

Company Limited by Guarantee and not having a Capital divided into Shares

CONSTITUTION
OF
ASSISTED COMMUNITY LIVING LIMITED

1. INTRODUCTION

1.1 The name of the Company is "**ASSISTED COMMUNITY LIVING LIMITED**" (hereinafter called "Company").

1.2 In this Constitution:

- (1) "**Act**" means the Corporations Act, 2001;
- (2) "**Board**" means the Board of Directors of the Company;
- (3) "**disability**" has its ordinary meaning and includes intellectual disability
- (4) "**Director**" means a member for the time being of the Board of Directors;
- (5) "**Office**" means the registered office for the time being of the Company;
- (6) "**Register**" means the register of members to be kept in accordance with this Constitution;
- (7) "**Seal**" means the Common Seal of the Company;
- (8) "**Secretary**" means any person appointed to perform the duties of Secretary of the Company;
- (9) "**State**" means the State of New South Wales;

1.3 Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act of 1897 and of the Act.

1.4 The Company is the successor to Chatswood Sheltered Industries Incorporated and is established for the purposes set out in this Constitution.

1.5 The objects for which the Company is established are:

- (1) to provide support and services to persons with disabilities and in particular to provide residential services, training, day programs and advocacy to and in respect of people with an intellectual disability;
- (2) to promote the welfare, cause and the acceptance of disabled persons with government and the community;
- (3) to extend invitations to members of the public to become members of the Company and through such membership to actively support the Company and assist it to carry out its objectives;
- (4) to encourage the making of gifts and testamentary dispositions to or for the benefit of the Company; and

(5) to raise money for the above purposes by any method that seems - appropriate.

1.6 If any doubt arises as to the construction or interpretation of any clause of the Constitution, or of any of the regulations for the time being of the Board, the decision of the Board shall be conclusive and binding on all Members of the Company provided that such decision is reduced into writing and duly minuted.

2. APPLICATION OF INCOME AND PROPERTY

2.1 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this constitution.

2.2 No portion of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Company.

2.3 Nothing in this Clause 2 prevents the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Company or to any Member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any Member to the Company.

2.4 Subject always to the prior compliance with any act governing charitable fund raising bodies, the Company may pay to a director:

(1) out of pocket expenses reasonably incurred by a director in the performance of any duty as director of the Company where the amount payable does not exceed an amount previously approved by the directors of the Company;

(2) for any service rendered to the Company by the director in a professional or technical capacity, other than in the capacity as director, where the provision of the service has the prior approval of the directors of the Company and where the amount payable is approved by the directors of the Company and is not more than an amount which commercially would be reasonable payment for the service.

2.5 The Company is not prohibited from contracting with and/or paying fees to a company of which a director is a member where the director holds no more than one percent of the capital of such company and in such case the director is not obliged to account for any share of profit in respect thereto.

3. AMENDMENTS

3.1 Subject to the Act and this Constitution, the Company may by Special Resolution alter or add to this Constitution, but no addition, alteration or amendment shall be made to or in this Constitution for the time being in force, unless the same shall have been submitted to the Ministers of the Crown for the time being respectively administering the Act and the Charitable Fundraising Act, 1991 (NSW) on such occasions and in such terms as the relevant Act or regulations thereunder require.

- 3.2 No addition, alteration or amendment to this Constitution may be made unless Chatswood Sheltered Industries Foundation Limited has given its prior written approval to that addition, alteration or amendment.

4. LIMITED LIABILITY

- 4.1 The liability of Members is limited.

5. CONTRIBUTION

- 5.1 Every Member and every Honorary Life Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he or she ceases to be a Member and of the costs charges and expenses of winding up the same and for the adjustments of the rights of contributors amongst themselves such amount as may be required not exceeding Twenty Dollars (\$20.00).

6. WINDING UP

- 6.1 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and the 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 or institutions being endorsed by the Australian Taxation Office as a public benevolent institution to which income tax deductible gifts can be made and having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Company under or by virtue of Clause 2 hereof such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or any Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

7. REVOCATION CLAUSE

- 7.1 If the endorsement of the Company by the Australian Taxation Office as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which income tax deductible gifts can be made – any surplus:
- (1) gifts of money or property for the principal purpose of the Company;
 - (2) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
 - (3) money received by the Company because of such gifts and contributions.

8. MEMBERSHIP

- 8.1 All existing members of Chatswood Sheltered Industries Incorporated shall continue as members of the Company.

8.2 A person is qualified to be a member of the Company if that person is a natural person who:

- (1) has been nominated for membership of the Company; and
- (2) has been approved for membership by the Board.

8.3 Unless the Board determines otherwise, every applicant for membership of the Company (other than Honorary Life Membership) shall be proposed by one and seconded by another financial Member of the Company.

8.4 All applications for membership shall be subject to the approval of the Board which may withhold such membership in its absolute discretion without ascribing any reason therefore. The application for membership shall be in such form as the Board may from time to time prescribe. The Board's decision is final. Such persons as the Board shall admit to membership and be enrolled on the Register shall be Members of the Company.

8.5 Honorary Life Members may be elected by the Members as an ordinary resolution in General Meeting if:

- (1) the Board has considered that a person warrants special recognition for outstanding service to the Company; and
- (2) the Board has made a recommendation in writing to the Members for consideration in General Meeting that such person be considered for election to Honorary Life Membership.

8.6 Nothing in this clause 7 affects the status of any Member or Honorary Life Member current at 1 July 2002.

8.7 The number of Honorary Life Members at any time shall be determined by the Board.

8.8 A Patron or Patrons of the Company may be elected by the Members in General Meeting if the Board has first nominated a person or persons the Board considers appropriate for consideration by the Members in General Meeting. A Patron need not be a Member of the Company and shall hold office at the discretion of the Board.

8.9 The Secretary shall keep a register of Members. A Member's details shall not be entered into such register except on authority of the Board.

8.10 Unless the Board otherwise determines in specific cases, Members (other than Honorary Life Members) must pay an annual subscription as determined by the Board.

8.11 Annual subscriptions shall be payable on the first day of July in each year.

8.12 The Board may on application by a Member, allow the Member to pay the annual subscription by instalments or waive the payment as determined by the Board.

9. CESSATION OF MEMBERSHIP

9.1 Any Member may resign his or her membership by sending his or her resignation in writing to the Secretary and upon such resignation being accepted by the Board and such Member paying up any arrears of subscription due by him or her, he or she shall cease to be a Member.

- 9.2 Any person who shall by any means cease to be a Member, shall nevertheless remain liable for and shall pay to the Company, all monies which at the time of his or her ceasing to be a Member were due from him or her to the Company.
- 9.3 The Board may declare a Member to have forfeited membership and may direct his or her name to be removed from the appropriate register:
- (1) if he or she is in arrears with their annual subscription for a period of one (1) month after the same becomes due and after that period neglects for one (1) month after notice is given to him or her in writing by the Secretary or Treasurer to pay such arrears.
 - (2) if he or she is convicted of felony or is declared by any court of competent jurisdiction to have committed any fraud or misconduct.
 - (3) if he or she is or becomes of unsound mind, or a person whose estate is liable to be dealt with in any way under the law relating to mental health
- 9.4 Subject to Clause 8.5 if any Member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interest of the Company, the Board shall have power by resolution to censure, suspend, expel the Member from the Company or otherwise discipline the Member.
- 9.5 Not less than one week before the meeting of the Board, at which a resolution referred to in Clause 8.4 is considered, the Member must be notified
- (1) of the time and place of the proposed meeting;
 - (2) of what is alleged against him or her;
 - (3) of the intended resolution; and
 - (4) that he or she has the right to give an oral or written explanation or defence he or she may think fit; and
 - (5) that subject to Clause 8.6 he or she may elect to have the question dealt with by the Company in general meeting.
- 9.6 A Member may elect to have an allegation described in Clause 8.4 dealt with by the Members in general meeting by giving notice of his or her intention to this effect to the Secretary not less than twenty four hours prior to the appointed time for holding the meeting referred to in Clause 8.5.
- 9.7 If the member validly elects to have the question dealt by the Members, a General Meeting of the Company shall be called for the purpose and if at the meeting such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the Member concerned shall be punished accordingly and in the case of a resolution for his or her expulsion, the Member shall be expelled but not otherwise.
- 9.8 Whenever any person ceases to be a Member of the Company, the Board shall direct that his or her name shall be removed from the Register and he or she shall not nor his or her representatives have any claim or interest in any funds or properties of the Company.

10. GENERAL MEETINGS

- 10.1 There shall be at least one General Meeting held during each calendar year and not more than 15 months after the holding of the last preceding General Meeting at such time and place as the Board may from time to time decide.
- 10.2 The lastly mentioned General Meeting shall be called the Annual General Meeting. All other General Meetings shall be called General Meetings.
- 10.3 Three (3) members of the Board or 10% of the number of members then registered and entitled to vote at a General Meeting may whenever they think fit, convene a General Meeting, and General Meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.
- 10.4 Subject to the provisions of the Act relating to special resolutions, not less than twenty-one days notice of the holding of a General Meeting (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business shall be given in the manner described in Clause 22 or in such other manner as may be prescribed by the Company in General Meeting, to the Members and Directors but with the consent of all Members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such a manner as those Members may think fit.
- 10.5 The accidental omission to give notice of a meeting to or the non receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 (1) The business of an Annual General Meeting shall be to receive and consider the Statement of Financial Performance and Financial Position and reports of the Board and of the Auditor, to elect the Directors for the ensuing year and to transact any other business which under this Constitution ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at a General Meeting shall be deemed special.
- (2) The Board's report referred to in of this clause 10.1(1), in addition to any other particulars which the Board shall deem desirable, shall contain a resume of the activities of the Company for the period since the preceding report. Such report shall, before presentation at the Annual General Meeting, be formally approved at a Meeting of the Board.
- 11.2 A Member wishing to bring before a General Meeting any motion or business shall give notice thereof in writing to the Secretary not less than thirty (30) days before the day of the meeting and no motion or business shall be transacted or entertained at such meeting unless notice thereof has been given.
- 11.3 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 15 voting members personally present shall constitute a quorum for a General Meeting. For the purpose of this clause "Member" includes a person attending as a proxy

- 11.4 If within fifteen (15) minutes from the time appointed for the meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the Members present shall be a quorum.
- 11.5 The Chairman shall preside at every General Meeting of the Company unless resolved by the majority of Members present that he or she vacate the chair.
- 11.6 If the Chairman is not be present within fifteen (15) minutes after the time appointed for the holding of the meeting or if being present he or she shall be unwilling to act as Chairman, the Members present shall choose one of their number to be Chairman.
- 11.7 The Chairman 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 the meeting from which the adjournment took place.
- 11.8 When a General Meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original General Meeting.
- 11.9 Subject to Clause 10.8 it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

12. VOTING AT GENERAL MEETINGS

- 12.1 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of a show of hands) demanded by at least two (2) Members present in person or by proxy entitled to vote and unless a poll is demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the numbers or proportion of the votes recorded in favour of or against such resolution.
- 12.2 If a poll is duly demanded, it shall be taken in such manner as the Chairman directs and unless the meeting is adjourned, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 12.3 In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded, shall be entitled to a second or casting vote.
- 12.4 A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs,
- 12.5 Directors and Members, including Honorary Life Members, who have paid up all past and present subscriptions due to the Company by that Member as at the date of the General Meeting, shall be entitled to one vote on both a poll and a show of hands at a General Meeting.
- 12.6 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her Committee or by his or her trustee or by such other

person as properly has the management of his or her estate, and any such Committee, trustee or other person may vote by proxy or attorney.

13. PROXIES

- 13.1 The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his or her attorney duly authorised. A proxy need not be a Member. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. No Member may hold more than 5 proxies except for a Member acting in its capacity as Chairman.
- 13.2 Where it is desired to afford Members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in a form prescribed by the Board from time to time or in a form substantially similar thereto.
- 13.3 The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a copy certified as a true copy by a person qualified to witness statutory declarations of that power or authority shall be deposited at the registered office of the Company, or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight 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 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 13.4 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as foresaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

14. THE BOARD OF DIRECTORS

- 14.1 The business and affairs of the Company shall be under the management of and conducted by the Board
- 14.2 The Board shall consist of no less than 6 and no more than 12 members. All Directors must be Members of the Company. No paid employee of the Company may be a Director.
- 14.3 The Board shall elect from its members annually a Chairman, a Deputy Chairman, a Secretary and a Treasurer of the Company and such other office bearers as it considers necessary
- 14.4 Candidates for election to the Board shall be proposed and seconded in writing by Members entitled to vote at a General Meeting. The candidate must consent in writing to be a Director and his or her consent must be lodged with the Secretary twenty-one (21) days prior to the date of the General Meeting at which his or her candidacy is to be voted on.
- 14.5 The election of the Directors shall take place at each Annual General Meeting and a ballot if necessary shall be held in such manner as the Chairman of the meeting may decide.

14.6

- (a) A Director elected in accordance with clause 13.5 will take office at the conclusion of the General Meeting at which he or she is elected and will, subject to this Constitution, hold office for a term of 3 years;
- (b) Directors will automatically retire as Directors of the Company at the conclusion of the third Annual General Meeting after their election;
- (c) The Directors to retire at the Annual General Meeting at which this clause 13.6 is adopted will comprise three of the previously elected Directors and these Directors are eligible for re-election. The Directors to retire will be decided by lot to be conducted by the Chairman, or if he or she is a candidate, by the deputy Chairman, unless the Directors agree otherwise;
- (d) On the first anniversary of the Annual General Meeting at which this clause 13.6 is adopted, two of the Directors that were previously elected prior to the adoption of this clause 13.6 must retire from office and are eligible for re-election. The Directors to retire will be decided by lot to be conducted by the Chairman, or if he or she is a candidate, by the deputy Chairman, unless the Directors agree otherwise;
- (e) On the second anniversary of the Annual General Meeting at which this clause 13.6 is adopted, the remaining two Directors that were previously elected prior to the adoption of this clause 13.6 must retire from office and are eligible for re-election; and
- (f) Each retiring Director is eligible to be re-nominated and elected as a Director. In the case of the Directors to be elected at the Annual General Meeting at which this clause 13.6 is adopted, the consent of the candidate may be lodged with the Chairman at that Annual General Meeting.

14.7 Subject to Clause 13.2, if an extraordinary vacancy in the Board occurs, it may be filled by the appointment by the Board of a person considered by it to be suitable and the Director so appointed shall retire at the next succeeding Annual General Meeting and is eligible for re-election.

14.8 The office of Director shall in so far be vacated if he or she:

- (1) is removed from office by a Special Resolution of the Members of the Company provided in Clause 15.1.
- (2) becomes bankrupt or makes any arrangement or composition with his or her creditors generally.
- (3) 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.
- (4) sends to the Board or the Secretary his or her written resignation of office.
- (5) if a Member of the Company, is suspended for any period from membership.
- (6) ceases to be a member of the Board by virtue of the Act.

- (7) becomes prohibited from being a Director of a Company by reason of any order made under the Act.
- (8) for more than six months is absent without permission of the Board from meetings of the Board held during this period.
- (9) is convicted of felony or is declared by any Court of competent jurisdiction to have committed any fraud or misconduct.
- (10) is or becomes a paid employee of the Company.

15. MEETINGS OF THE BOARD

- 15.1 The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit and at least 6 meetings shall be held each calendar year
- 15.2 The Chairman shall preside at all meetings of the Board. In the absence or inability for any cause of the Chairman to act, the Deputy Chairman (if any) may exercise any of the functions exercisable by the Chairman. In the absence or like inability of both the Chairman and Deputy Chairman, the Directors present shall appoint one of their members to exercise such functions.
- 15.3 Questions arising at any meeting shall be decided by a majority of votes.
- 15.4 In the case of equality of votes, the Chairman shall have a second or casting vote.
- 15.5 Three members of the Board may at any time, and the Chairman on the requisition of three members of the Board shall, summon a meeting of the Board.
- 15.6 The quorum necessary for the transaction of the business of the Board shall be not less than one half of the Directors from time to time.
- 15.7 The members of the Board may act notwithstanding any vacancy in their body but if, and so long as their number is reduced below the number fixed as the minimum quorum under clause 14.6, the continuing members of the Board may act for the purpose of increasing the number to that number or for summoning a General Meeting of the Company but for no other purpose.

16. REMOVAL OF DIRECTOR

- 16.1 The Company may by Special Resolution remove any Director before the expiration of his or her period of office and may by an ordinary resolution appoint another person in his or her stead.

17. POWERS AND DUTIES OF THE BOARD

- 17.1 The management of the business and affairs and custody and control of the funds and property of the Company shall be vested in the Board who in addition to the powers and authorities by this Constitution expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by this Constitution or by Statute expressly directed or required to be exercised or done by the Company in General Meeting.

17.2 The Board shall cause minutes to be made in books provided for the purpose:

- (1) of all appointments of officers made by the Board.
- (2) the name of the members present at each meeting of the Board and of any committee of the Board.
- (3) of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.

17.3 The Board may from time to time, at its discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

17.4 The Board may raise or secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by any mortgage charge or other security on the whole or any part of the property of the Company both present and future.

17.5 The Board shall cause a proper register to be kept in accordance with any statute relating thereto of all mortgages and charges, specifically affecting the property of the Company.

18. COMMITTEES

18.1 The Board may delegate any of its powers to such committees as it thinks fit, and any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

18.2 The Board Chairman may nominate a Committee Chairman and if no such Chairman is nominated or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for the holding of the same, the members present may choose one of their number to be Chairman of the meeting.

18.3 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes for the members present and in case of an equality of votes, the Chairman shall have a second or casting vote.

18.4 Each committee shall furnish to the appropriate meeting of the Board a report of its activities and shall tender to the Board such advice concerning the subject matter of its activities as the Board deems desirable.

19. VALIDITY OF ACTS

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

20. THE SEAL

20.1 The Board shall provide for the safe custody of the Seal of the Company which shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of a member of the Board and of the Secretary or such other

person as the Board may appoint for the purpose; and that a Director and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

21. ACCOUNTS

- 21.1 True accounts shall be kept of the sums of the money received and expended by the Company and the matters in respect of which such receipts and expenditures take place and of the property credits and liabilities of the Company.
- 21.2 For the purposes of Clause 20.1, the Board shall cause proper accounting and other records to be kept and shall distribute copies of every Statement of Financial Performance and Statement of Financial Position (including every document required by law to be attached thereto) accompanied by a copy of the Auditors Report thereon as required by the Act.
- 21.3 The Board shall cause to be made out and laid before each Annual General Meeting a Statement of Financial Performance and Statement of Financial Position made up to a date not more than three months before the date of the meeting.
- 21.4 Once at least in every year the accounts of the Company shall be examined and the correctness of the statements described in clause 20.2 ascertained by one or more properly qualified auditor or auditors.
- 21.5 The Board shall from time to time determine at what times and places and under what conditions and regulations the accounting records of the Company shall be open to the inspection of members not being members of the Board.
- 21.6 Except at the discretion of the Board no member other than a Director has any right to inspect any books or records of the Company other than as allowed by Clause 20.5 or by the Members in General Meeting or by the Act or other legislation.

22. AUDIT

- 22.1 A properly qualified Auditor or Auditors shall be appointed and his, or her or their remuneration fixed and duties regulated in accordance with the Act or other legislation.

23. NOTICES

- 23.1 Any notice required to be given by any Clause of this Constitution or by any Regulation of the Board or Company may be served upon any Member or person either personally or by sending the same through the post in a prepaid letter addressed to such Member or person at his or her address as entered in the register or at his or her last known place of residence or business or by sending it to an electronic address (if any) nominated by the member. But the non-receipt of such notice shall not invalidate the proceedings of any meeting held in pursuance of such notice.
- 23.2 As regards those Members who have no place of address in Australia registered with the Company, a notice posted up in the registered office of the Company shall be deemed to be well served on them at the expiration of 24 hours after it was so posted up.

- 23.3 Any notice sent by post shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.
- 23.4 Where a given number of days' notice or notice extending over any period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.
- 23.5 Notice of every General Meeting shall be given in any manner herein before authorised to:
- (1) every Member, Honorary Life Member or Patron;
 - (2) every Director; and
 - (3) the Auditor or Auditors for the time being of the Company.
- 23.6 No other person shall be entitled to receive notices of General Meeting.

24. INDEMNITY

- 24.1 Every member of the Board, Auditor or other staff member for the time being of the Company shall be indemnified out of the assets of this Company against:
- (1) any liability to a person or corporation other than the Company or a related body corporate of the Company where that liability does not arise out of conduct involving lack of good faith; and
 - (2) any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in relation to which he or she obtains relief by way of any application under the Act and which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.
- 24.2 The Company may take out and pay the premiums in respect of policies of insurance insuring persons who are or have been officers of the Company against such liabilities as the Directors think fit provided that any such insurances do not contravene the Act. Notwithstanding any other provisions of this Constitution, a Director shall not be disqualified from voting in favour of effecting such insurance by virtue of his or her office.