has no power to act for a Fellow at a meeting at which the Fellow is present by attorney.

14.6 Priority of conflicting appointments of attorney or representative

If more than one attorney or representative appointed by a Fellow is present at a meeting of Fellows and the Company has not received notice of revocation of any of the appointments:

- a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- b) subject to rule 14.6(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

14.7 More than one (1) current proxy appointment

An appointment of proxy by a Fellow is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that Fellow which would result in there being more than one (1) proxy of that Fellow entitled to act at a meeting. The appointment or proxy made first in time is the first to be treated as revoked or suspended by this rule.

14.8 Continuing authority

An act done at a meeting of Fellows by a proxy, attorney or representative is valid even if, before the act is done, the appointing Fellow:

- a) dies or becomes mentally incapacitated;
- b) becomes bankrupt or insolvent; or
- c) revokes the appointment of the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

15. ENTITLEMENT TO VOTE

15.1 Number of votes

Each Fellow:

- a) has one (1) vote on a show of hands or a poll; and
- b) a Fellow who is present and entitled to vote and who is also a proxy, attorney or representative of another Fellow has:
 - (i) one (1) vote on a show of hands for each of him or her self and for each Fellow for whom the Fellow is present as a proxy, attorney or representative of another Fellow.

- (ii) one (1) vote on a poll for each of him or her self and for each Fellow for whom the Fellow is present is a proxy, attorney or representative of another Fellow.

15.2 Casting vote of chairman

The chairman of a meeting of Fellows does not have a casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

15.3 Voting restrictions

If the Act requires that a Fellow is not to vote on a resolution, or that a vote cast by that Fellow is to be disregarded, in order for the resolution to have an intended effect, that Fellow has no right to vote on that resolution; and the Company must not count any votes purported to be cast by that Fellow. If a proxy purports to vote in a way or in circumstances that contravene section 250A(4) of the Act, on a show of hands the vote is invalid and the Company must not count it and on a poll rule 16.3(c) applies.

15.4 Decision on right to vote

A Fellow or Director may challenge a person's right to vote at a meeting of Fellows. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman, whose decision is final.

16. HOW VOTING IS CARRIED OUT

16.1 Method of voting

A resolution put to the vote at a meeting of Fellows must be decided on a show of hands unless a poll is demanded under rule 16.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

16.2 Demand for a poll

A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:

- a) at least 2 Fellows entitled to vote on the resolution; or
- b) the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

16.3 When and how polls must be taken

If a poll is demanded:

- a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 16.3(c), in the manner that the chairman of the meeting directs;
- b) in all other cases, the poll must be taken at the time and place and, subject to rule 16.3(c), in the manner that the chairman of the meeting directs;
- c) votes which section 250A(4) of the Act requires to be cast in a given way must be treated as cast in that way;
- d) a person voting who has the right to cast two (2) or more votes need not cast all those votes and may cast those votes in different ways; and
- e) the result of the poll is the resolution of the meeting at which the poll was demanded.

17. SECRETARY

17.1 Appointment of Secretary

The Board:

- a) must appoint at least one (1) individual who may or may not be a Director; and
 - b) may appoint more than one (1) individual, any of which may or may not be Directors,
- to be a Secretary either for a specified term or without specifying a term.

17.2 Terms and conditions of office

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

17.3 Cessation of Secretary's appointment

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

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

- e) is removed from office under rule 17.4.

17.4 Removal from office

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

18. MINUTES

18.1 Minutes must be kept

The Board must cause the Company to keep minutes of:

- a) proceedings and resolutions of meetings of the Company's Fellows;
- b) the names of Directors present at each Board meeting or committee meeting;
- c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 7);
- d) resolutions passed by Directors without a meeting; and
- e) disclosures and notices of Directors' interests,

to be kept in accordance with sections 191, 192 and 251A of the Act.

18.2 Minutes as evidence

A minute recorded and signed in accordance with section 251A of the Act is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

18.3 Inspection of minute books

The Company must allow Fellows to inspect, and provide copies of, the minute books for the meetings of Fellows in accordance with section 251B of the Act.

19. COMPANY SEALS

The Company will not have a common seal.

20. FINANCIAL REPORTS AND AUDIT

20.1 Company must keep financial records

The Board must cause the Company to keep written financial records that:

- a) correctly record and explain its transactions (including transactions undertaken as trustee) and the financial position and performance; and
- b) would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the auditor (if one has been appointed) to inspect those records at all reasonable times.

20.2 Financial reporting

The Board must cause the Company to prepare a financial report and a Directors' report that comply with Part 2M.3 of the Act and must report to Fellows in accordance with section 314 of the Act no later than the deadline set by section 315 of the Act.

20.3 Audit

If required by the Act, the Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by sections 324 to 331 and 1280 and 1289 of the Act.

20.4 Conclusive reports

Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within 3 months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

20.5 Inspection of financial records and books

Subject to rule 18.3 and section 247A of the Act, a Fellow who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by ordinary resolution of Fellows.

21. REGISTER OF FELLOWS

21.1 The Company must set up and maintain a register of Fellows

In accordance with section 169 of the Act, the Register must contain the following information:

- a) the name and address of each Fellow;
- b) the date on which the entry of the Fellow's name in the Register is made;
- c) the name and details of each person who stopped being a Fellow within the last five (5) years;
- d) the date on which the person stopped being a Fellow; and

- e) an index of Fellows' names if the Company has more than fifty (50) Fellows and the Register itself is not kept in a form that operates effectively as an index.

22. WINDING UP

If the Company is wound up any surplus property must not be paid to Fellows but must be paid or transferred to the RSA or, with the prior written approval of the RSA, another corporation which complies with section 150(1) of the Act.

23. NOTICES

23.1 Notices by Company

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

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

23.2 Overseas Fellows

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

23.3 When notice is given

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

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

- (i) within Australia or New Zealand – two (2) business days after posting; or
- (ii) from Australia to a place outside Australia – ten (10) business days after posting, or
- (iii) from New Zealand to a place outside of New Zealand – ten (10) business days after posting.

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

23.4 Business days

For the purposes of rule 23.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

23.5 Counting days

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

23.6 Notices to “lost” Fellows

If:

- a) on two (2) or more consecutive occasions a notice is served on a Fellow in accordance with this rule is returned unclaimed or with an indication that the Fellow is not known at the address to which it is sent; or
- b) the Board believes on other reasonable grounds that a Fellow is not at the address shown in the Register or notified to the Company under rule 23.2,

the Company may give effective notice to that Fellow by exhibiting the notice at the Company’s registered office for at least 48 hours.

This rule ceases to apply if the Fellow gives the Company notice of a new address.

SIGNED by each person who consents to become a Fellow of the Company with effect from registration as evidence of that person's agreement to the terms of this constitution.

Signature of person who consents to be a Fellow	Signature, occupation and address of witness