



HERBERT
SMITH
FREEHILLS

Constitution

East Timor Hearts Fund

ABN 59 160 158 074



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Constitution

East Timor Hearts Fund

A company limited by guarantee

1 Company's name

The name of the company is East Timor Hearts Fund.

2 Company's purpose

The company's principal purpose is to relieve the sickness, suffering, distress or misfortune experienced by people of Timor-Leste in need by, without limitation:

- (a) providing heart surgery, medical treatment and associated support services;
- (b) facilitating programs focussed on reducing the incidence of heart disease in Timor-Leste; and
- (c) supporting the development of local healthcare capacity in Timor-Leste to diagnose, prevent and treat heart disease.

3 Company's powers

Solely for carrying out the company's purposes, the company may exercise all of the powers of a company limited by guarantee under the Corporations Act.

4 Not for profit

4.1 Application of the company's income and property

- (a) The company's income and property must be applied solely towards promoting the company's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any member or director in their capacity as member or director.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

4.2 Payments of directors fees

No directors fees may be paid to the directors.



4.3 Other payments to directors

All other payments to directors must be approved by the directors including, but not limited to:

- (a) out-of-pocket expenses incurred by a director in performing a duty as a director of the company; or
- (b) a service rendered to the company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director of the company, where:
 - (1) the provision of the service has the prior approval of the directors; and
 - (2) the amount payable is not more than an amount that commercially would be reasonable payment for the service.

5 Membership

5.1 Members

The members are:

- (a) the directors;
- (b) the persons who are members at the time of adopting this constitution; and
- (c) any other persons the directors admit to membership in accordance with this constitution.

5.2 Eligibility for membership

A person will be eligible for membership if the person:

- (a) has an interest in supporting the purposes of the company set out in rule 2;
- (b) is a responsible person highly regarded and accountable to the community; and
- (c) meets the eligibility requirements set out in the Membership Policy.

5.3 Application for membership

- (a) Every applicant for membership of the company must:
 - (1) be eligible for membership in accordance with rule 5.2;
 - (2) apply in accordance with the Membership Policy; and
 - (3) agree to comply with this constitution.
- (b) Provided that the directors use reasonable efforts to apply the eligibility requirements in the Membership Policy consistently, the directors may admit or reject an application for membership in its absolute discretion. The directors need not give any reason for rejecting an application.



5.4 Life membership

- (a) In recognition of exception contribution to the company, the directors may, in their absolute discretion, grant honorary life membership of the company to a member.
- (b) Life members are not required to pay subscription fees under rule 5.5, commencing the first financial year after they are granted life membership.

5.5 Subscription fee

- (a) An annual subscription fee may be decided by the directors, and notified to the members.
- (b) The directors must notify all persons entered on the register of members (other than life members) of the amount and time for payment of any annual subscription fee and of any alteration to the annual subscription fee. Varying amounts may be applied as decided by the directors and made available to the members in a notice or the Membership Policy.
- (c) Where the annual subscription fee is not received:
 - (1) one month after the due date, the directors may issue a reminder notice to the member;
 - (2) one month after the reminder notice is sent, the member's rights will be suspended, including the right to receive notices of general meetings and the right to attend and vote at general meetings; and
 - (3) two months after the reminder notice is sent, the person ceases to be a member.

5.6 Register

The company must maintain a register of members setting out the name, address, alternate electronic or other address (if any) for receipt of notices and date membership starts and ceases in respect of each member.

5.7 When membership ceases

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving notice to the company;
- (c) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (d) is expelled under rule 5.8;
- (e) becomes, if the directors so decide in their absolute discretion, an untraceable member because the person has ceased to respond or otherwise communicate with his or her Registered Address; or
- (f) ceases to be a member under rule 5.5.

5.8 Expulsion

- (a) The directors may by unanimous resolution expel a member from the company if, in their absolute discretion, they determine that the member has:



- (1) engaged or is engaging in misconduct;
 - (2) failed or is failing to comply with this constitution; or
 - (3) engaged or is engaging in conduct that is prejudicial to the interests or purposes of the company.
- (b) If the directors intend to consider a resolution under rule 5.8(a), at least one week before the meeting at which the resolution is to be considered, they must give the member notice:
- (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and
 - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

6 Liability and guarantee of member

- (a) The liability of the members is limited to the amount of the guarantee given in rule 6(b).
- (b) Every member must contribute an amount not more than \$25 to the property of the company if it is wound up while the person is a member or within one year after the person ceases to be a member, for:
 - (1) payment of the company's debts and liabilities contracted before the time the individual ceased to be a member; and
 - (2) expenses of winding up.

7 Winding up

- (a) If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, and after application of rule 8, this property must only be transferred to an entity that is charitable at law.
- (b) The entity referred to in rule 7(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the company and, if the members do not decide, by the Supreme Court of Victoria.

8 Deductible Gift Recipient status

8.1 Application of this rule

This rule only applies if the company is a deductible gift recipient under the ITAA 97.

8.2 Gift Account

- (a) The company must maintain a management account for its principal purposes (**Gift Account**):
 - (1) to identify and record Gifts and Deductible Contributions;
 - (2) to identify and record any money received by the company because of those Gifts and Deductible Contributions; and
 - (3) that does not record any other money or property.
- (b) Receipts for Gifts or Deductible Contributions must state the:
 - (1) name and ABN of the company;
 - (2) date and amount (or value, if property) of the Gift or Deductible Contribution;
 - (3) name of the donor or contributors; and
 - (4) fact that it was a Gift or Deductible Contribution (and if it was a Deductible Contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

8.3 Winding up or revocation of deductible gift recipient endorsement

- (a) Upon:
 - (1) the winding up of the company; or
 - (2) the company ceasing to be endorsed as a deductible gift recipient under the ITAA 97,whichever is earlier, any surplus funds in the Gift Account must be transferred to an entity:
 - (3) which is charitable at law; and
 - (4) to which gifts are deductible on the basis that it is characterised as a registered public benevolent institution as described in item 4.1.1 of the table in section 30-45 of the ITAA 97.
- (b) The entity referred to in rule 8.3(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the company and, if the members do not decide, by the Supreme Court of Victoria.

9 Altering this constitution

- (a) The company must not pass a special resolution altering this constitution, if, as a result, the company would cease to be a charity.
- (b) A resolution purporting to alter this constitution in breach of rule 9(a) will have no effect.
- (c) The company must give notice of any alteration of this constitution to the regulators as required.



10 General meetings

10.1 Accountability to members

- (a) The company must be accountable to the members within the terms of the law, including, as applicable, the Corporations Act, the ACNC Act and this constitution.
- (b) The directors must convene at least one general meeting each year to provide an update on the finances and activities of the company, and will provide an adequate opportunity for members to raise any concerns about the governance, activities and finances of the company.

10.2 Calling general meetings

- (a) The directors may convene a general meeting at such time and place as the directors see fit.
- (b) If members with at least 5% of the votes that may be cast at a general meeting make a written request to the company for a general meeting to be held for a proper purpose and with a valid resolution, the directors must:
 - (1) within 2 months of the members' request, give all members notice of a general meeting; and
 - (2) hold the meeting within 3 months of the members' request.
- (c) The members who make the request for a general meeting must:
 - (1) state in the request the resolution to be proposed at the meeting;
 - (2) sign the request; and
 - (3) give the request to the company.
- (d) The directors may not postpone or cancel a general meeting convened in response to a members requisition under rule 10.2(b) in accordance with rule 10.4 without the prior written consent of the persons who requisitioned or convened the meeting.

10.3 Notice of general meetings

- (a) At least 21 days' notice of every general meeting must be given in any manner authorised by rule 15 to each person who is at the date of the notice:
 - (1) a member;
 - (2) a director; and
 - (3) the auditor of the company, if applicable.
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) state the general nature of the business to be transacted at the meeting and if a special resolution is proposed, state the full terms of the special resolution; and
 - (3) specify any details of voting such as proxies or other methods, if any, as decided by the directors.



- (c) A person may waive notice of a general meeting or consent to shorter notice by giving notice to the company.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person notifies the company of that person's agreement to that thing or resolution.
- (a) A person's attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

10.4 Changing, postponing or adjourning general meetings

- (a) The directors may change the venue for, postpone, adjourn or cancel a general meeting if:
 - (1) they reasonably consider that the meeting has become unnecessary;
 - (2) the venue would be unreasonable or impractical;
 - (3) a change is necessary in the interests of conducting the meeting efficiently; or
 - (4) a quorum is not present under rule 10.5.
- (b) No business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 10.4(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.5 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of at least 15 members entitled to vote and who are present in person or by proxy.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting the meeting stands adjourned to the day, and at the time and place, that the directors decide or, if the directors do not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 10.5(c), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

10.6 Digital general meetings

- (a) The simultaneous linking together by telephone or digital means of a sufficient number of the members to constitute a quorum constitutes a general meeting,



provided the members have a reasonable opportunity to participate at the meeting.

- (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or digital means.
- (c) A member who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting.
- (d) A meeting by telephone or digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.
- (e) The directors may decide the procedures in relation to voting at a meeting by telephone or digital means, including specifying the form, method and timing of voting by notice.

10.7 Chair of general meetings

- (a) The chair of directors must preside as chair at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) If there is no chair of directors or both the conditions in rule 10.7(a) have not been met, the members present must elect another chair of the meeting.
- (c) A chair elected under rule 10.7(b) must be:
 - (1) another director who is present and willing to act; or
 - (2) if no other director present at the meeting is willing to act, a member who is present and willing to act.
- (d) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- (e) Where the votes on a proposed resolution are equal:
 - (1) the chair does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.

10.8 Decisions of the members

- (a) Every member has one vote.
- (b) The directors may decide the manner voting is held at a meeting or, where a meeting is not required, by postal, electronic or any other means of voting.
- (c) Subject to this constitution, each member entitled to vote at a meeting of members may vote as decided by the directors:
 - (1) in person or, where a member is an incorporated body (body corporate), by its representatives; or
 - (2) by one proxy in accordance with rule 10.10 (if permitted).
- (d) A proxy (if any) or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (e) An objection to the qualification of a person to vote must be:
 - (1) raised before the vote objected to is counted; and



- (2) referred to the chair, whose decision is final.
- (f) A vote not disallowed by the chair under rule 10.8(e) is valid for all purposes.
- (g) Except where by law or provision of this constitution a resolution requires a special majority, resolutions must be decided by a majority of the votes cast by the members.

10.9 Voting by show of hands or ballot

- (a) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a ballot (poll) is demanded by:
 - (1) the chair of the meeting;
 - (2) at least 2 members present and with the right to vote on the resolution.
- (b) A demand for a ballot does not prevent a general meeting continuing to transact any business except the question on which the ballot has been demanded.
- (c) Unless a ballot is duly demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the company's proceedings, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) If a ballot is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chair of the meeting directs. The result of the ballot is the resolution of the meeting at which the ballot was demanded.
- (e) A ballot demanded at a general meeting on the election of a chair of the meeting or on a question of adjournment must be taken immediately.
- (f) The demand for a ballot may be withdrawn.

10.10 Voting by proxy or representative

- (a) A member may appoint by notice to the company, a proxy, and an incorporated member (a body corporate) may appoint a proxy or a representative, to attend meetings and vote on behalf of the member.
- (b) The notice appointing the proxy must be received by the company at least 48 hours before a general meeting.
- (c) The proxy does not need to be a member of the company.
- (d) The written appointment of a proxy or representative may direct the manner in which the proxy or representative is to vote in respect of a particular resolution and, where this is provided, the proxy or representative is not entitled to vote on the proposed resolution except as directed in the appointment.
- (e) The appointment of a proxy or representative is not revoked by the individual member appointer attending and taking part in the general meeting but, if the appointer votes on a resolution in person, the person acting as proxy or representative for the appointer is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.
- (f) Unless the company has received written notice of the matter before the start or resumption of the general meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes the appointing member:



- (1) dies;
- (2) is mentally incapacitated;
- (3) revokes the proxy's appointment; or
- (4) revokes the authority under which the proxy was appointed by a third party.

10.11 Written resolutions of members

- (a) A members' resolution may be passed without a meeting (unless a meeting is required under this constitution or the Corporations Act, such as a resolution to remove an auditor or a director, or for passing a special resolution).
- (b) Such a resolution is passed if:
 - (1) all the members entitled to receive notice of a meeting and vote on a resolution receive a document setting out that resolution;
 - (2) at least 75% of the members sign or consent to the resolution within the time specified, or, if no time is specified, within 14 days of the document being sent to the members; and
 - (3) the members who sign or consent to the resolution would have constituted a quorum at a meeting held to consider that resolution.
- (c) A member may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving the company notice agreeing to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the secretary or the chair and signifying assent to the resolution and clearly identifying its terms.
- (d) The resolution is taken as passed when the last member required to constitute at least 75% of the members signs or consents to that resolution within the time period specified in rule 10.11(b)(2).

11 Directors

11.1 Appointing directors

- (a) The minimum number of directors is 8. The maximum number of directors is to be fixed by the directors, but may not be more than 12, unless the company in general meeting resolves otherwise. The directors must not fix a maximum which is less than the number of directors in office at the time.
- (b) The directors may appoint any individual as a director either to fill a casual vacancy or as an additional director, provided:
 - (1) the number of directors does not exceed the maximum number fixed under rule 11.1(a);
 - (2) that individual has signed a consent to act as director;
 - (3) the appointment is consistent with the Director Policy; and



- (4) the individual is not disqualified from managing a corporation under the Corporations Act nor disqualified from being a responsible entity under the ACNC Act.

11.2 Process for retirement and re-election

- (a) The directors must hold an election each financial year, which must be conducted in accordance with the Director Policy. Elections may take place at a general meeting or by written vote as decided by the directors.
- (b) A director appointed by the directors under rule 11.1(b) holds office only until the next election following their appointment.
- (c) At every election:
 - (1) any director appointed since the last election by the directors under rule 11.1(b) must retire; and
 - (2) at least one third of the remaining directors (to the nearest whole number) must retire from office.
- (d) No director may hold office without re-election beyond the third election following the election at which the director was last elected or re-elected.
- (e) The directors to retire under rule 11.2(c)(2) are those directors who wish to retire and not offer themselves for re-election, those directors required to retire under rule 11.2(d) and, so far as is necessary to obtain the number required, those who have been longest in office since their last election. As between directors who were last elected on the same day, those to retire must, unless they can agree among themselves, be decided by lot.
- (f) The directors to retire under rule 11.2(c) (both as to number and identity) is decided having regard to the composition of the board of directors at the date of the notice calling the election general meeting or sending the information to enable written voting on the election. A director is not required to retire and is not relieved from retiring because of a change in the number or identity of the directors after this date but before the voting closes.
- (g) A director retiring from office is eligible for re-election subject to a maximum term of 9 years, unless the maximum term is varied for a particular director by the directors.
- (h) The retirement of a director from office and the re-election of the director or the election of another person to that office (as the case may be) takes effect at the conclusion of the election.

11.3 Nomination of directors

- (a) Nominations of candidates for election as directors will be received by the secretary up to 45 days prior to the election unless the directors agree to accept nominations after this time.
- (b) The nominations must be:
 - (1) made in writing, signed by one member other than the candidate;
 - (2) accompanied by a short biographical statement and the written consent of the candidate (which may be endorsed on the form of nomination);
 - (3) consistent with the Director Policy; and
 - (4) delivered to the secretary on or before the date notified.



11.4 Vacation of office

The office of a director becomes vacant:

- (a) if the director dies;
- (b) if the director resigns by notice to the company;
- (c) if the director is removed from office by special resolution of the members;
- (d) if the director is appointed for a specific term of office and is not reappointed;
- (e) if the director is disqualified from managing a corporation under the Corporations Act or disqualified from being a responsible entity under the ACNC Act;
- (f) except to the extent of a leave of absence granted by the directors, if the director fails to attend at least three consecutive meetings of the directors or at least four meetings over a period of one year; or
- (g) in the circumstances outlined in the Corporations Act.

11.5 Powers and duties of directors

- (a) The directors are responsible for managing the company's affairs and carrying out the company's purposes set out in rule 2.
- (b) The directors may exercise all the company's powers which are not required, by the Corporations Act or by this constitution, to be exercised by the members in a general meeting.
- (c) The directors must ensure they are aware of, and comply with, their duties as directors, including the ACNC governance standards and external conduct standards.
- (d) The directors must ensure the company's financial affairs are managed responsibly, including:
 - (1) maintaining financial records that correctly record and explain its transactions and financial performance, and enable true and fair financial statements to be prepared annually;
 - (2) deciding how payments are to be approved or executed by or on behalf of the company; and
 - (3) ensuring the company does not operate while insolvent.
- (e) The directors may delegate any of their powers or functions to one or more of the directors, a committee, an employee, agent or other person as the directors decide.

11.6 Board positions

- (a) The directors may elect a chair in accordance with rule 12.4.
- (b) The directors may also elect a deputy chair, a treasurer, or other positions as and when the directors decide and may decide the period for which that director is to hold that position.



11.7 Directors' conflict of interests

- (a) A director must disclose a perceived or actual material conflict of interest to the other directors.
- (b) Unless the directors decide otherwise and where permitted by law, a director who has a material personal interest in a matter that is being considered at a directors meeting must not:
 - (1) be present while the matter is being considered; or
 - (2) vote on the matter.
- (c) The directors may make a policy or rules relating to disclosure of interests and subsequent requirements of the directors. Any policy or rules will bind all directors. An act, transaction, agreement, instrument, resolution or other thing with a third party is not invalid or voidable only because a director fails to comply with the policy or rules.
- (d) A director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (e) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (f) A director who has an interest in an arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with applicable disclosure requirements under this constitution, any policy or rules of the company and the law.
- (g) A director may hold any other office or position (except auditor) in the company or a related body corporate in conjunction with their directorship and may be appointed to that office or position on terms (including remuneration and tenure) that the directors decide.

11.8 Committees

- (a) The directors may delegate their powers to one or more committees consisting of any number of directors and/or others.
- (b) A committee must exercise its powers within the terms of the delegation.
- (c) The procedures in rule 12 apply as far as possible to the decision-making of any committees.

11.9 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a person exercising a power or function delegated to them by a director is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person, the directors or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a director or delegate;
- (b) the person being disqualified as a director or having vacated office; or



- (c) the person not being entitled to vote.

12 Meetings of directors

12.1 Convening meetings of directors

- (a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) A director may call a meeting of directors by giving reasonable notice to the other directors, or by the secretary giving notice of the meeting to all directors.
- (c) A notice of meeting of directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) must be given at least 2 days before the meeting; and
 - (4) must be given in accordance with rule 15.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) the director waives notice of that meeting before or after the meeting;
 - (3) the director notifies the company of their agreement to that thing or resolution personally or by post, telephone, email or other electronic means before or after the meeting; or
 - (4) the director attended the meeting.

12.2 Digital meetings

- (a) A director who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting.
- (b) The simultaneous linking together by telephone or digital means of a sufficient number of the directors to constitute a quorum constitutes a meeting of directors.
- (c) All the provisions in this constitution relating to meetings of directors apply, as far as they can and with any necessary changes, to meetings of directors by telephone or digital means.
- (d) A meeting by telephone or other digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the directors was at that place for the duration of the meeting.
- (e) If a technical difficulty occurs which means that one or more directors cannot participate, the chair may adjourn the meeting until the difficulty is remedied or may, if a quorum of directors remains present, continue with the meeting.



12.3 Quorum at board meetings

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of a majority of directors.
- (c) If the number of directors in office is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

12.4 Chair

- (a) The directors may elect one of the directors as chair and may decide the period for which that person is to be the chair.
- (b) The chair of directors must preside as chair at each meeting of directors if present within 10 minutes after the time appointed for the meeting and willing to act.
- (c) If there is no chair or the conditions in rule 12.4(b) have not been met, the directors present must elect one of the directors as chair of the meeting.

12.5 Decisions of directors

- (a) A resolution at a meeting of directors must be decided by a majority of votes cast by the directors present.
- (b) Where the votes on a proposed resolution are equal:
 - (1) the chair of the meeting does not have a second or casting vote; and
 - (2) the vote is taken as lost.

12.6 Decisions without a meeting

- (a) A resolution is taken to have been passed if:
 - (1) all of the directors who would be entitled to receive notice of a meeting and to vote on a resolution are given a document setting out that resolution;
 - (2) at least 75% of the directors sign or consent to the resolution within the time specified, or if no time is specified, within 14 days of the document being sent to the directors; and
 - (3) the directors who sign or consent to the resolution would have constituted a quorum at a meeting held to consider that resolution.
- (b) A director may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving the company notice agreeing to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the secretary or the chair and signifying assent to the resolution and clearly identifying its terms.



- (c) The resolution is taken as passed when the last director required to constitute at least 75% of the directors signs or consents to that resolution within the time period specified in rule 12.6(a)(2).

12.7 Minutes and records

- (a) The directors must ensure:
- (1) minutes of general meetings, directors meetings and committee meetings (including all resolutions proposed); and
 - (2) records of resolutions passed by members, directors and committees, without a meeting,
- are recorded and kept as part of the company's records. The records must be made within one month after the relevant meeting is held or resolution passed.
- (b) The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or the chair of the next meeting.

13 Secretary

- (a) The directors must appoint at least one secretary who ordinarily resides in Australia and who may also be a director.
- (b) The secretary must provide consent to the appointment.
- (c) The secretary can be removed by the directors.

14 Indemnity and insurance

14.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 14 applies to Indemnified Officers.

14.2 Indemnity

- (a) The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.
- (b) This indemnity:
- (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company;
 - (2) is enforceable without that person having first to incur any expense or make any payment; and
 - (3) operates only to the extent that the loss or liability in question is not covered by insurance.



14.3 Insurance

The company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any Indemnified Officer against any liability incurred by the person as an officer of the company where the directors consider it appropriate to do so.

14.4 Savings

Nothing in this rule 14:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this rule 14; or
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this rule 14 does not apply.

15 Notice

15.1 Notice from the company

The company may give notice and any communication:

- (a) personally;
- (b) by post to the person's nominated address;
- (c) by email or other electronic means; or
- (d) by notifying the person by email or other electronic means, that the notice or communication or publication is available at a specified electronic address.

15.2 Notice to the company

Notice may be given to the company:

- (a) by personal service at its registered address;
- (b) by post to its registered address; or
- (c) by sending it to the company's principal email address, or if there is no principal email address, to the email address of the secretary.

15.3 Time of service

- (a) A notice from the company properly addressed and posted is taken to be served at 10.00am on the day that is three Business Days after the date it was posted.
- (b) Where the company sends a notice by email or other electronic means, the notice is taken as served at the time it is sent.
- (c) If service under rule 15.3(b) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the following Business Day.



15.4 Other communications and documents

Rules 15.1 to 15.3 apply, as far as they can, with any necessary changes, to the service of any communication or document.

16 Definitions and interpretation

16.1 Definitions

Term	Meaning
ACNC Act	<i>Australian Charities and Not-for-profits Commission Act 2012 (Cth).</i>
Business Day	Monday to Friday inclusive, excluding public holidays in Melbourne, Victoria.
Corporations Act	<i>Corporations Act 2001 (Cth).</i>
Deductible Contribution	a voluntary transfer of money or property in relation to an eligible fundraising event as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97.
Director Policy	the policy adopted by the directors containing the nomination and election process, and director composition requirements, as amended from time to time.
Gift	a voluntary transfer of money or property (including financial assets such as shares) where the donor receives no material benefit or advantage.
Indemnified Officer	<ol style="list-style-type: none">1 each person who is or has been a director or executive officer of the company; and2 any other officers or former officers of the company as the directors in each case decide.
ITAA 97	<i>Income Tax Assessment Act 1997 (Cth).</i>
Membership Policy	the membership policy adopted by the directors on 25 November 2020, as amended from time to time.



Registered Address a member's addresses (including any email addresses) as notified to the company by the member and recorded in the company's records.

16.2 Interpretation

In this constitution:

- (a) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- (b) a word or expression defined or used in the Corporations Act, covering the same subject, has the same meaning in this constitution;
- (c) a reference to 'written' or 'in writing' includes electronic communications;
- (d) a reference to a document being 'signed' or to 'signature' includes that document being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, includes the document being authenticated in accordance with the Corporations Act or any other method approved by the directors;
- (e) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative; and
- (f) the singular includes the plural and the plural includes the singular.

16.3 Headings

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

17 Corporations Act and ACNC Act

- (a) The replaceable rules set out in the Corporations Act do not apply to the company.
- (b) If at any time, the company is not a registered charity under the ACNC Act, the Corporations Act applies and (unless it is a replaceable rule) overrides any part of this constitution, or policy of the company, which is inconsistent with the Corporations Act.