
Constitution of Sundale Limited

A company limited by guarantee

Adopted: 19 September 2019

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Constitution of Sundale Limited

1 General

1.1 Name of Company

The name of the Company is Sundale Limited.

2 Definitions and interpretation

2.1 Definitions

In this document:

Term	Definition
ACNC Legislation	means the: (a) <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth); and (b) <i>Australian Charities and Not-for-profits Commission Regulation 2013</i> (Cth).
Apex Club of Nambour Inc.	means the Apex Club of Nambour Inc. IA00369, an Incorporated Association.
ASIC	means the Australian Securities and Investments Commission.
Board	means the board of directors of Sundale.
Business Day	means a day that is not a Saturday, Sunday or public holiday in Nambour, Queensland.
Chairman	includes an acting chairman under rule 10.5.
Clients	means a person who has engaged the Company to provide services and pay fees to the Company, subject to any determination made by the Board that the person should not be categorised as a client for the purposes of the Constitution.
Committee	means a committee to which powers have been delegated by the Board under rule 16.7.
Community Housing Asset	has the same meaning as in the Housing Act.
Company	means Sundale Limited.
Constitution	means the constitution of the Company.
Corporations Legislation	means the: (c) <i>Corporations Act 2001</i> (Cth); and (d) <i>Corporations Regulations 2001</i> (Cth).

Term	Definition
Corresponding Law	has the same meaning as in the Housing Act.
Director	means a person appointed or elected to the office of director of the Company and includes an alternate director appointed to the Board.
Employees	means a person who: <ul style="list-style-type: none"> (e) is an employee of the Company; or (f) in the past 12 months before the reference is to be applied, was an employee of the Company.
Executive Officer	for the purposes of rule 23, means a person who is concerned, or takes part in, the management of the Company (regardless of the person's designation).
Housing Act	means the <i>Housing Act 2003</i> (Qld).
Housing Agency	has the same meaning as in the Housing Act.
Incorporated Association	means an association incorporated under the <i>Associations Incorporation Act 1981</i> (Qld).
Liability	for the purposes of rule 23, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Members Present	means members present at a general meeting of the Company in person, or by their appointed representative, proxy, or attorney.
Member Representative	means, for a corporate member or founding member, a person authorised by the member to act as its representative in the Company.
Office	means the registered office of the Company.
Officer	for the purposes of rule 23, means a director or Secretary of the Company or a person: <ul style="list-style-type: none"> (g) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; (h) who has the capacity to affect significantly the Company's financial standing; or (i) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board or the Company).
Participating Jurisdiction	has the same meaning as in the Housing Act.
Proceedings	for the purposes of rules 23.2 and 23.4 has the meaning set out in rule 23.5.
Register	means the register of members of the Company established under the Corporations Legislation.
Registered Address	means the address of the member specified in the Register or another other address notified by the

Term	Definition
	member to the Company as the place they will accept service of notices.
Registered Provider	has the same meaning as in the Housing Act.
Replaceable Rules	means the replaceable rules under the Corporations Legislation and includes any replaceable rules that become or may become a provision of the Corporations Legislation.
Resident	means a resident of the aged care facilities or retirement villages accommodation owned, operated or managed by the Company.
Rotary Club of Nambour Inc.	means the Rotary Club of Nambour Inc. IA01460, an Incorporated Association.
Rotary Club of Nambour 76 Inc.	means the Rotary Club of Nambour 76 Inc. IA01635, an Incorporated Association.
Seal	means the common seal of the Company if any.
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.

2.2 Interpretation

In this document:

- (a) a reference to a rule, schedule, annexure or party is a reference to a rule of, and a schedule, annexure or party to, this document and references to this document include any schedules or annexures;
- (b) a reference to a party to this document or any other document or agreement includes the party's successors, permitted substitutes and permitted assigns;
- (c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced;
- (e) a reference to this document includes the agreement recorded by this document;
- (f) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (g) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (h) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity; and
- (i) a reference to 'month' means calendar month.

2.3 Headings

Headings are used for convenience only and do not affect the interpretation of the Constitution.

2.4 Application of the Corporations Legislation

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Corporations Legislation has the same meaning as in that provision; and
- (b) subject to rule 2.4(a), an expression in a rule that has a defined meaning for the purposes of the Corporation Legislation has the same meaning as in the Corporations Legislation.

2.5 Application of ACNC Legislation

The company must only comply with the ACNC Legislation and any reference to the ACNC Legislation in the Constitution, to the extent that it is registered by the Australian Charities and Not-for-profits Commission.

2.6 Exercising powers

- (a) The Company may exercise any power, take any action or engage in any conduct which the Corporations Legislation permits a company limited by guarantee to exercise, take or engage in.
- (b) A power conferred on a person to do a particular act or thing under the Constitution includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.
- (c) A power conferred under the Constitution to do a particular act or thing:
 - (i) may be exercised from time to time and subject to conditions; and
 - (ii) may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different provision concerning different matters or different classes of matters.
- (d) Where a power to appoint a person to an office or position is conferred under the Constitution (except the power to appoint a Director under rule 12.1) the power includes, unless the contrary intention appears, a power to:
 - (i) appoint a person to act in the office or position until a person is appointed to the office or position;
 - (ii) remove or suspend any person appointed (without prejudice to any rights or obligations under any contract between the person and the Company); and
 - (iii) appoint another person temporarily in the place of any person removed or suspended or in the place of any sick or absent holder of the office or position.

- (e) Where the Constitution gives power to a person to delegate a function or power:
 - (i) the delegation may be concurrent with, or (except in the case of a delegation by the Directors) to the exclusion of, the performance or exercise of that function or power by the person;
 - (ii) the delegation may be either general or limited in any way provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position;
 - (iv) the delegation may include the power to delegate; and
 - (v) where performing or exercising that function or power depends on that person's opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate based on the delegate's opinion, belief or state of mind about that matter.

3 Objects

3.1 Objects of Company

- (a) The Company is established for the public charitable purposes of providing relief of poverty, sickness, suffering, distress, misfortune, disability and helplessness to the elderly, children, those who are financially disadvantaged and people with a disability, including through the purchase and maintenance of accommodation and the ability to provide access to medical and other social and community services.
- (b) To achieve these objects, the Company may, without limitation:
 - (i) seek out resources from both individuals, public and private institutions and other entities in support of the objects in rule 3.1(a);
 - (ii) establish and maintain affiliations and information exchange with organisations having similar objects to those in rule 3.1(a);
 - (iii) act as trustee of any trust for the purpose of which relates to the objects in rule 3.1(a);
 - (iv) promote the objects of the Company in any manner the Board considers appropriate, and to do things incidental or conducive to the attainment of the objects in rule 3.1(a);
 - (v) do all other things incidental or conducive to the attainment of the objects in rule 3.1(a);
 - (vi) seek or receive donations and legacies (whether subject to any special trusts or not) to apply to the objects in rule 3.1(a);
 - (vii) promote mutual trust and confidence between the Company and the members in pursuit of the objects rule 3.1(a); and
 - (viii) do all that is necessary to enable these objects to be achieved and to enable the members to receive the benefit of the objects in rule 3.1(a).

3.2 Separate objects

Each of the individual objects in rule 3.1(a) is a separate object of the Company, and must not be construed by reference to any other object.

3.3 Exercise of powers to achieve objects

Nothing restricts the Company from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable objects of the Company or which is intended to generate revenue for, or otherwise further, those objects.

3.4 No power to issue shares

The Company has no power to issue or allot shares.

4 Non-profit nature of the Company

4.1 Non-profit

- (a) The income and property of the Company must only be applied towards the promotion of the objects of the Company set out in the Constitution.
- (b) No income or property may be paid or transferred, directly or indirectly, to a member except for payments to a member:
 - (i) in return for services rendered by or goods supplied by the member to the Company in the ordinary and usual course of business; or
 - (ii) as principal payments on money lent by the member, and interest payments if the interest is at a commercial rate.

4.2 No distribution of profits to members on winding up

- (a) Where property remains after the winding-up or dissolution of the Company, and satisfaction of all its debts and liabilities, it must not be distributed among the members.
- (b) Property referred to in rule 4.2(a) must be given to another fund, authority or institution with objects similar to the objects of the Company and a prohibition on distribution of its income and property among its members to an extent at least as great as is imposed on the Company under the Constitution.
- (c) The fund, authority or institution to receive property under rule 4.2(b) must be decided by the members at or before the time of dissolution.

5 Membership

5.1 Types of membership

Until otherwise decided by the members in general meeting, the membership classes are:

- (a) founding members;
- (b) ordinary members;
- (c) corporate members; and

- (d) life members.

5.2 Number of members

Unless otherwise decided by the Board in general meeting the maximum number of ordinary, corporate and life members of the Company is not limited.

5.3 Founding members

- (a) The Board admits to the Company, the:
 - (i) Apex Club of Nambour Inc.;
 - (ii) Rotary Club of Nambour Inc.; and
 - (iii) Rotary Club of Nambour 76 Inc.,
 as founding members.
- (b) Each founding member must nominate a Member Representative to represent it as a member of the Company.
- (c) A Member Representative must consent to the nomination in writing.
- (d) A Founding Member is entitled to the privileges of membership without the payment of any further subscription.

5.4 Ordinary members

- (a) The Board may admit to ordinary membership of the Company any person who is 18 years or older.
- (b) Every applicant for ordinary membership must be nominated and seconded by two ordinary members. The application must be in writing signed by all three parties, and in the form the Board decides.
- (c) The Board may fix the entrance fee (if any) and the subscription payable by an applicant for ordinary membership. The Board may not accept an application for ordinary membership unless the entrance fee and subscription has been received by the Company.
- (d) The Board may admit or reject an applicant for ordinary membership without giving a reason. If the applicant is not admitted to ordinary membership in due course, all money paid by him or her to the Company must be returned immediately in full without interest.

5.5 Corporate members

- (a) The Board may admit to corporate membership of the Company any body corporate which:

- (i) in the opinion of the Board, is supportive of the objects of the Company; and
 - (ii) has been nominated and seconded by two ordinary members.
- (b) The application for corporate membership must be in writing and signed by all three parties, and in the form the Board decides.
 - (c) The Board may fix the entrance fee (if any) and the subscription payable by a body corporate applicant for corporate membership. The Board must not accept an application for corporate membership unless the entrance fee and subscription has been received by the Company.
 - (d) The Board may admit or reject a body corporate applicant for corporate membership without giving a reason. If the body corporate applicant is not admitted to corporate membership in due course, all money paid by it to the Company must be returned immediately in full without interest.
 - (e) A body corporate applicant must nominate one Member Representative to represent it in the Company.
 - (f) A Member Representative must consent to the nomination by the body corporate in writing.

5.6 Life members

- (a) The Board may nominate for life membership any ordinary member who, in the Board's opinion, is worthy of life membership because of the person's outstanding and meritorious service to the Company.
- (b) A life member may be admitted, on recommendation of the Board, if the recommendation is approved by a resolution of a three quarters majority of Members Present and entitled to vote at a general meeting of the Company.
- (c) A life member is entitled to all the privileges of ordinary membership, without the payment of any further subscriptions, for life, unless he or she ceases to be a member (for any reason).

5.7 Voting rights of members

The entitlement of members to vote on a show of hands and on a poll is as follows:

- (a) a founding member has one vote;
- (b) an ordinary member has one vote;
- (c) a corporate member has one vote; and
- (d) a life member has one vote.

5.8 Notice by members

- (a) Each member must promptly notify the secretary in writing of:
 - (i) any change in their qualification to be a member of the Company; and
 - (ii) any change in their address or contact details.

- (b) Each body corporate member must promptly notify the secretary in writing of any change in its Member Representative.

5.9 Resignation and termination of membership

- (a) A member ceases to be a member if the member:
 - (i) no longer meets the qualification requirements;
 - (ii) resigns as a member by giving written notice to the Company;
 - (iii) if a body corporate, ceases to exist; or
 - (iv) is terminated by the Board under rule 5.9(b).
- (b) The Board may terminate a member's membership if the member:
 - (i) fails to notify the Company of a change in address or contact details and is unable to be contacted at the address in the register for a period of two years;
 - (ii) becomes bankrupt or insolvent;
 - (iii) has membership fees in arrears;
 - (iv) has conducted itself in a way that the Board considers to be injurious or prejudicial to the character or interests of the Company or may bring the Company into disrepute; or
 - (v) has conducted itself in a way the Board considers as being inconsistent with the objects of the Company.
- (c) The Board must give the member written notice of its intention to terminate the member's membership and the reason for the proposed termination.
- (d) If the reason set out in the notice under rule 5.9(c) remains unresolved, in the opinion of the Board, for one month after the date of the notice, the member's membership is terminated.
- (e) The rights or privileges of membership may be reinstated at the absolute discretion of the Board.
- (f) Membership is not transferable.

5.10 Register of members

The company must establish and maintain a register of members which includes the full name and address for notices of each member, and any other particulars determined by the Board.

6 Rights and obligations

6.1 Amount of fees and subscriptions payable

The entrance fees and the annual subscription fees for the various classes of membership are set by the Board.

6.2 Variation of rights of members

While the membership is divided into different classes, the rights attached to any class (unless otherwise set out in application for membership of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of members with at least 75% of the votes in the class, or by special resolution passed at a separate meeting of the members of that class.

7 Financial records

7.1 Keeping of financial records

- (a) The financial year of the Company begins on 1 July and ends at 30 June in the following calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting and auditing requirements of the Corporations Legislation and, if applicable, the ACNC Legislation and any other legislation which applies to the Company.
- (c) The Board must distribute to all members after the end of each financial year, copies of the financial report including a copy of the auditor's report and any other documentation as required by the Corporations Legislation.
- (d) The Board must lay before the members at each annual general meeting the financial report required under rule 7.1(c).

7.2 Appointment of auditor

The Company must appoint a qualified auditor as required by the Corporations Legislation or the ACNC Legislation. No member may act as auditor of the Company.

7.3 Inspection of records of the Company

- (a) The Board may decide whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company or any of them will be open to the inspection by members other than the Board.
- (b) No member other than a Director has the right to inspect any document of the Company except as set out in the Corporations Legislation or as authorised by the Board.

8 Annual General Meeting

8.1 Annual general meeting

The Company must hold a general meeting, to be called the annual general meeting, at least once in every calendar year (after the end of the first financial year).

8.2 Provisions about general meetings apply to the annual general meeting

The provisions of the Constitution about general meetings apply, with necessary changes, to annual general meetings.

9 General meetings

9.1 General meetings

- (a) General meetings of the Company may be called and held at the times and places and in the manner decided by the Board. Except as permitted by the Corporations Legislation or ACNC Legislation, the members may not convene a meeting of the Company. By resolution of the Board any general meeting (other than a general meeting which has been requisitioned or called by members under the Corporations Legislation or ACNC Legislation) may be cancelled or postponed before the date on which it is to be held.
- (b) The Chairman of a general meeting may exclude from the meeting any person:
 - (i) in possession of a pictorial-recording or sound-recording device;
 - (ii) in possession of a placard or banner;
 - (iii) in possession of an object considered by the Chairman to be dangerous, offensive or liable to cause disruption;
 - (iv) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
 - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
 - (vi) who is not a member (or a proxy, attorney or corporate representative of a member), a Director or the auditor of the Company.
- (c) A person, whether or not a member, who is invited by the Board or the Chairman to attend a general meeting, may be present.

9.2 Notice of general meeting

- (a) At least 21 days' notice of a general meeting must be given to members by the Board in the form and in the manner the Board decides, subject to the Corporations Legislation. Inadvertent failure to give notice of any general meeting to a person entitled to notice does not invalidate a resolution passed at that meeting.
- (b) Subject to the Corporations Legislation, if the meeting is to be held at two or more places the notice must set out details of the technology used to conduct the meeting.

10 Proceedings of meetings

10.1 Business of meetings

- (a) The business of an annual general meeting is:
 - (i) to provide the opportunity for the Board to account to and report to the members as required by the Corporations Legislation and, if applicable, the ACNC Legislation;
 - (ii) to receive and consider the financial and other reports required by the Corporations Legislation to be laid before each annual general meeting;

- (iii) to elect Directors in the place of those retiring under this document;
 - (iv) when relevant to appoint an auditor; and
 - (v) to transact any other business which, under this document, the Corporations Legislation or the ACNC Legislation, is required to be transacted at any annual general meeting.
- (b) All other business transacted at an annual general meeting and all business transacted at other general meetings is special business.
- (c) Except with the approval of the Board, with the permission of the Chairman or under the Corporations Legislation, no person may move at any meeting either:
- (i) any resolution or any amendment of a resolution about any special business of which notice has been given under rule 9.2; or
 - (ii) any other resolution which does not constitute part of special business of which notice has been given under rule 9.2.
- (d) The auditors and their representative may attend and be heard on any part of the business of a meeting concerning the auditors. The auditors or their representative, if present at the meeting, may be questioned by the members, as a whole, about the audit.

10.2 Quorum

- (a) Seven Members Present constitute a quorum at a general meeting except if the Company at any time has less than 14 members, or where a class of members is constituted by one member, in which case one Member Present forms a quorum.
- (b) If the requisite quorum is not present at the commencement of the business, no business can be transacted except the election of a chairman and the adjournment of the meeting.

10.3 Adjournment in absence of quorum

If within 15 minutes after the time specified for a general meeting a quorum is not present, the meeting, if convened upon a requisition or called by members, is to be dissolved, and in any other case it is to be adjourned to the same day in the next week (or, where that day is not a Business Day, the Business Day next following that day) at the same time and place and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time specified for holding the meeting, the meeting is to be dissolved.

10.4 Chairman

- (a) The Chairman of the Board must be chairman at every general meeting.
- (b) If at any general meeting:
 - (i) the Chairman of the Board is not present at the specified time for holding the meeting; or
 - (ii) the Chairman of the Board is present but is unwilling to act as chairman of the meeting,

the deputy Chairman of the Board must be chairman at the meeting.

- (c) If at any general meeting:
- (i) there is no Chairman of the Board or deputy Chairman of the Board;
 - (ii) the Chairman of the Board and deputy Chairman of the Board are not present at the specified time for holding the meeting; or
 - (iii) the Chairman of the Board and the deputy Chairman of the Board are present but each is unwilling to act as Chairman of the meeting,

the Directors present may choose another Director as chairman of the meeting and if no Director is present or if each of the Directors present are unwilling to act as chairman of the meeting, a member chosen by the Members Present may act as chairman of the meeting.

10.5 Acting Chairman

If during any general meeting the Chairman acting under rule 10.4 is unwilling to act for any part of the proceedings, the Chairman may withdraw from the chair during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director or who has been nominated for election as a Director at the meeting to be acting Chairman of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings the acting Chairman is to withdraw and the Chairman is to retake the chair.

10.6 General conduct of meeting

- (a) Except as set out in the Corporations Legislation, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as decided by the Chairman.
- (b) The Chairman may at any time he or she considers it necessary for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.
- (c) The Chairman may require the adoption of any procedure which is in the Chairman's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

10.7 Postponing or cancelling a meeting

The Chairman may at any time before a meeting:

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

if he or she considers that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.

10.8 Adjournment and postponement by the Chairman

- (a) The Chairman may at any time during the course of the meeting:
 - (i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting; and
 - (ii) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for any period or periods he or she decides without effecting an adjournment. No business may be transacted and no discussion may take place during any suspension of proceedings unless the chairman otherwise allows.
- (b) Where the Chairman considers that:
 - (i) there is not enough room for the number of members who wish to attend the meeting; or
 - (ii) a postponement is necessary in light of behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out,

the Chairman may postpone the meeting before it has started, whether or not a quorum is present.
- (c) A postponement under rule 10.8(b) is to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place is taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).
- (d) If the Chairman exercises a right of adjournment and postponement of a meeting under this rule, the Chairman has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the Chairman exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (e) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment or postponement took place.
- (f) Where a meeting is postponed or adjourned under rule 10.7, notice of the adjourned or postponed meeting must be given to the members.

10.9 Voting

- (a) Each question submitted to a general meeting must be decided in the first instance by a show of hands of the Members Present and entitled to vote. Subject to rule 10.9(b) in the case of an equality of votes, the Chairman has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chairman may be entitled as a member or as a proxy, attorney or, if applicable, a duly appointed corporate representative of a member.
- (b) On a show of hands, where the Chairman has two or more appointments that specify different ways to vote on a resolution, the Chairman must not vote as a proxy but has

a casting vote in the case of an equality of votes cast by members entitled to vote at the meeting.

10.10 Declaration of vote on a show of hands – when poll demanded

- (a) At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the Chairman of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) A poll may be demanded by:
 - (i) the Chairman; or
 - (ii) at least two Members Present entitled to vote on the resolution.
- (c) No poll may be demanded on the election of a Chairman of a meeting.

10.11 Taking a poll

- (a) If a poll is demanded under rule 10.10, it must be taken in the manner and at the time and place the Chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- (b) The demand for a poll may be withdrawn.
- (c) In the case of any dispute about the admission or rejection of a vote, the Chairman's decision is final.

10.12 Continuation of business

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

10.13 Special meetings

Rules about general meetings apply to any special meeting of any class of members held under this document or the Corporations Legislation.

11 Votes of members

11.1 Voting rights

- (a) The entitlement of members to vote on a show of hands and on a poll is as set out in rule 5.7.
- (b) 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 about mental health, his committee or trustee or other person who has the management of his estate may exercise any rights of the member about a general meeting as if the committee, trustee or other person were the member.
- (c) A member whose annual subscription is more than one month in arrears at the date of the general meeting is not entitled to vote at that meeting.
- (d) Subject to rule 11.1, where a person may vote in more than one capacity, that person is entitled only to one vote on a show of hands.
- (e) If the person appointed as proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands..

11.2 Appointment of proxies

- (a) Any member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy need not be a member entitled in their own right to vote.
- (c) The document appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Board) must be deposited duly stamped (if necessary) at the Office, deposited, or sent by electronic means to any other place specified in the notice of meeting, at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of meeting) before the time for holding the meeting or adjourned meeting or poll at which the person named in the document proposes to vote.
- (d) No document appointing a proxy is, except as set out in this rule, valid after the expiration of 12 months after the date of its execution. Any member may deposit at the Office an document duly stamped (if necessary) appointing a proxy and the appointment is valid for all or any stipulated meetings of the Company until revocation.

11.3 Voting by corporation

- (a) Any corporation, being a member and entitled to vote, may by resolution of its directors or other governing body or by proxy document, authorise any person, though not a member, or any person occupying a particular office, to act as its representative.
- (b) That representative is entitled to exercise for the corporation the same powers at meetings as the corporation.

11.4 Validity of vote

- (a) A vote given as required by the terms of a proxy document or power of attorney is valid despite:

- (i) the previous death or unsoundness of mind of the principal; or
- (ii) the revocation of the proxy document or power of attorney in respect of which the vote is given,

if no written notice of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting.

- (b) A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes on the resolution for which the proxy is proposed to be used.

11.5 Form and execution of proxy document

- (a) A document appointing a proxy must be in writing signed by the appointor or his or her attorney. If the appointor is a corporation the appointment must be signed by a duly authorised officer, in a form acceptable to the Board.
- (b) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.
- (c) A document appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates. Any duly signed proxy which is incomplete may be completed by the Secretary on authority from the Board and as permitted by the Corporations Legislation and the Board may authorise completion of the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given.

11.6 Board to issue forms of proxy

- (a) The Board may issue with any notice of general meeting of members or any class of members, forms of proxy for use by the members.
- (b) Each form must enable the member to write in the proxy's name. It may provide that if the member leaves this blank, the proxy is to be a person named on the form.
- (c) The form may include the names of any of the Directors, or of any other person, as a suggested proxy.
- (d) The forms must allow the member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution.

11.7 Attorneys of members

A member may appoint an attorney to act on the member's behalf at all or specified meetings of the Company. The power of attorney or proof of the power of attorney must be delivered to the Office or elsewhere as directed, with evidence to the satisfaction of the Board of the due execution of the power of attorney. The attorney may appoint a proxy for the member.

12 The Board

12.1 Directors

The Board will consist of at least three and no more than nine directors, to be elected under rule 12.3.

12.2 Retirement of Directors

- (a) The Directors are, elected at the annual general meeting of the Company and hold office until the third annual general meeting following their election where he or she must retire from office, and subject to rule 12.2(c), may be nominated for re-election.
- (b) A retiring Director retains office until the dissolution or adjournment of the meeting at which the retiring Director retires.
- (c) Subject to rule 12.2(d), a Director who has held office for three terms under rule 12.2(a) must retire at the annual general meeting at the end of his or her third term and is not eligible for re-election, unless otherwise resolved by members at an annual general meeting.
- (d) Rule 12.2(c) does not apply to any Director in office on the date of the adoption of the Constitution. Those Directors, must retire from office:
 - (i) if they were first appointed to fill a casual vacancy by the Board, at the tenth annual general meeting after their appointment; or
 - (ii) if they were first appointed by the members in a general meeting, at the ninth annual general meeting after their appointment,
 and are not eligible for re-election unless resolved by members at an annual general meeting.

12.3 Elections of Directors

- (a) Elections take place as follows:
 - (i) any two members entitled to vote under rule 5.7 may nominate any other member to serve as a Director;
 - (ii) no person is eligible for election as a Director unless he or she gives written consent;
 - (iii) the nomination and consent must be left at the Office at least 25 days, and at most 35 days, before the meeting;
 - (iv) the candidates' names (in alphabetical order) and the proposers' and seconders' names must be forwarded to members with the notice of the annual general meeting;
 - (v) at the annual general meeting each member is entitled to cast a vote 'for' or 'against' the appointment of a named candidate for a vacant position for which they have nominated;
 - (vi) in the case of election of Director positions under rule 12.1:

- (A) where the number of candidates is equal to or less than the number of available positions, a majority vote in favour of the named candidate is required, for that named candidate to be appointed to the position for which they have nominated; or
 - (B) where the number of candidates exceeds the number of available positions, members are entitled to cast a vote 'for' or 'against' the appointment of each named candidate and the candidates receiving the highest number of votes 'for' are elected, in progressive order, until all vacant positions are filled; and
- (b) if there are insufficient nominations to meet the minimum requirements for the Board under the Constitution, the Chairman may seek the nomination of candidates at the annual general meeting.

12.4 Qualification for membership of the Board

- (a) A Director must be a member with the right to vote at a general meeting.
- (b) All Directors must be natural persons.
- (c) A Director must be supportive of the objects of the Company.
- (d) Employees, Residents or Clients are ineligible to be elected or appointed as Directors.

12.5 Casual vacancies

- (a) The Board has power to appoint a qualified person as a Director either to fill a casual vacancy among the Board or as an addition to the existing members but so that the total number of Directors elected under rule 12.3 and appointed under this rule must not exceed nine.
- (b) Any person appointed under this rule holds office until:
 - (i) the annual general meeting at which the former Director he or she has been appointed to replace would have had to resign under rule 12.2(a) had the former Director continued in office; or
 - (ii) the next annual general meeting if the person is not being appointed to replace a former Director,

when an election must be held to fill the vacancy but the person is not to be taken into account in deciding the number of Directors to retire by rotation at the meeting. Any person appointed under this rule is eligible for election at that general meeting.

13 Vacation of office

13.1 Resignation

A Director may resign from the Board by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary, or on a later date specified in the notice.

13.2 Removal

- (a) A Director may be removed from office by ordinary resolution of the members at a general meeting of the Company convened for that purpose. At the meeting the Director must be given the opportunity to present his or her case orally or in writing.
- (b) A Director removed under rule 13.2 retains office until the dissolution or adjournment of the general meeting at which the he or she is removed.

13.3 Vacation of office

- (a) In addition to the circumstances prescribed by the Corporations Legislation, ACNC Legislation, and the Constitution (as applicable), the office of a director becomes vacant if the Director:
 - (i) becomes insolvent under administration, suspending payment to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
 - (ii) becomes a person of unsound mind or is a patient under laws about mental health, or whose estate is administered under laws about mental health;
 - (iii) is absent from meetings of the Board for three consecutive calendar months without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be given;
 - (iv) resigns from office by written notice to the Company;
 - (v) is removed from office under the Corporations Legislation, ACNC Legislation or any other relevant legislation; or
 - (vi) is prohibited from being a director by reason of the operation of the Corporations Legislation, ACNC Legislation, or any other relevant legislation; and
- (b) A Director who vacates office under rule 13.3 is not to be taken into account in deciding the number of Directors to retire by rotation under rule 12.2 at any annual general meeting.

14 Exercise of voting power

14.1 Exercise of voting power in other corporations

The Board may exercise the voting power conferred by the shares in any corporation owned by the Company at the Board's discretion (including voting in favour of any resolution appointing any of the Directors as directors of that corporation). A Director may vote in favour of the exercise of those voting rights even if the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

15 Remuneration of Directors

15.1 Determining remuneration

- (a) Subject to 15.1(d), the Directors are to be remunerated out of the funds of the Company as remuneration for their service as Directors.
- (b) Directors elected under rule 12.3 will have their remuneration determined by the members at the annual general meeting, which is:
 - (i) to reflect an amount accruing from day to day; and
 - (ii) to be proportionally divided among the Directors in a manner agreed by the Directors or, in default of agreement, equally.
- (c) Directors elected under rule 12.5 will have their remuneration determined by the Board, which is to reflect an amount accruing from day to day.
- (d) The amount of Directors' remuneration is to be fixed and not a commission on or percentage of the profits or operating revenue of the Company, and may not be increased except in accordance with the law.

16 Proceedings of the Board

16.1 Procedures about Board meetings

- (a) The Board may meet together, upon each Director being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Until otherwise decided by the Board, four Directors form a quorum unless there are less than four Directors in which case two Directors form a quorum.
- (c) Notice is considered given to a Director, and all Directors are considered to have consented to the method of giving notice, if notice is sent by mail, personal delivery, or by electronic means to the usual place of residence or electronic address of the Director (if any electronic address is notified to the Company) or at any other address given to the Secretary by the member subject to the right of the Director to withdraw the consent within a reasonable period before a meeting.

16.2 Meetings by telephone or other means of communication

- (a) The Board may meet either in person or by telephone or by other means of communication consented to by all Directors subject to the right of a Director to withdraw their consent within a reasonable period before a meeting.
- (b) All persons participating in the meeting must be able to hear and be heard by all other participants.
- (c) A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, if one or more of the Directors present at the meeting is at that place for the duration of the meeting.

16.3 Votes at meetings

Questions arising at any Board meeting are decided by a majority of votes. The Chairman has a casting vote if the votes are equal.

16.4 Convening of meetings

A meeting of the Board must be convened if:

- (a) called by the Chairman or the Board at any time, or
- (b) called by the Secretary, upon the request of any Director.

16.5 Chairman

The Board may elect a Chairman and a deputy Chairman of its meetings and decide the period for which each is to hold office. If no Chairman or deputy Chairman is elected or if at any meeting the Chairman and the deputy Chairman are not present at the time specified for holding the meeting (or, if being present, the relevant Directors refuse to act as Chairman or deputy Chairman), the Directors present may choose one of their number to be Chairman of the meeting.

16.6 Powers of meetings

A meeting of the Board or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

16.7 Delegation of powers to Committees

- (a) The Board may, subject to the law, delegate any of its powers to Committees consisting of one or more Directors or any other person the Board thinks fit.
- (b) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

16.8 Proceedings of Committees

- (a) Committee proceedings are governed by the proceedings in this document that apply to meetings and proceedings of the Board.
- (b) A Committee must follow instructions imposed by the Board.
- (c) A Committee is under the control and direction of the Board and has no power in the management of the Company.

16.9 Validity of acts

- (a) Acts of the Board, a Committee or a Director, even if it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or that any of them were disqualified, are valid as if each person was duly appointed and qualified, and continued to be a Director or a member of the Committee (as the case may be).
- (b) If the number of Directors is reduced below the minimum number fixed under this document, the continuing Directors may act to increase the number of Directors to

that number by appointing a person under rule 12.5, or to call a general meeting of the Company, but for no other purpose.

16.10 Resolution in writing

- (a) A resolution in writing of which notice has been given to all Directors and which is signed by all the Directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board. It may consist of several documents in the same form each signed by one or more of the Directors.
- (b) For the purposes of this rule the references to '**Director**' include any alternate for the time being present in Australia who is appointed by a Director not for the time being present in Australia but does not include any other alternate Director.
- (c) A document produced by mechanical or electronic means under the name of a Director with their authority is deemed to be a document in writing signed by that Director.

17 Powers of the Board

17.1 General powers of the Board

- (a) The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by this document) may exercise all powers and do all things as are within the power of the Company and are not by this document, Corporations Legislation or the ACNC Legislation, directed or required to be exercised or done by the Company in general meeting.
- (b) The Board may make regulations and by-laws consistent with the Constitution, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the members (including the terms of entry of members to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind any regulations and by-laws.
- (c) A regulation or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting.
- (d) A resolution or regulation made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

17.2 Directors may contract with Company

- (a) A Director is not disqualified by the office of director from contracting or entering into any arrangement with the Company or any other person either as buyer, seller or otherwise. No contract or arrangement with the Company or any other person by a Director or any contract or arrangement by or for the Company or any other person in which a Director is in any way interested may be avoided for that reason.
- (b) A Director need not account to the Company for any profit realised by any contract or arrangement, by reason of holding the office of or of the fiduciary relationship established by the office.

- (c) No Director may as a director vote in respect of any contract or arrangement in which the Director has directly or indirectly any material personal interest if to do so would be contrary to the Corporations Legislation and if the Director does vote his vote may not be counted. The Director must not be counted in the quorum present at the meeting. These prohibitions may be relaxed or suspended by ordinary resolution passed at a general meeting, subject to the Corporations Legislation.
- (d) A Director interested in any contract or arrangement may, despite the interest, attest the affixing of the Seal to, or otherwise sign any document evidencing or otherwise connected with the contract or arrangement.

18 Company Secretary

The Secretary holds office on the terms and conditions the Board decides.

19 Other salaried officers

The Board may appoint and dismiss officers and employees on the terms it thinks fit.

20 The Seal

20.1 Company Seal is optional

The Company may have a Seal.

20.2 Affixing the Seal

- (a) The Seal must only be used with the authority of the Board.
- (b) Every document to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director, or another person appointed by the Board for the purpose.
- (c) The Board may affix a signature by mechanical means.

20.3 Execution of documents without a Seal

The Company may sign a document without a seal, including a deed, by having the document signed by:

- (a) two Directors; or
- (b) a Director and the Secretary.

20.4 Other ways of executing documents

Despite rules 20.2 and 20.3, any document including a deed, may also be signed by the Company in any other manner permitted by law.

21 Minutes

21.1 Contents of minutes

The Board must ensure that minutes are duly recorded in any manner it thinks fit and include:

- (a) the names of the Directors present at each meeting of the Company, the Board and of Committees; and
- (b) details of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and Committees.

21.2 Signing of minutes

The minutes of a meeting of the Board or of a Committee or of the Company, if signed by the Chairman of the meeting or by the Chairman of the next meeting, are prima facie evidence of the matters stated in the minutes.

22 Notices

22.1 Service of notices

- (a) A notice may be given by the Company to a member, or in the case of joint members, to the member whose name stands first in the Register:
 - (i) personally;
 - (ii) by leaving it at the member's Registered Address;
 - (iii) by sending it by prepaid post to the member's Registered Address; or
 - (iv) by sending it to the electronic address (if any) nominated by the member.
- (b) All notices sent by prepaid post to members whose Registered Address is not in Australia may be sent by airmail or some other way that ensures that it will be received quickly.

22.2 When notice deemed to be served

- (a) A notice sent by post is considered served at the expiration of 48 hours after the envelope containing the notice is posted. It is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (b) A notice served on a member personally or left at the member's Registered Address is considered served when delivered.
- (c) A notice served on a member by electronic means is considered served when the electronic message is sent.

22.3 Member not known at Registered Address

Where a member does not have a Registered Address or where the Company has bona fide reason to believe that a member is not known at the member's Registered Address, all future notices are considered given to the member if the notice is exhibited in the Office, for a

period of 48 hours (and is considered served at the commencement of that period), until the member informs the Company of a Registered Address.

22.4 Signature to notice

The signature on any notice given by the Company may be written or printed.

22.5 Reckoning of period of notice

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service is not to be counted in the number of days or other period.

22.6 Service on deceased members

A notice delivered or sent by post to the Registered Address of a member under these rules is (despite that the member is then dead and whether or not the Company has notice of the member's death) considered served and the service is for all purposes deemed to be sufficient service of the notice or document on the member's heirs, executors or administrators.

22.7 Persons entitled to notice of general meeting

- (a) Notice of every general meeting is to be given to:
 - (i) each member individually who may vote at general meetings of the Company;
 - (ii) each Director; and
 - (iii) the auditor for the time being of the Company.
- (b) Other persons may receive notices of general meetings at the discretion of the Chairman.

22.8 Notification of change of address

Every member must notify the Company of any change of his or her address and any new address must be entered in the Register. Upon entry it becomes the member's Registered Address.

23 Indemnity and insurance

23.1 Indemnity in favour of Directors, Secretaries and Executive Officers

Subject to the Corporations Legislation and rule 23.2, the Company must indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, Director, Secretary or Executive Officer of the Company, other than:

- (a) a Liability owed to the Company or a related body corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Legislation or a compensation order under section 1317H Corporations Legislation; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

23.2 Indemnity for legal costs

The Company must indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred by them in respect of a Liability incurred by them because of their holding office as, and acting in the capacity of, Director, Secretary or Executive Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Director, Secretary or Executive Officer is found to have a Liability for which they could not be indemnified under rule 23.1;
- (b) in defending or resisting criminal Proceedings in which the Director, Secretary or Executive Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 23.2(c) does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) in Proceedings for relief to the Director, Secretary or Executive Officer under the Corporations Legislation in which the court denies the relief.

23.3 Indemnity for employees

Subject to the Corporations Legislation and rule 23.4, the Company may indemnify an employee, who is not a Director, Secretary or Executive Officer of the Company, to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, an Officer of the Company, other than:

- (a) a Liability owed to the Company or a related body corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Legislation or a compensation order under section 1317H Corporations Legislation; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

23.4 Indemnity for legal costs of employees

The Company may indemnify an employee other than a Director, Secretary or Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred in respect of a Liability as, or because of their holding office as, and acting in the capacity of, an Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under rule 23.3;
- (b) in defending or resisting criminal Proceedings in which the Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 23.4 does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or

- (d) in proceedings for relief to the Officer under the Corporations Legislation in which the court denies the relief.

23.5 Proceedings

For the purposes of rule 23.2 and 23.4, '**proceedings**' includes the outcomes of the proceedings and any appeal about the proceedings.

23.6 Insurance for the benefit of Directors, Secretaries and Executive Officers

Subject to the Corporations Legislation, the Company may pay a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer of the Company acting in that capacity against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a liability arising from negligence or other conduct.

23.7 Insurance for other Officers

Subject to the Corporations Legislation, the Company may pay a premium for a contract insuring a person who is or has been an employee and also an Officer of the Company, acting in that capacity, but who is not a Director, Secretary or Executive Officer of the Company against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a Liability arising from negligence or other conduct.

23.8 When insurance may not be provided by the Company

The Company must not pay, nor agree to pay, a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer or an employee who is also an Officer of the Company, against a Liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty about the Company; or
- (b) a contravention of section 182 or section 183 Corporations Legislation.

24 Winding up

24.1 Limited liability on winding up

- (a) If the Company is wound up while a person is a member, or within one year after the person ceases to be a member, the person must contribute the guarantee amount to the assets of the Company for the:
 - (i) payment of the debts and liabilities of the Company contracted before the person ceased to be a member; and
 - (ii) costs of winding up.
- (b) The maximum liability of each member under rule 24.1(a) is \$10.

24.2 Distribution of surplus on winding up

- (a) Where property remains after the winding up or dissolution of the Company and satisfaction of all its debts and liabilities, it must not be distributed among members, unless the member is a charitable fund, authority or institution described in rule 24.2(b) or 24.2(c).
- (b) Subject to rule 24.2(c), if the Company is wound up, any surplus assets must be given to another charitable fund, authority or institution:
 - (i) with objects similar to the objects of the Company; and
 - (ii) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under the Constitution.
- (c) If the Company is endorsed as a deductible gift recipient then:
 - (i) upon the revocation of its endorsement as a deductible gift recipient; or
 - (ii) upon its winding up,

any surplus assets must be transferred to another charitable fund, authority or institution:

 - (iii) with objects similar to the objects of the Company;
 - (iv) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under the Constitution; and
 - (v) to which income tax deductible gifts can be made.
- (d) The charitable fund, authority or institution to receive property under rules 24.2(b) or 24.2(c) must be decided by the Board at or before the time of the winding-up or dissolution. If the Board does not wish to decide, or do not decide, the members by ordinary resolution must decide. If the members do not decide, the decision must be referred to the Supreme Court of the state or territory in which the Company's registered office is located.

24.3 National Regulatory System

Despite rules 24.1 and 24.2, each Community Housing Asset of the Company remaining after the payment of the Company's debts and liabilities must be transferred:

- (a) under section 37H(2)(a) of the Housing Act if the Community Housing Asset is located in Queensland; and
- (b) under the Corresponding Law of the Participating Jurisdiction if the Community Housing Asset is located in that Participating Jurisdiction to:
 - (i) the Housing Agency in the Participating Jurisdiction;
 - (ii) another Registered Provider in the Participating Jurisdiction; or
 - (iii) another entity as prescribed under the Corresponding Law.