

CORPORATIONS ACT, 2001
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
of
GP CREW LIMITED

1. INTERPRETATION

1.1 This Constitution

This Constitution contains clauses setting out the manner in which the Members of the Company have agreed to conduct the internal administration of the Company.

1.2 Replaceable Rules

This Constitution takes the place of the Replaceable Rules.

1.3 Definitions

In this Constitution, unless the context otherwise requires:

AGM means Annual General Meeting;

Appointed Director means a Director appointed by the Board under clause 6.8;

Associate Member means a member of the Company who is a General Practitioner or a retired General Practitioner who does not qualify to be an Ordinary Member under the definition in this Constitution.

Associated Party means each of the following:

- (a) the Company;
- (b) Any Related Body Corporate of the Company;
- (c) Any other body corporate, trust or entity promoted by the Company or in which the Company has an interest of any kind.

Board means the Board of Directors of the Company;

Company means GP Crew Limited;

Constitution means this constitution and any supplementary, substituted or amended constitution being in force from time to time;

Designated Area means the geographic area within the post codes of 2015, 2017, 2018, 2019, 2020, 2024, 2031, 2032, 2034, 2035 and 2036;

Director mean a person who is elected or appointed to that position in accordance with the Constitution and is acting in that capacity;

EGM means Extraordinary General Meeting;

Elected Director means a Director elected by the Members under clause 6.1(b)(i);

ESML means Eastern Sydney Medicare Local Limited;

Executive means collectively the President, Vice President and Treasurer each of whom shall be elected by the Board in accordance with this Constitution;

Foundation Members means the members of the Company who as at 30 June 2012 have paid a joining fee to be a member of the South Eastern Sydney Eastern Division of General Practice.

General Practitioner means a “medical practitioner” as defined in Section 3 of the Health Insurance Act 1973 (Cth) including any amendment or re-enactment of the same or any legislation passed in substitution and whose practice involves the provision of primary, continuing and comprehensive whole-patient care to individuals, families and their community;

Immediate Past President means the person who held the office of President immediately prior to the then current President;

Law means the Corporations Act 2001 or any statutory modification, amendment or re-enactment in force and any reference to any section, part or division is to that provision as so modified, amended or re-enacted;

Member means a person admitted by the Board as an Ordinary Member or Associate Member of the Company;

Nominations Committee means the Nominations Committee constituted from time to time under clause 6.10;

Ordinary Member means a Member of the Company who is a General Practitioner who practises for at least one Session per week averaged over each 12 month period from 1 July to 30 June in a location which is within the area of the Designated Area;

President means the President elected by the Board in accordance with this Constitution;

Register means the register of Members kept by the Company under the Law;

Related Body Corporate has the same meaning as is ascribed to it in the Law;

Replaceable Rule has the same meaning as is ascribed to it in the Law;

Seal means the common seal of the Company;

Secretary means any person appointed to perform the duties of a Secretary of the Company and includes an honorary Secretary;

Session means three (3) hours;

Skills Gap means any gap in skills, qualifications or experience on the Board for the 12 months commencing at the end of an annual general meeting, taking into account those Directors who will be retiring at that annual general meeting and at the subsequent Board meeting.

Skills Matrix means a documented matrix of existing and desired competencies, skills and/or experience on the Board adopted from time to time by the Nominations Committee, taking into account:

- (a) the skills required for ensuring the Company remains governed by a skills-based Board consisting of Directors having appropriate competencies, skills and experience to achieve the objects of the Company;
- (b) the Company's needs and objectives for the next year in all relevant areas including knowledge of local healthcare providers and the local community, business management, accounting and legal issues;
- (c) achievement of the objects and outcomes which the Company is funded to achieve by the Commonwealth;
- (d) the proper governance of the Company; and
- (e) any other relevant matters from time to time.

State means the State of New South Wales;

Teleconference Meeting of the Board means the contemporaneous linking together by telephone, radio or other form of instantaneous audio and visual communication of a number of members of the Board constituting not less than the quorum required for the purpose of this Constitution whether or not one or more members of the Board is outside the Commonwealth of Australia.

1.4 Meaning of words

In this constitution, unless the context otherwise requires:

- (a) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (b) word or expressions contained in this Constitution shall be interpreted in accordance with the provision of the Corporations Law and the Law as in force at the date of which this Constitution become binding on the Company ;
- (c) persons include companies and corporations and vica versa;
- (d) the masculine gender includes the feminine gender and vica versa; and
- (e) the singular number includes the plural number and vica versa.

2. PURPOSE OF COMPANY

The principal objects for which the Company is formed are to promote the prevention and control of diseases in human beings through programs and activities that:

- (a) maintain and improve the standards of practice of General Practitioners;
- (b) establish quality assurance programs for General Practitioners;
- (c) develop partnerships and ensure closer working relationship between General Practitioners, the hospitals in the Designated Area, any health services established in the Designated Area, government departments involved in health care administration and consumer groups;
- (d) involve General Practitioners in the development of policies, procedures and strategies to ensure continuity of care as patients move between the community and hospital;
- (e) facilitate patient access to General Practitioners instead of hospital based services where appropriate;
- (f) facilitate access to hospitals by General Practitioners;
- (g) develop educational programs in conjunction with all relevant and interested parties;
- (h) create networks of local General Practitioners for the purpose of service delivery, health promotion, disease prevention and research;

- (i) facilitate preventative health activities by General Practitioners;
- (j) improve and facilitate continuing medical education activities for General Practitioners particularly those relevant to interface between hospital based and community based practice;
- (k) promote continuity of care in the area of chronic complex illnesses;
- (l) foster, cultivate and encourage fellowship, understanding and co-operation between General Practitioners;
- (m) form a bond of union among General Practitioners;
- (n) to be a member of and collaborate with the ESML;
- (o) To generate income from the conduct of the Company's objects and from sponsorships by third parties in order to support the charitable activities of the Company or other activities that might be carried on by the Company.
- (p) To participate and support other associations with similar objectives as the Company as the board deems appropriate.
- (q) To act as an advocate on behalf of the Members.

3. MEMBERS

3.1 Eligibility to apply to be a Members

- (a) Any person is eligible to apply to become an Ordinary Member who meets the definition of "Ordinary Member" in this Constitution.
- (b) Any person is eligible to apply to become an Associate Member who meets the definition of "Associate Member" in this Constitution.

3.2 Application for membership

An application for membership must comply with the following requirements:

- (a) It must be accompanied with the joining fee (as determined by the Board) as at the date of application.
- (b) It must be signed by or on behalf of the applicant.
- (c) It must be accompanied by such documents or evidence as to qualification for membership applied for as the Board may determine from time to time.

For the avoidance of doubt, Foundation Members do not need to apply to be a Member of the Company or pay the joining fee to be a Member of the Company.

3.3 Admission for membership

- (a) The Board must consider an application for membership as soon as practicable after its receipt and determine, in its absolute discretion, the admission or rejection of the applicant.
- (b) The Board does not have to give reasons for rejecting an application.
- (c) If an application is accepted for membership the Secretary must notify the applicant of admission and the name and details of the applicant must be entered into the Register.

3.4 Entitlement of Members

Subject to payment of the annual membership fee as determined by the Board:

- (a) Ordinary Members shall have all rights conferred on a Member by this Constitution including:
 - (1) the right to receive notices, attend and to vote at all meetings of the Company; and
 - (2) the eligibility to stand for election as a Director.
- (b) Associate Members shall have all rights conferred on a Member by this Constitution including the right to receive notices and to attend all meetings of the Company but shall not be:
 - (1) entitled to vote at meetings of the Company; nor
 - (2) eligible to stand for election as a Director.

3.5 Disciplining of Members

- (a) Subject to clauses 3.3(b) and 3.3(c), the Board has the power by resolution to censure, fine, suspend or expel a Member from the Company if such Member shall:
 - (1) wilfully refuse or neglect to comply with the provision of the Constitution of the Company; or
 - (2) be guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests, image or welfare of the Company; or

- (3) make public statements which in the opinion of the Board are damaging to the reputation of the Company or its Board; or
 - (4) fail to pay to the Company any moneys due by the Member to the Company after due notice has been given.
- (b) At least one week before the meeting of the Board at which a resolution in accordance with clause 3.3(a) is proposed the Board must give written notice to the Member:
- (1) advising the Member of the date, time and place of the meeting;
 - (2) the general nature of what is alleged against him; and
 - (3) the intended resolution is proposed by the Board.
- (c) At such meeting before the passing of any resolution in relation to a Member, the Member must be given an opportunity of giving orally or in writing any explanation or defence he may think fit.

3.6 Cessation of Membership

A Member shall cease to be a Member of the Company and his name be deleted from the Register of Members if the Member;

- (a) dies;
- (b) resigns as a Member by notice in writing to the Company;
- (c) is expelled from the Company in accordance with Clause 3.3 above;
- (d) (in the case of an Ordinary Member) ceases to meet the definition of "Ordinary Member" in this Constitution; or
- (e) (in the case of an Associate Member) ceases to meet the definition of "Associate Member" in this Constitution.

3.7 Membership not transferable

A Member's rights, privileges and benefits of membership are personal to the Member and membership of the Company is not transferable, other than by operation of law.

3.8 Compliance

All Members must comply with the provisions of this Constitution.

3.9 Register of Members

- (a) A register of Members of the Company must be kept in accordance with the Law.
- (b) The following details must be entered in the Register in respect of each member:
 - (1) the full name of the Member;
 - (2) the registered address of the Member; and
 - (3) the date on which the entry of the Member's name in the Register is made.
- (c) The Register must also show the following information, which may be kept separately from the rest of the Register:
 - (1) the name and details of each person who stopped being a Member within the last 7 years; and
 - (2) the date on which each such person stopped being a Member.
- (d) The Company may also keep further registers recording other information about Members that is not required to be kept under the Law.
- (e) Each Member must notify the Secretary in writing of any change in its name, address, telephone or fax number or email address within one month after the change.

3.10 Non Profit

The assets and income of the Company shall be applied solely in furtherance of the Company's objectives and no portion shall be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

4. GENERAL MEETINGS

4.1 Annual General Meeting

An AGM of the Company shall be held in accordance with the provision of the Law. All general meetings, other than an AGM shall be called an EGM.

4.2 Convening of an EGM

Any Director, whenever he or she thinks fit, may convene an EGM. An EGM shall be convened on such requisition or in default may be convened by such requisitions as

provided by the Law.

4.3 Period of Notice of Meetings

- (a) Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, at least twenty one (21) days notice shall be given to such Members as are entitled to receive such notices from the Company specifying:
- (1) the place of meeting;
 - (2) the day and hour of meeting; and
 - (3) in case of EGM's, the agenda of the EGM.
- (b) The period of notice given by the Company shall be exclusive of:
- (1) the day on which the notice is served or deemed to be served; and
 - (2) the day for which notice is given.

4.4 Notice By Post or Facsimile Transmission

A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by facsimile transmission, or other electronic means, is taken to be given on the business day after it is sent.

4.5 Major Decisions

For the purposes of this clause 4 the following decisions may only be voted on by special resolution of all Members at either an AGM or an EGM:

- (a) receipt and consideration of the balance sheet and income and expenditure accounts and the report of the Auditors;
- (b) receipt and consideration of reports of the Board;
- (c) election of officers and other members of the Board in the place of those retiring;
- (d) appointment of the Auditors, if necessary; and
- (e) amendments to the Constitution of the Company.

5. PROCEEDINGS AT GENERAL MEETING

5.1 Quorum

- (a) Number required for Quorum.
- (b) The quorum for a meeting of Members of the Company is nine (9) Ordinary Members and the quorum must be present at all times during the meeting.

Determining whether Quorum present

- (a) In determining whether a quorum is present the Company must count individuals attending as proxies or body corporate representatives. If an Ordinary Member has appointed more than 1 proxy or representative, the Company must count only 1 of the proxies in attendance.

No quorum present

- (a) A meeting of Members of the Company that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the Board specifies. If the Board do not specify 1 or more of those things, the meeting is adjourned to:
 - (1) if the date is not specified - the same day in the next week; and
 - (2) if the time is not specified - the same time; and
 - (3) if the place is not specified - the same place.

No quorum at resumed meetings

- (a) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

5.2 Chairing of meetings of Members

President to chair meetings

- (a) The President elected by the Board in accordance with this Constitution shall chair all meetings of the Company.

Members must elect chairman in certain circumstances

- (a) The Ordinary Members at a meeting of Members of the Company must elect an Ordinary Member present to chair the meeting (or part of it) if the President or in his/her absence the Vice President is not available, or declines to act, for the meeting (or part of the meeting).

5.3 Adjournment of Meeting

- (a) Subject to clause 5.3(b), the Chairman with the consent of majority of the Ordinary Members present at any meeting at which a quorum is present (Initial Meeting) may adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at Initial Meeting. It shall not be necessary to give any notice of an adjournment or the business to be transaction at an adjourned meeting.
- (b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given in accordance with clause 4 of this Constitution as in the case of an original meeting.

5.4 Method of voting

At any meeting a resolution put to the vote of the meeting shall be decided by a show of hand unless a poll is (before or on the declaration of the show of hands) demanded:

- (a) by the Chairman, or
- (b) by any Ordinary Member present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on show of hands be carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

5.5 Proxies

Appointment of proxy

- (a) Subject to clause 5.5 (c)(iv), an Ordinary Member of the Company who is entitled to attend and cast a vote at a meeting of the Company may appoint a person as his proxy to attend and vote for the Ordinary Member at the meeting.

Proxy votes

- (a) Before a vote is taken the Chairman must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

Validity of Proxy vote

- (a) Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy vote, a vote cast by the proxy will be valid even if, before the proxy votes:
- (1) the appointing Ordinary Member dies; or
 - (2) the Ordinary Member is mentally incapacitated; or
 - (3) the Ordinary Member revokes the proxy's appointment; or
 - (4) the Ordinary Member revokes the authority under which the proxy was appointed by a third party.

Proxy must be in writing

- (a) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (c) An Ordinary Member appointing a proxy must instruct his proxy is to vote in favour of or against any proposed resolutions. If the proxy does not contain such instructions it shall not be valid.

Proxy Instrument

- (a) The instrument appointing a proxy may be in the following form or in a common or usual form.

Proxy

I _____ of _____ being an Ordinary Member of Crewe
 Limited appoints _____ of failing him _____ of
 _____ as my proxy vote for me on my behalf at the

Annual/Extraordinary* General Meeting of the Company to be held on the
 day of _____ 20 _____ and at any adjournment of it.

My proxy is hereby authorised to vote in favour of/against* the following resolutions:

Signed this day of 20

.....

* delete which ever is not applicable

NOTE: in the event of the Member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

- (a) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than twenty four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

5.6 Poll

- (a) If a poll is duly demanded is shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- (b) When a poll is conducted each Member who is present in person or by proxy, shall be entitled to one vote.

5.7 Election of Board

Despite anything contained or implied in this Constitution, voting on the election of members of the Board shall always be by secret ballot and the candidates receiving the greatest number of votes having regard to the number of positions available shall be elected. The number of votes to which each candidate for election is entitled to on such ballots shall be calculated in accordance with the relevant provisions of this Constitution.

5.8 Equality

In the case of an equality of votes, whether on a show of hand or on a poll, the President (and if the President is not the Chairman, then the Chairman) of the meeting at which the

show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

5.9 Objection to right to vote

A challenge to a right to vote at a general meeting:

- (a) may only be made at the meeting; and
- (b) must be determined by the Chairman, whose decision is final.

5.10 No vote - unpaid fees

No Ordinary Member shall be entitled to vote at any general meeting if his annual subscription for the Company shall be more than one month in arrears at the date of the meeting.

6. THE BOARD

6.1 Composition of the Board

- (a) The Company will be governed by a skills-based Board as far as practicable and will consist of Directors having appropriate competencies, skills and experience to achieve the objects of the Company.
- (b) The Board must at all times comprise of:
 - (1) a minimum of 3 Directors; or
 - (2) a maximum total of 7 Directors.
- (c) The Board may at its discretion include up to 2 Appointed Directors. For the avoidance of doubt, the Board may comprise 7 Elected Directors or a combination of 2 Appointed Directors and 5 Elected Directors.

6.2 Election of Executive

- (a) Subject to clause 6.2(b), within fourteen (14) days of each AGM the Board shall elect from amongst its members the Executive.
- (b) Unless there is no other nomination for a particular position on the Executive at an AGM, no Director shall be eligible to stand for the same position on the Executive that he held on more than three consecutive occasions.

6.3 Variation of size of Board

The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors.

6.4 Remuneration of Directors

- (a) Each Director shall be paid such remuneration as is from time to time determined by the Company in general meeting.
- (b) The remuneration payable to Directors shall be deemed to accrue from day to day.
- (c) Each Director shall also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meeting of the Company or otherwise in connection with the business of the Company.
- (d) The remuneration of each Director shall be subject to the operation of Clause 3.6.

6.5 Alternate Director

Need for Approval

- (a) With the approval of other Directors, a Director may appoint an alternate to exercise some or all of the Director's powers for a specified period.

Request for Notice

- (a) If the appointing Director requests the Company to give the alternate notice of meetings of the Board, the Company must do so.

Exercise of powers

- (a) When an alternate exercises the powers the Director, the exercise of the powers is just as effective as if the powers were exercised by the Director.

Termination

- (a) The appointing Director may terminate the alternate's appointment at any time.

Document required

- (a) An appointment or its termination must be in writing. A copy must be given the Company.

6.6 Removal of Director

The Ordinary Members may by ordinary resolution at an EGM of which special notice has been given:

- (a) remove any Director before the expiration of his period of office; and
- (b) appoint another person in his stead. The person so appointed shall hold office only until the next following AGM.

6.7 Vacancy on Board

The office of a Director shall become vacant if the member:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) become prohibited from being a director of a Company by reason of any order made under the Law;
- (c) ceases to be a Director by operation of Section 201C of the Law;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Company;
- (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
- (g) holds any office of profit under the Company;
- (h) is directly or indirectly interested in any contract or proposed contract with the Company;
- (i) ceases to be a General Practitioner; or
- (j) ceases to be an Ordinary Member of the Company.

6.8 Appointment of Directors

- (a) Subject to clause 6.8 (b), The Board may by ordinary resolution from time to time, appoint, remove and replace up to 2 Directors. In making such a resolution, the Board may use its discretion but it must have regard to the skills of the appointee before passing the resolution.
- (b) Despite anything in this Constitution, the Appointed Directors do not need to be Members of the Company.

6.9 Casual Vacancies

- (a) The Board may at any time appoint a person to be a Director to fill a casual vacancy.
- (b) A Director appointed under clause 6.9(a) holds office only until the next general meeting after the appointment and subject to the other provisions of this Constitution is then eligible for re-election.

6.10 Nominations Committee

Establishment of Nominations Committee

- (a) The Board in its absolute discretion may establish a Nominations Committee as a committee of the Members. The Nominations Committee will be appointed by the Board.
- (b) The Board must use its best endeavours to procure that the Nominations Committee is in place at least 4 months prior to the annual general meeting of the Company. The Nominations Committee may comprise up to 7 natural persons appointed by the Board in its discretion having regard to clause 6.10(a), but must not include more than 2 Directors.
- (c) The Nominations Committee must never have a majority of members who are Directors.

Responsibilities of the Nominations Committee

- (a) The primary responsibility and objective of the Nominations Committee is to assist the Company to remain governed by a skills-based Board consisting of Directors having appropriate competencies, skills and experience to achieve the objects of the Company.
- (b) The Nominations Committee must periodically (and no less than once per year and at any other time requested by the Board) prepare, review and amend, or replace, a Skills Matrix in consultation with the Board.
- (c) In addition to its other responsibilities under this constitution, the Nominations Committee may:
 - (1) Review the performance, skills and structure of the Board from time to time.

- (2) Review, and make recommendations to the Board concerning, the Board's annual plan to undertake a board assessment, assessment of board committees and assessment of individual directors.
- (3) If requested by the Board, evaluate applications from prospective Board Appointed Directors, interview any such applicants, and make recommendations to the Board accordingly.
- (4) Monitor the corporate governance of the Company and make recommendations accordingly to the Board and/or the Members
- (5) Call for written applications from prospective Directors from time to time.
- (6) Consult with the Board in such manner as it sees fit.
- (7) Undertake other activities consistent with the terms of this constitution and generally accepted principles of good corporate governance as the Members by ordinary resolution may determine from time to time.

Nominations Committee Members

- (a) In fulfilling their role as a member of the Nominations Committee, each member of the Nominations Committee must:
 - (1) have primary regard to clause (a) at all times;
 - (2) act reasonably and honestly;
 - (3) immediately notify the Nominations Committee in writing of any matter relevant to the Nominations Committee and its operations which may give rise to an actual or potential conflict of interest or duty on the member's part at any time, along with the member's plan for resolving or avoiding that conflict, and promptly take such action as may be necessary (in the reasonable opinion of the Nominations Committee) to resolve or avoid that conflict; and
 - (4) keep confidential and not reveal to any other person (unless required to do so by any applicable law or lawful order or direction) any confidential information which the member may receive or become aware of in the course of acting as a member of the Nominations Committee.
- (b) Despite any other provision of this constitution:
 - (1) A member of the Nominations Committee is not acting in a fiduciary capacity when acting as a member of the Nominations Committee and for the

avoidance of doubt does not owe any fiduciary duties to any person when acting in that capacity.

- (2) The Nominations Committee has no power to direct the Board to act, or not act, in any manner and must not purport to do so.
- (3) Except as expressly stated in this constitution, the Board has no power to direct the Nominations Committee to act, or not act, in any manner and must not purport to do so.

Support of Nominations Committee

- (a) The Secretary and management of the Company will provide the Nominations Committee with such secretarial and administrative support services as it may reasonably require from time to time.

6.11 Election of Directors

Notice of Applications

- (a) At least 2 months before each annual general meeting of the Company the Nominations Committee or the Board must:
 - (1) Approve a new Skills Matrix identifying any Skills Gap(s).
 - (2) With the assistance of the Secretary, call for written applications from prospective Elected Directors by sending a notice to all Ordinary Members stating any Skills Gaps, including reasons, and a description of the minimum level of skills, qualifications or experience required to satisfy those Skills Gaps (or providing information on where to obtain these details).

Nominations for Elected Directors

- (a) Any person may nominate themselves or another person as a prospective Elected Director for election to the Board.
- (b) Nominations for Elected Directors must:
 - (1) be in writing and signed by the nominee;
 - (2) if the candidate is a member or officer of a Member, state the name of the relevant Member and their involvement with that Member;
 - (3) state the nominee's name and contact details, together with a concise description of their skills, qualifications and experience and how the candidate

can address any Skills Gap(s) (Candidate Information), in the form determined by the Board or the Nominations Committee from time to time; and

- (4) be lodged with the Secretary at least 8 weeks before the annual general meeting at which the election is to take place.

Nominations Committee's Role

- (a) The Nominations Committee or the Board must act proactively to:
 - (1) encourage each Member to nominate prospective Elected Directors who would satisfy any Skills Gaps, however Members may nominate such prospective Elected Directors as they see fit;
 - (2) evaluate all nominations including requesting written information on the candidates skills, qualifications and experience and, where appropriate, interviewing the candidate; and
 - (3) at least 6 weeks before each annual general meeting provide the Secretary with a list of the Board's or the Nominations Committee's decision as to which Skill Gap (if any) each candidate satisfies. The Board or the Nominations Committee may make recommendations to the Secretary as to their preferred candidates.

Notice to Annual General Meeting

- (a) The Secretary must list in the notice of annual general meeting:
 - (1) the maximum number of Elected Director vacancies that may be filled at the annual general under this constitution;
 - (2) the Board's or the Nomination Committee's determination as to each of the Skill Gaps desired to be filled at the annual general meeting;
 - (3) a list of the candidates in order determined by lot conducted by the Secretary;
 - (4) a copy of the Candidate Information for each candidate, provided that it complies with the requirements of the Board or the Nominations Committee under clause 6.11(a)(2);
 - (5) the Board or the Nominations Committee's determination as to which Skill Gap (if any) each candidate addresses; and

- (6) any recommendations by the Board or the Nominations Committee as to their preferred candidates.

Election at Annual General Meeting

- (b) At each annual general meeting, an election of Elected Directors must be held as follows:
- (1) The number of vacancies to be filled by Elected Directors at the annual general meeting will be the maximum number permitted by this constitution unless the Members determine otherwise by ordinary resolution.
 - (2) The election of Elected Directors must be carried out by secret ballot according to the Hare Clarke proportional optional preferential voting system.
 - (3) The candidates will be listed on ballot papers in order determined by lot conducted by the Secretary.
 - (4) The Secretary must tally the votes. The chairperson of the general meeting must check the result.
 - (5) The chairperson of the general meeting must announce the result of the ballot to the Members and record the result in the minutes.
 - (6) The Secretary must confidentially destroy the ballots as soon as reasonably practicable after closure of the annual general meeting.

7. POWERS AND DUTIES OF THE BOARD

7.1 Management of Company business

- (a) Subject to:
- (1) the provisions of the Law;
 - (2) such regulations or provisions, being not inconsistent with this Constitution, as may be prescribed by the Company in general meeting; and
 - (3) clauses 7.1.2 and 7.1.3;
- the business of the Company shall be managed by the Board who may:
- (A) pay all expenses incurred in promoting and registering the Company;
- and

(B) exercise all such powers of the Company as are not, by the Law or by this Constitution, required to be exercised by the Company in general meeting.

- (b) Any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in general meeting.
- (c) No resolution or regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation has not been passed or made.

7.2 Power to Borrow

The Board may exercise all the powers of the Company to:

- (a) borrow money and to mortgage or charge its property or any part of it; and
- (b) issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.

7.3 Loan by Members

The rate of interest payable in respect of money lent by Members to the Company shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.

7.4 Minutes

The Board shall cause minutes to be made of:

- (a) all appointments of officers and servants;
- (b) the names of members of the Board present at all meetings of the Company and of the Board; and
- (c) all proceedings at all meetings of the Company and of the Board;

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

8. PROCEEDINGS OF THE BOARD

8.1 Frequency of Meetings

The Board must meet at least once in every 12 month period and may meet together for

the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

8.2 Circulating Resolutions

Resolutions

- (a) The Board of the Company may pass a resolution without a Board meeting being held if all the members of the Board entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Copies

- (a) Separate copies of a document may be used for signing by members of the Board if the wording of the resolution and statement is identical in each copy.

When is the resolution passed

- (a) The resolution is passed when the last Board member signs.

8.3 Teleconference Meetings of the Board

- (a) A Teleconference Meeting of the Board shall be deemed to constitute a meeting of the Board and all the provisions of this Constitution as to meetings of the Board shall apply to such meetings so long as the conditions set out in Clause 8.3 (b) are met.
- (b) The conditions of Clause 8.3 (a) are that:
 - (1) all members of the Board for the time being entitled to receive notice of a meeting of the Board (including any alternate members of the Board representing any Director for the time being unable to act as Director) shall be entitled to notice of the Teleconference Meeting of the Board;
 - (2) notice of any Teleconference Meeting of the Board shall be given in accordance with this Constitution;
 - (3) each of the members of the Board taking part in the Teleconference Meeting of the Board shall be linked by telephone, radio or other form of instantaneous audio or visual communication and must throughout the meeting be able to hear each Director so taking part;
 - (4) at the commencement of the Teleconference Meeting of the Board each Director must acknowledge his presence to all other members of the Board taking part; and

- (5) if the Secretary is not present at the Teleconference Meeting of the Board one of the members of the Board so present shall take minutes of the meeting.
- (c) A Director may not leave a Teleconference Meeting of the Board by disconnecting his telephone, radio or other form of communication unless he has previously obtained the express permission of the Chairman of the meeting.
- (d) A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during a Teleconference Meeting of the Board unless he has previously obtained the express permission of the Chairman of the meeting to leave the meeting.
- (e) A minute of the proceedings at a Teleconference Meeting of the Board shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting or by the Secretary if present at the meeting.

8.4 Calling Board Meetings

A Board meeting may be called by a Director giving reasonable notice individually to every other Board member.

8.5 Quorum

The quorum necessary for the transaction of the business of the Board shall be a majority of the total Board from time to time as provided in this Constitution or such greater number as may be fixed by the Board.

8.6 Vacancy

The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Company but for no other purpose.

8.7 Chairman

If the President is absent or is unwilling to chair a meeting the Vice President shall chair such meeting and if he also is absent or is unwilling to chair such meeting, then the Board members may choose one of their number to chair the meeting.

8.8 Sub-Committees

- (a) The Board may delegate any of its powers and or functions (not being duties imposed on the Board as directors of the Company by the Law or the general law) to one or more sub-committees consisting of such persons as the Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have the power to co-opt any member or members of the Company and all members of such sub-committees shall have one vote.
- (b) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

8.9 Advisory Boards

The Board may appoint one or more advisory boards consisting of such member or members of the Board as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any Member or Members of the Company all members of such advisory boards shall have one vote.

8.10 Validity of acts

All acts done by any meeting of the Board or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Director or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.

8.11 Voting

- (a) The Board must determine any questions arising at a Board meeting by a majority of votes of Directors present and entitled to vote.
- (b) Each Director present in person has one vote on a matter arising at a Board meeting.
- (c) In the case of equality of votes on a resolution at a Board meeting, the Chair has a casting vote on that resolution (in addition to any vote the Chair has as a Director).

8.12 Participation where Directors interested

- (a) Each Director must comply with the Law in relation to the disclosure of the Director's interests.
- (b) 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 Law.
- (c) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter.

8.13 No disqualification

- (a) Subject to compliance with the Law, a Director or any entity in which the Director has a direct or indirect interest (as applicable) may:
 - (1) enter into a contract or arrangement with an Associated Party;
 - (2) hold any office or place of profit (other than auditor) in an Associated Party;
 - (3) act in a professional capacity (or be a member of a firm that so acts) other than as auditor of an Associated Party);
 - (4) be a member, creditor or otherwise be interested in (other than as an auditor) of an Associated Party.
- (b) Despite the fiduciary nature of a Director's office and the Director's fiduciary obligations:
 - (1) Any contract or arrangement entered into in accordance with clause 8.13(a) by the Director or any entity in which the Director has a direct or indirect interest is not invalid or voidable.
 - (2) A Director may do any of the things specified in clause 8.12(a) without any liability to account to the Company or any other person for any direct or indirect benefit accruing to the Director or any entity in which the Director has a direct or indirect interest.

9. SECRETARY

The Secretary shall in accordance with the Law be appointed by the Board for such term

upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Nothing shall prevent the Board from appointing a Member of the Company as Honorary Secretary.

10. SEAL

10.1 Adoption of a Seal

- (a) The Board shall determine whether the Company shall adopt a seal.
- (b) If the Board adopts a seal, then:
 - (1) it shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf; and
 - (2) every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.

10.2 Authority to Sign

If the Board does not adopt a seal, then every instrument shall be signed by:

- (a) the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf; and
- (b) a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.

11. ACCOUNTS

11.1 Accounts to be kept

The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto accompanied by a copy of the Auditors report thereon as required by the Law.

11.2 Accounts to be available for AGM

The Board shall cause to be made out and laid before each AGM a balance sheet and

profit and loss account made up to date no more than five months before the date of the meeting.

11.3 Inspection of Accounts by Members

The Board shall from time to time determine at what times and places under what conditions or regulation the accounting and other records of the Company shall be open to inspection of Members.

12. AUDIT

A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Law.

13. NOTICE

13.1 Method of Notice

Any notice required by law or by or under this Constitution to be given to any Member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and post a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter should be delivered in the ordinary course of post.

13.2 Notice of General Meetings

- (a) Notice of every General Meeting shall be given in any manner herein before authorised to:
 - (1) every Member except those Members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them; and
 - (2) the auditor or auditors for the time being of the Company.
- (b) No other person shall be entitled to receive notices of General meetings.

13.3 Addresses for giving notice to Members

The email, street, postal or registered address of a Member is the street, postal or registered address of the Member shown in the Register.

14. WINDING UP

14.1 Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he/she is a Member, or within one (1) year after he/she ceases to be a Member, for payment of the debts and liabilities of the Company (contracted before he/she ceased to be a Member) and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00).

14.2 If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other institution having objects similar to the objects of the Company to which income tax deductible gifts can be made and whose Constitution shall prohibit the distribution of its or their income and property among its or their members by way of dividend, bonus or otherwise to the members of that institution or institutions.

15. INDEMNITY

Every Director, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the court in respect of any negligence default breach of duty or breach of trust.