

Corporations Act 2001

A COMPANY LIMITED BY GUARANTEE

**CONSTITUTION
of
ENVIRONMENTAL HEALTH PROFESSIONALS AUSTRALIA LTD**

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**CONSTITUTION OF
ENVIRONMENTAL HEALTH PROFESSIONALS AUSTRALIA LTD
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**CORPORATIONS ACT
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AUSTRALIA LTD**

PRELIMINARY

1. EXCLUSION OF REPLACEABLE RULES

The replaceable rules contained in the Act do not apply to the Company.

2. DEFINITIONS

In this Constitution:

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

Alternate Director means an Alternate Director appointed pursuant to Article 63.1.

Applicant means a Person who wishes to apply for membership of the Company.

Application for Membership means the form, the contents of which may be determined by the Board from time to time, which is to be used by an Applicant.

Association means Environmental Health Professionals Australia Incorporated (A0054010U).

Board means the board of Directors for the time being of the Company.

Charged Member means a Member against whom an allegation has been made which may lead to the Discipline of that Member.

Company means the entity whose name upon the adoption of this Constitution was ENVIRONMENTAL HEALTH PROFESSIONALS AUSTRALIA LTD and shall be taken to mean the same entity by whatever name from time to time it may be called.

Company Secretary means the secretary for the time being of the Company, and if there are joint secretaries, any one or more of such joint secretaries.

Corporate Member means a Member of the Company which is a company, a corporation or an incorporated body.

Corporate Representative means a person appointed to represent a Corporate Member from time to time.

Directors mean the directors for the time being of the Company.

Discipline means, in relation to a Charged Member, any type or form of penalty or sanction, financial or otherwise, imposed by the Board or the Company, including the suspension or expulsion of that Charged Member.

Disciplined Member means a Member who has been suspended, fined or expelled under Articles 22 or 23 hereof.

Financial Member means a Member who has paid by the relevant due date the Membership Fees and all other sums owed by that Member to the Company.

Honorary Vice-President means an individual appointed by the Board who is through their position and status is considered to be of particular value and assistance in helping to achieve our objectives. An honorary vice president shall have no voting rights, pay no subscriptions unless they meet the qualifications of a member as defined under this Constitution, and hold the position at the discretion of the Board.

Mediator means a person referred to in Articles 22 and 23 chosen by agreement between the parties and, in the absence of an agreement:

- (a) in the case of a dispute between a Member and another Member, a person appointed by the Board (who can be a Member of the Company); or
- (b) in the case of a dispute between a Member and the Company, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

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

Membership Fees means the fees payable by Members of the Company on an annual basis as determined by the Board from time to time.

Notice of Allegation means a notice in writing issued by the Company Secretary to a Charged Member on the instruction of the Board.

Office Bearer means a person elected under Article 74 from time to time

Patron means an individual elected by the Board who is willing to become a figurehead of the Association and lend their credibility and high profile in support of the Association. A Patron shall have such privileges as the Board may from time to time determine and will hold the position at the discretion of the Board.

Person includes:

- (a) a natural person; and
- (b) a registered company, corporation or incorporated association.

Register means the Register of Members.

Seal means the common seal of the Company (if any).

Service Address means the address nominated by a Member for the purpose of receiving notices from the Company.

Small Company shall have the same meaning as that given to the expression "Small Company Limited by Guarantee" under section 45B of the Act.

Subscriber means a person who consents to act as a Member prior to the registration of the Company.

Transitional Year means the first year of the Company's incorporation as a company limited by guarantee.

Unfinancial Member means a Member who is in default of a financial obligation (including the payment by the due date of Membership Fees) to the Company.

Voting Member means a Member who:

- (a) has been granted membership of a class of membership which confers an entitlement to vote at a general meeting; and
- (b) is not an Unfinancial Member.

3. INTERPRETATION

- 3.1 The *Acts Interpretation Act, 1901* (Commonwealth) shall apply in the interpretation of this Constitution as if it were an act of the Commonwealth.
- 3.2 Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 3.3 Words importing any one gender shall be deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.
- 3.4 Any reference to any statute or any section, regulation or schedule of any statute or any other legislation is a reference to that statute as amended, consolidated, supplemented or replaced.

PURPOSE OF COMPANY

4. OBJECTS

The objects for which the Company is established are:

- (a) to develop the Australian environmental health workforce and enhance the professional standing of environmental health professionals;
- (b) to co-ordinate and represent the views, concerns and interests of Members;
- (c) to be the registering and certifying organisation for environmental health practitioners in Australia;
- (d) to advocate for improving environmental health standards in the Australian community;
- (e) to develop organisational resources (people and funds) and capacity;
- (f) to facilitate and enhance professional environmental health practice through the development of standards of practice, professional development and certification/accreditation schemes; and
- (g) to advocate for community environmental health standards through the development of policy positions, policy networks and relationships, and advocacy mechanisms,

PROVIDED that the Company shall not support with its funds any activity or endeavor to

impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Company would make it a Trade Union within the meaning of the Trade Unions Act.

5. POWERS

The Company has, subject to the Act and other applicable laws:

- (a) the legal capacity and powers of an individual and all the powers of a body corporate; and
- (b) the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its objects and purposes.

6. NO PROFITS FOR MEMBERS

6.1 The funds of the Company will be derived from initial fees, subscription fees, donations and from other such sources the Board determines.

6.2 All money received for the benefit of the Company is the property of the Company and must be deposited to the credit of the Company at a bank nominated from time to time by the Board.

6.3 The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution.

6.4 No income or property of the Company may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Member.

6.5 Nothing in this Article 6 prevents:

- (a) the payment in good faith of:
 - (i) remuneration to any officers or employees of the Company for services actually rendered to the Company;
 - (ii) an amount to any Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary course of business;
 - (iii) interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this paragraph in accordance with this Constitution but not exceeding the highest rate charged by trading banks carrying on business in Australia on overdraft accounts of less than \$100,000) on money borrowed from any Members; or
- (b) the Company from providing services or information to the Members on terms which are different from the terms under which services or information are provided to persons who are not Members.

MEMBERSHIP

7. MEMBERSHIP ELIGIBILITY

7.1 Any natural person or corporation (incorporated or otherwise) committed to the objects of the

Company may become a Member of the Company provided all eligibility requirements and other membership qualifications as set out in the By—Laws or elsewhere have been met.

7.2 The provisions of Article 7.1 shall not apply to the Subscribers to the Company.

7.3 Membership is available in the following categories:

- (a) Life Fellow;
- (b) Fellow;
- (c) Honorary Fellow;
- (d) Member;
- (e) Graduate Member;
- (f) Part-time Member;
- (g) Temporary Inactive Member;
- (h) Associate Member;
- (i) Corporate Member;
- (j) Student Member;
- (k) Retired Member;
- (l) Retired Associate Member; and
- (m) Retired Fellow

in accordance with the Company's membership policy document or as determined by the Board.

8. FIRST MEMBERS

The Subscribers to this Constitution shall be the first Members of the Company and:

- (a) they must consent in writing to become a Member of the Company;
- (b) they shall not be required to apply for membership;
- (c) they shall be admitted as Voting Members.

9. APPLICATION

Any Person may apply for membership of the Company by submitting to the Company Secretary:

- (a) an Application for Membership specifying the category of membership being applied for;

- (b) an agreement in writing to provide a guarantee not exceeding ten dollars (\$10.00) to defray such liabilities and expenses of the Company upon its winding up or dissolution;
- (c) an agreement in writing to be bound by the Constitution of the Company; and
- (d) payment of the entrance fee and the annual subscription for the first year, where relevant.

10. ADMISSION

- 10.1 All Applications for Membership shall be submitted by the Company Secretary to the Board which shall determine each Application for Membership. The Board shall be entitled to use any criteria for determining whether to accept or reject an Application for Membership.
- 10.2 If the Board determines to accept an Applicant's Application for Membership, the Company Secretary shall, as soon as possible:
- (a) notify the Applicant of the Board's determination in writing;
 - (b) request payment of any amount owing for the entrance fee and the annual subscription fee; and
 - (c) upon receipt of the entrance fee, annual subscription fee and \$10.00 guarantee, enter the name of the Applicant in the Register.
- 10.3 An Applicant becomes a Member and is entitled to exercise the rights of membership when the name of the Applicant is entered in the Register.
- 10.4 The Board may decline any Application for Membership and is not bound to give reasons why the Application for Membership was not accepted.
- 10.5 The Company Secretary shall, as soon as possible after the Board has declined an Applicant's Application for Membership:
- (a) notify the Applicant of the Board's determination; and
 - (b) return to the Applicant the entrance fee and annual subscription paid by the Applicant, if any.

11. NEW CATEGORIES OF MEMBERSHIP

- 11.1 By special resolution, the Company may create different categories of membership and may confer on each such newly created category of membership such rights, privileges or benefits as the Company sees fit.
- 11.2 Where different categories of membership have been created, the Directors may, on accepting an Applicant's Application for Membership, admit an Applicant to a category of membership which appears appropriate to the Directors.

12. CORPORATE MEMBERS

- 12.1 A Corporate Member may appoint one individual (who need not be a Member) as Corporate Representative to represent it at a particular General Meeting or at all General Meetings.

12.2 A Corporate Member must appoint its Corporate Representative by a resolution of its board, and must provide a copy of its relevant minutes certified correct by its chairperson or secretary to the Company Secretary at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting.

12.3 A Corporate Representative is treated as a Member for all purposes until:

- (a) the Corporate Member's board resolves to revoke the appointment and provides a copy of its relevant minutes to the Company Secretary at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting; or
- (b) the Chairperson believes on reasonable grounds that the Corporate Member's board has resolved to revoke the appointment.

13. MEMBERSHIP FEES AND SUBSCRIPTIONS

13.1 The Board shall determine:

- (a) the quantum; and
- (b) the due date for payment,

of the entrance fees, the annual subscription and any other amount which an Applicant or a Member is required to pay to be admitted or remain as a Financial Member.

13.2 The subscription fees for Membership are payable annually on 1 July or any other time determined by the Board from time to time.

13.3 Any Member whose subscription is outstanding for more than three months after the due date immediately ceases to be a Member. However, the Board may reinstate such a person's Membership on any terms it thinks fit.

14. REGISTER OF MEMBERS

14.1 The Company Secretary will maintain a Register at the registered office of the Company.

14.2 When an Applicant has been accepted for membership the Company Secretary will cause the Applicant's name and address to be entered in the Register, thereupon conferring membership.

15. SERVICE ADDRESS

15.1 The Service Address of a Member in the Register will be the address nominated by the Member for the purpose of receiving notices from the Company and may be:

- (a) a residential address;
- (b) a postal address;
- (c) a business address;
- (d) a facsimile number; or
- (e) an email address.

15.2 The Company shall use its best endeavours to use the Service Address nominated by each

Member for the purpose of delivering notices.

- 15.3 Each Member must notify the Company Secretary within fourteen (14) days of any change of name or Service Address of the Member and each such change shall be recorded in the Register.

16. RIGHTS OF MEMBERS

The rights of any Member will not be transferable.

17. LIABILITY OF MEMBERS

The liability of a Member is limited to the extent of the Member's guarantee. This liability shall continue for the duration of the membership of a Member and for a period of twelve (12) months following the cessation of membership of a Member.

18. CESSATION OF MEMBERSHIP

Membership of the Company will terminate upon:

- (a) the Company Secretary receiving from a Member a letter of resignation;
- (b) a Member being expelled or suspended or its membership otherwise ceasing in accordance with this Constitution; or
- (c) death of a Member.

19. CONSEQUENCES OF LOSS OF MEMBERSHIP

A Member whose membership of the Company is terminated will be liable for:

- (a) all moneys due by that Member to the Company; and
- (b) the sum for which the Member is liable under Article 106 of this Constitution if applicable.

20. PROHIBITION ON CLAIMS ON COMPANY

A Member whose membership is terminated will not make any claim, monetary or otherwise, on the Company, its funds or property except as a creditor thereof.

21. PROHIBITION ON REPRESENTATION AS A MEMBER

Any person or corporation who for any reason ceases to be a Member shall no longer represent themselves in any manner as being a Member.

22. ALLEGATION OF CHARGE

- 22.1 Any allegation that might lead to the discipline of a Member shall be lodged with the Company Secretary in writing, signed by any Member and detailing the circumstance which gave rise to such allegation.

- 22.2 If the Company Secretary considers the allegation to be such as may warrant the discipline of that Member, the Company Secretary must arrange for the parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute

within fourteen (14) days after the dispute comes to the attention of all the parties.

22.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the Company Secretary shall issue a formal Notice of Allegation to the Member informing the Member:-

- (a) of the allegation; and
- (b) the date at which the Board of Directors and the Mediator will consider the allegation, such Board meeting is to be held not less than ten (10) days after the date of the Notice of Allegation; and
- (c) inviting the Member to submit a written explanation to defend the allegation; and
- (d) inviting the Member to present himself to the Board and the Mediator to answer any questions which the Board or the Mediator may ask of him and to present his defence of the allegation.

22.4 If the Member chooses to defend the allegation, the Member must submit a written explanation which must be received by the Company Secretary not less than two (2) days prior to the Board meeting at which the allegation is to be heard. Such explanation shall be tabled at the Board meeting at which the allegation is to be heard and reasonable opportunity must be given for the Member to appear before the Board of Directors and the Mediator to answer the allegation.

22.5 The Board must consider the advice of the Mediator, however the Mediator must not determine the dispute.

22.6 The Board may:-

- (a) by two-thirds majority vote, expel; or
- (b) by a majority vote suspend or otherwise discipline

any Member of the Company for conduct inconsistent with any by-law, regulation or any provision contained in this Constitution or which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company.

22.7 Any Member so disciplined, fined, suspended or expelled shall be notified in writing by the Company Secretary within twenty one (21) days of such penalty being imposed.

22.8 Any Member who may be disciplined, fined, suspended or expelled shall have the right to appeal against such penalty in accordance with Article 23.

23. APPEAL AGAINST DISCIPLINE

23.1 A Disciplined Member may appeal against the decision of the Board at a general meeting of the Members of the Company by giving notice of his or her or its intention to appeal. Such notice must be received by the Company Secretary within one (1) month of the deemed date of receipt of the notice referred to in Article 22.7. Such notice of appeal shall operate as a stay of implementation of any decision.

23.2 The Board must convene a general meeting of the Members of the Company within three (3) months of the date of receipt of the notice referred to in Article 22.7 and shall give no less than one (1) month's notice of the date of that general meeting to the Disciplined Member.

23.3 The Disciplined Member shall be given the opportunity of being heard at the general meeting with or without a solicitor or counsel.

- 23.4 The Disciplined Member may be represented by another Member.
- 23.5 A solicitor, with or without counsel, may be engaged by the Company to assist the Company at such a meeting.
- 23.6 The Company shall be under no obligation to disclose to the Disciplined Member or any other Member the source of any information giving rise to the discipline.
- 23.7 The Company shall, by a two-thirds majority, decide upon the appeal.

24. UNSUCCESSFUL APPEAL

A Disciplined Member whose appeal is unsuccessful shall pay to the Company all or any costs or expenses reasonably incurred by the Company in connection with the hearing of the appeal as the Board may determine.

25. CONSEQUENCES OF EXPULSION OR SUSPENSION

Any Member expelled from the Company may at any time apply to the Board to be readmitted as a Member.

26. INELIGIBILITY TO BE DIRECTOR

No person may be a Director of the Company following expulsion or during suspension unless such a person is subsequently readmitted as a Member.

MEETINGS OF MEMBERS

27. CONVENING GENERAL MEETINGS

The Directors must convene a meeting of the Company's Members on the request of Members in accordance with section 249D of the Act. The Members may convene a meeting of the Company's Members in accordance with sections 249E and 249F of the Act.

28. CONTENTS OF NOTICE OF GENERAL MEETINGS

A notice of a meeting of the Company's Members shall specify:

- (a) the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) the general nature of the business to be transacted at the meeting; and
- (c) such other information as is required by section 249L of the Act.

29. MEETING AT SEVERAL VENUES

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

30. PERIOD OF NOTICE OF GENERAL MEETING

Subject to the provisions of the Act relating to agreements for shorter notice, at least twenty one (21)

days notice must be given of a meeting of the Company's Members.

31. PERSONS ENTITLED TO NOTICE OF GENERAL MEETING

31.1 Notice of every meeting of the Company's Members shall be given in the manner authorised by Article 93 to:

- (a) every Member and to every Director; and
- (b) the auditor for the time being of the Company.

31.2 No other person is entitled to receive notices of meetings of the Company's Members.

32. ANNUAL GENERAL MEETING

32.1 Subject to the Act, a general meeting shall be held at least once in every calendar year and within the period of five (5) months after the end of the financial year at such time and place as may be determined by the Directors. The abovementioned general meeting shall be called the "Annual General Meeting" and all other meetings of the Company shall be called "general meetings".

32.2 The business of the Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:

- (a) the consideration of the Annual Financial Report, Directors' Report and Auditor's Report if required to be prepared;
- (b) the election of Directors;
- (c) the appointment of the auditor (if any);
- (d) the fixing of the auditor's remuneration if the Company has appointed an auditor.

33. CHAIRMAN OF GENERAL MEETINGS

33.1 The Directors may elect an individual to chair a meeting of the Company's Members.

33.2 Where a meeting of the Company's Members is held and:

- (a) a Chairman has not been elected as provided by Article 33.1; or
- (b) the person so elected is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,

the Members present shall elect one of their number to be Chairman of the meeting (or part of it).

34. QUORUM FOR GENERAL MEETINGS

34.1 No business shall be transacted at any meeting of the Company's Members unless a quorum of Members is present at the time when the meeting proceeds to business.

34.2 A quorum is constituted by ten (10) persons entitled to attend and vote at a meeting of the Company's Members

34.3 For the purpose of determining whether a quorum is present, a person attending as a proxy, or as Corporate Representative, shall be deemed to be a Member.

34.4 If the Company has only one Member, that Member may pass a resolution by the Member recording it and signing the record.

35. ADJOURNMENT OF GENERAL MEETINGS IF NO QUORUM PRESENT

If a quorum is not present within half an hour from the time appointed for the meeting:

- (a) where the meeting was convened upon the request of Members - the meeting shall be dissolved; or
- (b) in any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the meeting shall be dissolved.

36. ADJOURNMENT OF GENERAL MEETINGS IF QUORUM PRESENT

36.1 The Chairman shall adjourn a meeting of the Company's Members from time to time and from place to place if the Members present with a majority of votes that may be cast at that meeting agree or direct the Chairman to do so. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

36.2 When a meeting of the Company's Members is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

36.3 Except as provided by Article 36.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

37. VOTING AT GENERAL MEETINGS

37.1 At any meeting of the Company's Members a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is (before a vote is taken or before or immediately after the declaration of the result of the show of hands) demanded:

- (a) by the Chairman; or
- (b) by at least five (5) Members (present in person or by proxy or representative or Corporate Representative) entitled to vote on the resolution.

37.2 If a secret ballot is duly demanded:

- (a) by the Chairman; or
- (b) by not less than five of the persons present at the meeting in question, such number being determined by including persons who are personally present, and persons who are represented by proxy or by representative or Corporate Representative,

it shall be taken in such manner and, subject to Article 37.3, either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the secret ballot shall be the resolution of the meeting at which the secret ballot was demanded.

37.3 A secret ballot demanded on the election of a Chairman or on a question of adjournment shall be taken immediately.

38. VOTING DEADLOCK

In the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chairman of the meeting of the Company's Members at which the show of hands takes place or at which the secret ballot is demanded has a casting vote in addition to any vote the Chairman may have in the capacity as a Member.

39. VOTING ENTITLEMENT

Subject to any rights or restrictions for the time being attached to any Member:

- (a) at meetings of the Company's Members or classes of Members each Member entitled to vote may vote in person or by proxy or attorney or representative or Corporate Representative; and
- (b) on a show of hands every person present who is a Member or a representative of a Member has one vote, and on a secret ballot every person present in person or by proxy or attorney or representative or Corporate Representative has one vote.

40. VOTING BY JOINT MEMBERS

If the membership is held jointly and more than one such joint Member votes, only the vote of the Member whose name appears first in the Register counts.

41. VOTING BY MEMBERS WITH INCAPACITY

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his committee or trustee or such other person as properly has the management of his estate may exercise any rights of the Member in relation to a meeting of the Company's Members as if the committee, trustee or other person were the Member.

42. VOTING RESTRICTIONS

A Member is not entitled to vote at a meeting of the Company's Members unless all sums presently payable by him in respect of the Company have been paid and received by the Company.

43. OBJECTIONS TO VOTES

43.1 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.

43.2 Any such objection shall be referred to the Chairman of the meeting of the Company's Members, whose decision is final.

43.3 A vote not disallowed pursuant to such an objection is valid for all purposes.

44. PASSING RESOLUTIONS WITHOUT MEETINGS

Members who are entitled to vote may pass a resolution in accordance with section 249A of the Act.

45. CONDUCT AT GENERAL MEETINGS

45.1 The Chairperson may refuse admission to a General Meeting to a person, or require a person to leave a General Meeting and not return, if:

- (a) the person refuses to permit examination of an article in the person's possession;
- (b) the person is in possession of an article (including an electronic or recording device, placard or banner) which the Chairperson considers to be dangerous, offensive or liable to cause disruption; or
- (c) the Chairperson otherwise reasonably considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting.

MEMBERS' REPRESENTATIVES

46. PROXIES

46.1 A Member of the Company who is entitled to attend and cast a vote at a meeting of the Company's Members may appoint a person (whether or not a Member of the Company) as the Member's proxy to attend and vote for the Member at the meeting.

46.2 The Chairperson may require a person to establish to the satisfaction of a General Meeting that the person is the proxy of a Member for that meeting. If unable to do so, the person may be excluded from the meeting or from voting either upon a show of hands or upon a poll.

47. APPOINTMENT OF PROXY

47.1 An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or executed in accordance with the Act or under the hand of an officer or attorney duly authorised.

47.2 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.

47.3 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

48. FORM OF PROXY

An instrument appointing a proxy shall be in a form that is similar as the circumstances allow to the form shown in Schedule A hereof.

49. VALIDITY OF PROXY APPOINTMENT

An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notorially certified copy of that power or authority, is or are deposited, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, at the registered office of the Company or at such other place in Australia as is specified for that purpose in the notice convening the meeting.

50. VALIDITY OF PROXY VOTE

A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

DIRECTORS AND OFFICE BEARERS

51. NUMBER OF DIRECTORS

The number of the Directors shall be not less than three (3) and no more than twelve (12).

52. ALTERING THE NUMBER OF DIRECTORS

The Company may from time to time by resolution passed at a general meeting fix the number of Directors or increase or reduce the number of Directors (but so that the number shall be not less than three).

53. FIRST DIRECTORS

In respect of the Transitional Year, the directors of the Company shall be:

- (a) those individuals directors that were on the Board of the Association immediately prior to the date of incorporation of the Company; and
- (b) who consent in writing to being a director of the Company.

54. QUALIFICATION OF DIRECTORS

54.1 It shall not be necessary for a Director to be a Member of the Company by way of qualification and a Director who is not a Member of the Company shall be entitled to receive notices of and attend and speak at meetings of the Company's Members.

54.2 A Director must be a person that:

- (a) is an individual over 18 years of age and otherwise qualified to hold office;

(b) has been a Member or a Corporate Representative for a continuous period of at least two years immediately prior to the appointment or election, or since registration of the Company, whichever is shorter; and

(c) has consented in writing to being a Director of the Company.

55. TENURE OF DIRECTORS

55.1 Subject to Article 55.2, at the conclusion of each Annual General Meeting, half the directors must retire from office.

55.2 If at the time of retirement of any directors the number of directors is not a multiple of two (2), then the number of directors to retire is rounded down to the nearest multiple of two.

55.3 A director retiring under Article 55.1 or 55.2 is eligible for election under Article 56.

56. ELECTION OF BOARD MEMBERS

56.1 Subject to Article 55.1, at each Annual General Meeting, the Company may elect directors to the Board.

56.2 A candidate is eligible for election to the Board if the candidate is:

(a) a retiring member of the Board; or

(b) nominated by two Members (proposers). The nomination must:

(i) be in the form approved by the Board;

(ii) be signed by two proposers;

(iii) state that the candidate is willing to stand for election to the Board and be signed by the candidate; and

(iv) be provided to the Company Secretary.

56.3 The Company must give the Members notice calling for Members to nominate candidates for election to the Board not less than 56 days before the Annual General Meeting.

56.4 Nominations for election to the Board close 35 days before the Annual General Meeting.

56.5 A retiring member of the Board is deemed to nominate for re-election unless they advise the Company Secretary to the contrary in writing before nominations close.

56.6 The Company Secretary must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Company Secretary that the candidate is not eligible for appointment to the Board under Article 56.2. Upon rejecting a nomination, the Company Secretary must notify the candidate, the candidate's proposers and the Board.

56.7 If the number of candidates for election to the Board is equal to or less than the maximum number of positions which could be filled:

(a) the Annual General Meeting may appoint one or more candidates as to the Board by passing separate resolutions at the Annual General Meeting;

(b) the election process set out in Articles 56.9 to 56.11 is discontinued;

- (c) the Company must include on or with the notice of the Annual General Meeting a notice:
 - (i) stating that the election process is discontinued;
 - (ii) setting out the name of each candidate;
 - (iii) stating that the Annual General Meeting will vote on the appointment of each candidate as a Board Member by separate ordinary resolutions.
- 56.8 Unless Article 56.7 applies, the election of Board members is held by ballot prior to the Annual General Meeting and the Company Secretary must:
- (a) prepare ballot papers for the election;
 - (b) determine the order in which candidates appear on the ballot paper;
 - (c) ensure some authenticating mark appears on each ballot paper;
 - (d) ensure that a ballot paper is enclosed with the notice of the Annual General Meeting sent to all Members.
- 56.9 The ballot closes seven days before the Annual General Meeting.
- 56.10 The Company Secretary is responsible for the conduct of the ballot in accordance with this Article and any requirements determined by the Board from time to time.
- 56.11 The Chairperson must announce the results of the ballot at the Annual General Meeting.

57. APPOINTMENT OF DIRECTOR BY BOARD

- 57.1 The Directors shall have power to:
- (a) appoint a new Director to fill any casual vacancy; and
 - (b) appoint additional Directors.
- 57.2 Any Director so appointed shall hold office only until the next following Annual General Meeting of the Company and shall then be eligible for election.

58. APPOINTMENT OF DIRECTOR BY MEMBERS

The Members may at any time and from time to time by ordinary resolution:

- (a) appoint a new Director to fill any casual vacancy; and
- (b) appoint additional Directors.

59. CASUAL VACANCY OF DIRECTORS

In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a meeting of the Company's Members for that purpose.

60. DEFECTS IN APPOINTMENT OF DIRECTORS

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as, a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

61. APPOINTMENT OF A MANAGING DIRECTOR

61.1 The Directors may from time to time appoint one or more of their number to the office of Managing Director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.

61.2 Any such appointment of a Managing Director automatically terminates if the appointee ceases from any cause to be a Director.

62. POWERS OF MANAGING DIRECTOR

62.1 The Directors may, upon such terms and conditions and with such restrictions and as they think fit, confer upon a Managing Director any of the powers exercisable by them.

62.2 Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Directors.

62.3 The Directors may at any time withdraw or vary any of the powers so conferred on a Managing Director.

63. APPOINTMENT OF AN ALTERNATE DIRECTOR

63.1 A Director may, with the approval of the other Directors (such approval not to be unreasonably withheld), appoint a person (whether a Member of the Company or not) to be an Alternate Director in his or her place during such period as he or she thinks fit.

63.2 An Alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his or her stead.

63.3 An Alternate Director may exercise any powers that the appointor may exercise and the exercise of any such power by the Alternate Director shall be deemed to be the exercise of the power by the appointor.

63.4 An Alternate Director is not required to have any membership qualifications.

63.5 The appointment of an Alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to hold office as a Director.

63.6 An appointment, or the termination of an appointment, of an Alternate Director shall be effected by a notice in writing signed by the Director who makes or made the appointment and served on the Company.

64. REMOVAL OF A DIRECTOR

The Members may at any time and from time to time, in accordance with the provisions of s 203D of the Act remove any Director provided that the total number of directors shall not at any time fall below the minimum fixed by this Constitution.

65. LOSS OF OFFICE

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies or 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;
- (b) resigns from office by notice in writing to the Company;
- (c) is absent without the consent of the Directors from all meetings of the Directors held during a period of six (6) months;
- (d) without the consent of the Company in general meeting holds any other office of profit under the Company;
- (e) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of that interest as required by Article 72; or
- (f) is expelled or suspended as a Member in accordance with Articles 0 or 23.

66. REMUNERATION OF DIRECTORS

66.1 Provided the Company has not been granted a s150 certificate by the Australian Securities and Investments Commission, the Directors may receive remuneration for their services.

66.2 The Company may pay members of the Board a maximum total remuneration as determined by the Members by ordinary resolution.

66.3 The Board may determine the allocation of the total remuneration among the members of the Board. If the Board does not determine the allocation, the total amount of the remuneration must be allocated equally among the members of the Board.

66.4 In addition to any remuneration, the Company may also pay any extraordinary travelling and other expenses members of the Board properly incurred:

- (a) in attending Board Meetings or meetings of any committee of the Board;
- (b) in attending any General Meeting; and
- (c) otherwise in connection with the business of the Company.

67. REIMBURSEMENT OF EXPENSES

A Director shall be entitled to receive:

- (a) reimbursement of out-of-pocket expenses incurred in carrying out the duties of a director where the payment does not exceed the amount previously approved by the Board;
- (b) payment for any service rendered to the Company in a professional or technical capacity where the provision of that service has the prior approval of the Board; and
- (c) payment as an employee of the Company where the terms of employment have been approved by resolution of the Board.

68. POWERS OF DIRECTORS

- 68.1 Subject to the Act and to any other provision of this Constitution, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the Company, and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in meeting of the Members.
- 68.2 Without limiting the generality of Article 68.1, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- 68.3 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Directors determine.

69. APPOINTMENT OF COMPANY ATTORNEY

- 69.1 The Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- 69.2 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

70. DELEGATION OF POWERS

- 70.1 The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit.
- 70.2 A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.
- 70.3 The members of such a committee may elect one of their number as Chairman of their meetings.
- 70.4 Where such a meeting is held and:
- (a) a Chairman has not been elected as provided by Article 70.3; or
 - (b) the person so elected is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting.
 - (c) the members present shall elect one of their number to be chairman of the meeting or part of it.
- 70.5 A committee may meet and adjourn as it thinks proper.
- 70.6 Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.

70.7 In the case of an equality of votes, the Chairman shall not have a casting vote in addition to any vote the Chairman may have in the capacity as a committee member.

71. DUTIES OF DIRECTORS

71.1 A Director shall act consistently with the statutory duties of Officers as provided in the Act and with the common law duties imposed on Directors.

72. MATERIAL PERSONAL INTERESTS

72.1 Every Director shall observe the provisions of Section 191 of the Act relating to the disclosure of the interest of Directors in contracts or proposed contracts with the Company or of any office or property held by Directors which might create duties or interests in conflict with their duties or interests as Directors. It shall be permissible for a Director to give the other Directors a standing notice about a material personal interest provided such standing notice is given in accordance with Section 192 of the Act.

72.2 If a Director has a material personal interest which requires disclosure under the Act, the disclosure must be made before the Directors vote on any resolution which deals directly or indirectly with the material personal interest.

73. WHERE A DIRECTOR HAS DISCLOSED HIS MATERIAL PERSONAL INTEREST IN A MATTER:

- (a) the Director at any meeting of Directors at which such matter is to be considered shall not be entitled to be present while the matter is being considered at the meeting nor to vote on any matter pertaining to the matter unless:
- (b) states that those Directors are satisfied that the interest should not disqualify the director from voting or being present; or
 - (i) those Directors who do not have a material personal interest in the matter have passed a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
 - (ii) the interested Director has obtained a declaration or order made by the Australian Securities and Investments Commission or its successor which entitles the Director to be present and to vote;
- (c) if the matter is approved by the Directors, that matter may proceed, notwithstanding the Director's conflict;
- (d) the Director shall not be liable to account to the Company for any profit realised by any such transaction;
- (e) any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested cannot be avoided by the Company on the grounds of the interest of the Director in the contract or arrangement.

73.2 Provided the Director observes the provisions of sections 191 and 195 of the Act, no Director shall be disqualified by his office from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise.

74. ELECTION OF OFFICE BEARERS

- 74.1 At the Board Meeting after each Annual General Meeting the Board Members must appoint a president, vice president, Company Secretary and treasurer from among their number. Subject to this Constitution, those Office Bearers hold office until the conclusion of the election of Office Bearers at the first Board Meeting after the next Annual General Meeting.
- 74.2 A retiring Office Bearer is eligible for re-election.
- 74.3 Nominations for office of an Office Bearer are made in the manner determined by the Board.
- 74.4 If there is only one nomination for the office of an Office Bearer, the nominee stands elected to such office.
- 74.5 If there is more than one nomination for the office of an Office Bearer, then there must be an election for such office conducted by secret ballot.
- 74.6 The office of any Office Bearer becomes vacant if the Office Bearer:
- (a) reaches the end of their term of such office;
 - (b) resigns from such office by notice in writing to the Board or Executive Officer;
 - (c) is removed from such office by resolution of the Board; or
 - (d) ceases to be a Board Member.
- 74.7 Should a vacancy occur in the office of any Office Bearer, the Board must promptly fill such vacancy by appointment from among their number.

75. APPOINTMENT OF HONORARY VICE-PRESIDENTS AND PATRONS

- 75.1 The Board may, at its discretion, appoint an Honorary Vice-President and Patron(s) from time to time.
- 75.2 The Board shall determine the scope of the authority, powers and duties of the positions referred to in Article 75.1 and the Board may amend such authority, powers and duties as it sees fit from time to time.

MEETINGS OF DIRECTORS

76. FREQUENCY OF BOARD MEETINGS

The Board of Directors may meet together for the dispatch of business and adjourn and otherwise regulate its meetings at least 6 times a year or more often as it thinks fit and determine the quorum necessary for the transaction of business.

77. CONVENING BOARD MEETINGS

The Board of Directors may at any time, and a Company Secretary shall on the requisition of a Director, convene a meeting of the Directors.

78. NOTICE OF BOARD MEETINGS

- 78.1 Reasonable notice of at least seven days must be given of all Board meetings unless all

Directors consent to waive the requirement for notice of a Board meeting.

78.2 Such notice may be given:

- (a) Verbally;
- (b) by letter;
- (c) by facsimile;
- (d) by telephone; or
- (e) by any other means consented to by all the members of the Board.

79. QUORUM FOR BOARD MEETINGS

79.1 Unless the Directors determine otherwise, the quorum for a meeting of Directors is half the Directors provided that each such person is a Director or an Alternate Director and is entitled under the Act to vote on a motion that may be moved at that meeting.

79.2 An Alternate Director shall be counted in a quorum if present as an Alternate Director.

79.3 The quorum must be present at all times during a meeting of Directors.

80. CHAIRMAN OF BOARD MEETINGS

80.1 The Directors shall elect one of their number as Chairman and another of their number as Deputy Chairman of its meetings and determine the period for which such Chairman or Deputy Chairman is to hold office.

80.2 Where a meeting of the Directors is held and:

- (a) a Chairman or Deputy Chairman has not been elected as provided by Article 80.1; or
- (b) the person so elected is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,

the Directors present shall elect one of their number to be Chairman of such meeting or part of it.

81. VOTING AT BOARD MEETINGS

81.1 Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.

81.2 Unless provided otherwise, each Director is entitled to cast one (1) vote on each matter for determination.

82. VOTING DEADLOCK

In the case of a deadlock in the voting on a particular motion:

- (a) the Chairman of the meeting shall have a casting vote in addition to any vote the Chairman may have in the capacity as a Director; and

- (b) the motion will be carried.

83. SPECIAL MEETINGS

Special Board Meetings may be convened by the requisition in writing of two or more Board Members.

84. VIRTUAL MEETINGS OF DIRECTORS

84.1 A meeting of Directors may be called or held using any technology consented to by all the Directors. A consent of a Director for the purposes of this Article may be a standing one. A Director may only withdraw his consent within a reasonable time before the meeting of Directors.

84.2 For the purposes of this Constitution, the contemporaneous linking together by an instantaneous communication device of a number of Directors not less than the quorum, whether or not any one or more of the Directors is out of Australia, shall be deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to meetings of the Directors shall apply to any such meeting held by an instantaneous communication device so long as the following conditions are met:-

- (a) all the Directors for the time being entitled to receive notice of the meeting of Directors (including any alternate for any Director) shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by this Constitution; and
- (b) each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part at the commencement of the meeting.

84.3 A Director may not leave a meeting held by an instantaneous communication device by disconnecting his instantaneous communication device unless he has previously expressly notified the Chairman of the meeting of his intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his leaving the meeting.

84.4 A minute of the proceedings at meetings held by an instantaneous communication device shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting.

84.5 For the purpose of this Article "instantaneous communication device" shall include telephone, television or any other audio and/or visual device which permits instantaneous communication.

85. PASSING RESOLUTIONS WITHOUT MEETINGS

If all the Directors entitled to vote on a resolution have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

86. DEEMED RESOLUTION

For the purposes of Article 85, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate document.

OTHER OFFICERS

87. COMPANY SECRETARY

A Company Secretary holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

INSURANCE AND INDEMNITY OF APPLICABLE PERSONS

88. APPLICABLE PERSONS

The provisions of Articles 89, 90, 91 and 92 shall apply to Applicable Persons, which expression shall include:

- (a) every person who is or has been an Officer of the Company;
- (b) every person who is or has been an Officer of a Related Body Corporate of the Company;
- (c) if the Directors determine, an employee or former employee of the Company or a Related Body Corporate of the Company;
- (d) if the Directors determine and to the extent permitted under the Act, an auditor or former auditor of the Company or a Related Body Corporate of the Company.

89. INSURANCE

89.1 To the extent permitted under the Act, the Company may pay, or agree to pay, a premium in respect of a contract insuring any one or more Applicable Persons against any liability incurred by the Applicable Person PROVIDED THAT the liability does not arise out of conduct involving:

- (a) a wilful breach of duty in relation to the Company or a Related Body Corporate of the Company; or
- (b) a contravention of section 182 or 183 of the Act.

89.2 To the extent permitted under the Act, the Company may pay, or agree to pay, an Applicable Person for costs and expenses incurred by that Applicable Person in defending proceedings, whatever the outcome of the proceedings.

90. INDEMNITY

90.1 The Company does not exempt an Applicable Person from a liability to the Company

incurred in their capacity as an Applicable Person.

- 90.2 To the extent permitted by the Act, the Company indemnifies any Applicable Person against non legal costs incurred as an Applicable Person except:
- (a) for a liability owed to the Company or a Related Body Corporate of the Company;
 - (b) for a liability for a pecuniary penalty order under section 1317G or compensation order under section 1317H or section 1317HA of the Act;
 - (c) for a liability owed to a third party arising out of conduct involving a lack of good faith.
- 90.3 To the extent permitted by the Act, the Company indemnifies any Applicable Person against legal costs incurred in defending an action for a liability incurred as an Applicable Person except:
- (a) in defending or resisting proceedings in which the Applicable Person is found to have a liability for which they could not be indemnified under Article 90.2; or
 - (b) in defending or resisting criminal proceedings in which the Applicable Person is found guilty; or
 - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission (and any of its successors) or a liquidator for a court order if the grounds for making the order are found by a court to have been established; or
 - (d) in connection with proceedings for relief to the Applicable Person under the Act in which the Court denies relief.
- 90.4 Where the costs and expenses incurred by an Applicable Person under Articles 90.1, 90.2 or 90.3 are recovered by the Company under an insurance policy taken out or paid for by the Company pursuant to Article 89, the extent of the indemnification of an Applicable Person shall be reduced accordingly.

91. LOAN TO AN APPLICABLE PERSON

- 91.1 To the extent permitted by the Act, the Directors may give a loan or advance to an Applicable Person to assist with the payment of costs and expenses of the Applicable Person which may be incurred under Article 90, where, in the opinion of the Directors, the costs and expenses are likely to become an amount for which the Company may become liable.
- 91.2 If, upon a determination of the proceedings, the costs and expenses for which the loan or advance was given are not the liability of the Company, the loan or advance given to the Applicable Person shall be recoverable according to the terms of the loan or advance.

92. DEFINITION OF "PROCEEDINGS"

In Articles 89, 90 and 91, the term "proceedings" means any proceedings and any appeal in relation to any proceedings, whether civil or criminal, being proceedings in which it is alleged that the Applicable Person has done or omitted to do some act, matter or thing in his capacity under which the person has become an Applicable Person (including proceedings alleging that the Applicable Person was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a Related Body Corporate).

ADMINISTRATION

93. NOTICES

93.1 A notice may be given by the Company to any Member either:

- (a) by serving it on him personally;
- (b) by sending it by post to him at his address as shown in the Register or to the Service Address supplied by him to the Company for the giving of notices to him.

93.2 Where a notice is sent by:

- (a) post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a Member, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) by facsimile transmission, service of the notice shall be deemed to be effected within twenty four (24) hours of the transmission, unless the Company receives notification that the transmission was not successful.
- (c) by electronic transmission, service of the notice shall be deemed to be effected within twenty four (24) hours of the transmission, unless the Company receives notification that the transmission was not successful.

93.3 A notice may be given by the Company to joint Members by giving the notice to the joint Member first named in the Register.

94. MINUTES

The Directors will cause minutes of:

- (a) all proceedings and resolutions of meetings of the Company's Members;
- (b) all proceedings and resolutions of meetings of the Directors, including meetings of a committee of Directors;
- (c) resolutions passed by Members without a meeting;
- (d) resolutions passed by Directors without a meeting,

to be duly entered into the books kept for that purpose in accordance with the Act.

95. EVIDENTIARY STANDING OF MINUTES

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

96. INSPECTION OF MINUTE BOOKS

Books containing the minutes of the Company's Members and resolutions passed by Members without a meeting will be open for inspection by any Member free of charge.

97. INSPECTION OF ACCOUNTING RECORDS AND OTHER DOCUMENTS

Subject to the Act, the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in meeting of the Company's Members.

98. EXECUTION OF DOCUMENTS

98.1 The Company may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.

98.2 If the Company has a seal the Directors shall provide for the safe custody of the Seal.

98.3 The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.

98.4 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:

- (a) two Directors; or
- (b) one Director and one Company Secretary; or
- (c) one Director and another person appointed by the Directors for that purpose.

The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

98.5 The Company may execute a document without using a seal if the document is signed by:

- (a) two Directors; or
- (b) one Director and one Company Secretary; or
- (c) one Director and another person appointed by the Directors for that purpose.
- (d) The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

98.6 A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.

99. CREATION, AMENDMENT AND REPEAL OF BY-LAWS

The Board has power to make By-Laws concerning membership application and qualification for membership of the Company and any other matter which the Board believes suitable for including in such By-Laws.

100. AMENDMENT OF CONSTITUTION

The Company may only alter this Constitution by special resolution passed at a general meeting of the Members.

FINANCIAL MATTERS

101. ACCOUNTS

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

102. AUDIT

102.1 The provisions in this Article 102 shall apply to the Company unless the Company is a Small Company or is otherwise exempted under the Act from the requirement to be audited.

102.2 A registered company auditor must be appointed. No appointment of an auditor shall be effective unless the auditor has first tendered to the Company a signed consent to so act.

102.3 The auditor must not be an officer of the Company.

102.4 The first auditor shall be appointed within one (1) month of the registration of the Company by:

(a) the Directors; or

(b) the Members,

and shall hold office until the first Annual General Meeting of the Company.

102.5 The Company must:

(a) at its first Annual General Meeting appoint an auditor; and

(b) at each subsequent Annual General Meeting, if there is a vacancy in the office of auditor, appoint an auditor to fill the vacancy.

102.6 An auditor appointed pursuant to Article 102.5 shall hold office until resignation or removal from office or until the auditor is not capable of acting as auditor for any reason.

102.7 An auditor may be removed by resolution passed at a General Meeting.

102.8 Where an auditor resigns in accordance with Article 102.6 or is removed in accordance with Article 102.7, the Board may appoint another person to be the auditor.

102.9 The auditor appointed pursuant to Article 102.8 shall remain as auditor until the next Annual General Meeting, whereupon his appointment shall be subject to the ratification or otherwise of the Members.

103. APPLICATION OF INCOME AND PROPERTY

103.1 The income and property of the Company however derived will be applied solely towards the promotion of the objects of the Company as set out in this Constitution, and no portion of the income or the property of the Company will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members of the Company.

- 103.2 Nothing in this Constitution shall prevent the payment in good faith:
- (a) of the payments contained in Articles 66 and 67 hereof;
 - (b) payment of insurance premiums to the extent permitted by the Act; and
 - (c) indemnification to the extent permitted by the Act and this Constitution.

104. DIVIDENDS AND RESERVES

No payment of dividends or other distributions to Members shall be made.

WINDING UP

105. PROCEDURE

The Company may be dissolved by a special resolution of Members at a meeting of the Company Members.

106. CONTRIBUTION OF MEMBERS ON WINDING UP

Every Member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she is a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding one dollar (\$10.00), for the payment of the debts and liabilities of the Company contracted whilst the Member or past Member as the case may be was a Member of the Company, and the costs charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.

107. DISTRIBUTION OF PROPERTY ON WINDING UP

Where on the winding up of the Company or dissolution of the Company, there is a surplus of assets after satisfying all the Company's liabilities and expenses, the surplus will not be paid or distributed to the Members of the Company but will be given or transferred to such other institution or company having similar objects to those described in Article 4, is an institution or body and which prohibits the distribution of income, profit or assets to its Members and which has gained approval from the Deputy Commissioner of Taxation to be recognised as a body whose income is exempt from taxation. Such institution or company will be determined by the Members of the Company on or before the time of such winding up or dissolution, failing such determination the institution or company shall be determined by application to the Supreme Court in the deemed State of registration.

SCHEDULE A

**ENVIRONMENTAL HEALTH PROFESSIONALS AUSTRALIA LIMITED
("Company")**

PROXY FORM

I,

of, being a member of the Company ("**Member**"), appoint:

THE CHAIRMAN OF THE MEETING

OR

.....
**(FULL NAME OF THE PERSON YOU WISH TO APPOINT AS
YOUR PROXY)**

OF

.....
.....
**(ADDRESS OF THE PERSON YOU WISH TO APPOINT AS
YOUR PROXY)**

as my proxy to vote for me on my behalf at the general meeting of the Company to be held at on at am/pm and at any adjournment of that meeting.

The Member directs the proxyholder to vote in accordance with the following instructions, or if no directions have been given, as the proxyholder sees fit.

Signed:

Name of signatory:

Dated:

[the following to be inserted if desired]

RESOLUTIONS

Should you desire to direct your proxy how to vote on any resolution please insert a "X" in the appropriate box below:

No.	Resolution	For	Against	Abstain

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

1. This Proxy is solicited by the Company.
2. This form of proxy ("**Instrument of Proxy**") must be signed by you, the Member, or by your attorney duly authorised by you in writing, or, in the case of a corporation, by a duly authorised officer or representative of the corporation; and if executed by an attorney, officer, or other duly appointed representative, the original or a certified copy of the instrument so empowering such person must accompany the Instrument of Proxy.
3. A Member who wishes to attend the Meeting and vote on the resolutions in person, may simply register with the scrutineers before the Meeting begins.
4. A Member who is not able to attend the Meeting in person but wishes to vote on the resolutions, may appoint the Chairman or another proxyholder (who is not required to be a member of the Company) to vote according to the Member's instructions, by inserting the name of the person you wish to represent you at the Meeting in the space provided.
5. A Member may specify how its proxy is to vote with respect to a resolution set out in the Instrument of Proxy.
6. If two or more proxies from the same appointer are presented in respect of the same meeting, the last in date only shall be valid.
7. The Proxy appointed by this Instrument of Proxy will vote or withhold from voting in accordance with the instructions of the Member on any poll of a resolution that may be called for and, if the Member specifies a choice with respect to any matter to be acted upon, the proxyholder will vote accordingly.

Where no choice is specified by a Member with respect to a resolution set out in the Instrument of Proxy, the proxyholder has discretion to vote as the proxyholder sees fit.