

This and the following 18 pages is a true and correct copy of the Constitution of Operation Grains & Legumes Nutrition Council Limited as adopted by the Members of Grains & Legumes Nutrition Council Limited by Special Resolution passed at the Annual General Meeting held on 21 October, 2016.

.....
Terry Enright
Chair

.....
Date

CORPORATIONS ACT
A Company Limited by Guarantee

CONSTITUTION
of
GRAINS & LEGUMES NUTRITION COUNCIL LIMITED
ABN 22 117 442 510

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1 PRELIMINARY

1.1 Definitions

In this Constitution:

“Board” means the Directors of the Company duly appointed in accordance with the Constitution or, where appropriate, those of the Directors who are present at a meeting at which there is a quorum.

“By-Law(s)” means any rules or regulations adopted by the Board from time to time.

“Company” means Grains & Legumes Nutrition Council Limited.

“Constitution” means the Constitution as amended from time to time.

“Corporations Act” means the Corporations Act 2001 (or any Act that amends or replaces it) in force from time to time and includes, where appropriate, the Corporation Regulations (or the Regulations under any amending or replacing Act).

“Director” means a Director of the Company.

“Foundation Member” means those organizations which make a significantly greater financial contribution than Members. Under this Constitution, the Grains Research and Development Corporation and the Australian Export Grains Innovation Centre are considered Foundation Members referred to as Foundation Contributors.

“General Meeting” means a general meeting of members.

“Member” means an organization that is a member of the Company referred to as a Contributor.

“Month” means a calendar month.

“Office” means the registered office for the time being of the Company.

“Officer” includes any member of the Board, but does not include the Auditor.

“Person” means a natural person, association, body politic and body corporate and includes a corporate representative appointed pursuant to section 250D of the Corporations Act.

“Remuneration and Nomination Committee” means the committee referred to in Rule 7.2.

“Company Secretary” includes an assistant or acting secretary or any person appointed by the Board to perform the function of Secretary.

“Special Resolution” has the meaning contained in the Corporations Act.

“written” and “in writing” includes printing, typewritten, lithography and other modes of representing or reproducing words in a visible form.

1.2 Interpretation

- (a) Headings are for convenience only and do not affect interpretation.

- (b) Except where the context requires otherwise, words and phrases given a meaning by the Corporations Act have the same meaning in this Constitution.
- (c) The singular includes the plural and a gender includes all genders..

2 THE COMPANY

2.1 Name

The name of the Company is “**Grains & Legumes Nutrition Council Limited**”.

2.2 Objects

The objects of the Company are:

- (a) To be leaders in grain-based foods and legumes nutrition science for positive health outcomes to support the health of all Australians.
- (b) To be facilitators in pre-competitive grain-based foods and legumes nutrition and health related research, health promotion and education resources to improve the dietary intakes of Australians and reduce the risk of diet related chronic diseases, in particular,
 - (i) cardiovascular disease;
 - (ii) gastrointestinal disease;
 - (iii) diabetes and
 - (iv) obesity.
- (c) To communicate the health benefits of grain-based foods and legumes in the diet to public health influencers and the grains and legumes value chain.
- (d) To develop and maintain a sustainable organisational capacity.
- (e) Such other objects as may be agreed by the Board from time to time providing they are not in conflict with the four objects above.

2.3 Liability of members

- (a) The liability of member is limited.
- (b) Each member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while a member, or within one year afterwards, for the payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and the costs, charges and expenses of winding up the Company. The amount of such contribution will not exceed \$100.

2.4 Non Profit organization

- (a) All income and property of the Company must be applied solely towards the objects of the Company set out in Rule 2.2. No portion of the income or property may be paid or transferred directly or indirectly

by way of dividend, bonus or otherwise by way of profit or return of capital to members.

- (b) Nothing in Rule 2.4(a) prevents the payment in good faith of reasonable and proper:
 - (i) remuneration of any officers and employees of the Company or to any member in return for any services actually rendered to the Company;
 - (ii) interest on money borrowed from any member of the Company for any of the purposes of the Company (provided the interest rate does not exceed the rate charged by the Company's bank on similar borrowings);
 - (iii) rent for premises let by any member to the Company; nor
 - (iv) payment for any goods supplied to the Company by any member.

2.5 Health Promotion Charity

For so long as the Company, holds the status of a health promotion charity or similar such other status or statuses as approved by the Australian Taxation Office and subject to all applicable laws, the Company shall be entitled to seek any one or more of the following tax concessions:

- (a) Income tax exemption;
- (b) Goods and Services Tax concessions;
- (c) Fringe Benefits Tax exemptions; and
- (d) Such other applicable tax concessions or exemptions as may be applicable to the Company from time to time.

3 MEMBERSHIP

3.1 Members

The members are the entities the Board admits to membership in accordance with this Constitution.

3.2 Membership classes, qualifications and rights

The Board may, from time to time, determine:

- (a) the various categories of other membership;
- (b) the qualifications for admission to each category;
- (c) the rights attached to being a member of each category; and
- (d) the subscription fees payable with respect to each category.

3.3 Application for Member ship

- (a) A membership application must be made in writing, signed by the applicant, in the form prescribed by the Board from time to time. All applications received by the Company must be considered by the

Board within one month of application at the Board's next meeting, or by circulating resolution as appropriate.

- (b) The Board may determine the applicant's qualification for a membership category and accept or reject the application (or request further information) at the Board's absolute discretion. The Board is not required to give any reason for the determination of the applicant's qualification for membership or acceptance or rejection of any application.
- (c) The Company must send a written result of the application (including the determination of the applicant's appropriate membership category) to all applicants promptly after the Board's decision is made. An invoice for membership fees will be issued immediately the application is approved.

3.4 Membership Subscriptions

- (a) All annual subscriptions become due and payable on 1 July in every year or any later date resolved by the Board.
- (b) Each member must be given one month's written notice of any change to the member's annual subscription.
- (c) The Board may allow pro-rating of subscriptions for new members during a subscription year.

3.5 Register of Members

- (a) In addition to the requirements of the Corporations Act, the Register must contain the following particulars:
 - (i) the name and address of each member.
 - (ii) the category of membership.
 - (iii) the date on which each member commences to be a member.
 - (iv) the date upon which any member ceases to be a member.
- (b) Any member who changes address must immediately give the Company a written notice of change of address.

3.6 Representation of Members

- (a) Each member of the Company will be entitled (subject to this Rule) to be represented by up to two people whose appointment as representatives or delegates of the member is in accordance with this Constitution complies with this Rule.
- (b) A representative of a member appointed pursuant to this Rule will be entitled to exercise such rights to vote either in person or by a person nominated in writing as an alternative representative or by proxy, and represent the member at all General Meetings, Board meetings and committee meetings of the Company as permitted or limited by this Constitution.

3.7 Cessation of Membership

- (a) If a member's subscription remains unpaid for 2 months after the annual subscription becomes due, the Board may resolve to suspend all membership privileges enjoyed by the member or expel the member from the Company. The Board may resolve to reinstate the member (and its privileges) on payment of all arrears.
- (b) At any time, a member may, by written notice to the Company, resign the member's membership of the Company. The member continues to be liable for:
 - (i) any annual subscription and all arrears due and unpaid at the date of the member's resignation (if any);
 - (ii) all other moneys due by the member to the Company; and
 - (iii) any amount for which the member is liable as a member of the Company; and
 - (iv) any amount for which the member is liable as a member of the Company under Rule 2.3.

3.8 Disciplinary Proceedings

- (a) If any member willfully refuses or neglects to comply with any part of the Company's Constitution, By-Laws or rules and regulation or is guilty of any conduct which, in the Board's opinion, is unbecoming of a member or prejudicial to the Company's interest, the Board may, by resolution censure, suspend or expel the member from the Company.
- (b) If the Board proposes to make a resolution to censure, suspend or expel a member from the Company, the Board must (at least two weeks before the Board meeting at which the resolution is to be considered) give the member written notice of the meeting, what is alleged against the member and the intended resolution. The member must be given an opportunity to give an oral or written explanation or defence as the member desires.
- (c) At the disciplinary meeting at which the charge is to be heard one representative of the member appointed pursuant to this Constitution will be entitled to attend and represent the member at the hearing.
- (d) The voting by the members of the Board present will be by secret ballot and no motion by the Board to censure, suspend or expel a member will be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion.
- (e) If the member fails to attend the meeting of the Board at which the charge is to be heard without reasonable excuse the charge will be heard and dealt with in the member's absence and the Board will decide on the evidence before it the member's absence notwithstanding but having regard to any written representations made by the member being charged.
- (f) After the Board has considered all the evidence at the hearing it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of the guilt or innocence, the Board must, if the member has been found guilty, inform the

member prior to considering any penalty provided the member has attended the meeting.

- (g) The member charged must be given a further opportunity at the hearing to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
- (h) Any decision of the Board on such hearing or any adjournment thereof will be final and the Board will not be required to assign any reason for its decision.
- (i) The Board may at its discretion order the refund of any subscription or any part of it paid by such member during the current financial year in which the member is expelled or suspended.

4 MEETINGS

4.1 Calling of meeting of Members

- (a) A General Meeting of members may be called at any time by the Board.
- (b) The Board will arrange to have a representative at all General Meetings of the Company.

4.2 Notice of General Meeting

- (a) Subject to this Constitution, notice of a General Meeting must be given within the time limits prescribed by the Corporations Act and in the manner authorised by Rule 16 to each person who is at the date of the notice:
 - (i) a Member;
 - (ii) a Director; and
 - (iii) the Auditor.
- (b) A notice of a General Meeting must specify the date, time and place of the meeting and, except as provided in Rule 4.2(c), state the general nature of the business to be transacted at the meeting.
- (c) It is not necessary for a notice of an Annual General Meeting to state the business to be transacted at the meeting if it includes the consideration of the annual financial report, Directors' report and auditor's report, the appointment of Directors or the appointment of the auditor.
- (d) A person may waive notice of any General Meeting by notice in writing to the Company.
- (e) 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 member entitled to receive notice of a General Meeting under this Rule 4.2 does not invalidate any act, matter or thing done or resolution passed at the General Meeting if:
 - (i) the non-receipt or failure occurred by accident or error; or

- (ii) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under Rule 4.2(d); or
 - (B) has notified or notifies the Company of the person's agreement to that act, matter, thing or resolution by notice in writing to the Company.
- (f) A person's attendance at a General Meeting:
 - (i) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (ii) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting or in Rule 4.2(c), unless the person objects to considering the matter when it is presented.

4.3 Proxies and power of attorney

- (a) A member may appoint another person as the member's proxy to attend and vote instead of the member at any General Meeting.
- (b) The instrument appointing a proxy must be in writing under the hand of the appointer or the appointer's attorney duly authorized in writing or if the appointer is a corporation either under the seal or under the hand of an officer or attorney duly authorized.
- (c) Every instrument of proxy whether for a specified meeting or otherwise must be in a form approved by the Board from time to time or a substantially similar form or in a form in accordance with the Corporations Act.
- (d) The instrument appointing the proxy and the power of attorney (if any) under which it is signed or a certified copy of it and such evidence of the validity and non-revocation of the latter as the Board may require must be deposited at the office or any other place (if any) specified for that purpose in the notice convening the meeting not less than 24 hours before the time appointed for holding the meeting or adjourned meeting (as the case requires) at which the person named in the instrument proposes to vote.
- (e) The attorney of any member holding a general power of attorney to attend and vote at meeting(s) of the Company may attend and vote at the meeting(s) provided that the power of attorney or a certified copy of it and such evidence of the validity and non-revocation of the power of an attorney are deposited in the way specified in paragraph (d) above.
- (f) A vote given in accordance with the terms of any instrument appointing a proxy or power of attorney is valid notwithstanding the previous death of the principal or revocation of the proxy or power of attorney in respect of which the vote is given unless notice in writing of the death or revocation has been received at the office at least 24 hours before the meeting.

5 PROCEEDINGS OF MEETINGS

5.1 Quorum

- (a) The quorum for a meeting of the Company's members is 4 members who are entitled to be present and to vote and the quorum must be present at all times during the meeting.
- (b) In determining whether a quorum is present, count individuals attending as proxies. However, if a member has appointed more than one proxy or representative, count only one of them. If an individual is attending as both as a member and as a proxy or body corporate member, count them only once.
- (c) A meeting of the Company's members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of the meeting is adjourned to the date, time and place the Directors specify. If the Directors do not specify one or more of those things, the meeting is adjourned to:
 - (i) if the date is not specified - the same day in the next week.
 - (ii) if the time is not specified - the same time; and
 - (iii) if the place is not specified - the same place.
- (d) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

5.2 Chairing meeting of members

- (a) The Board may elect an individual to chair meetings of the Company's members.
- (b) If the Director so appointed is not available to chair a meeting of members or declines to do so or no such Director has been appointed, the members present, who are entitled to be present and to vote, must elect a member or member's representative present to chair the meeting.

5.3 General conduct of meetings

The general conduct of meetings and procedures to be adopted at the meeting may be determined by the Chair.

5.4 Business at adjourned meeting

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

5.5 Procedure for voting

- (a) A resolution put to the vote of members must be decided on a show of hands unless a poll is demanded.
- (b) Before a vote is taken the Chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

- (c) On a show of hands, a declaration by the Chair is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- (d) A poll may be demanded by a member in accordance with the Corporations Act (and not otherwise) or by the Chair.
- (e) A poll demanded on a matter other than the election of a Chair or the question of an adjournment must be taken when and in the manner the Chair directs.
- (f) A poll on the election of a Chair or on the question of an adjournment must be taken immediately.

6 MEMBERS VOTING

6.1 Voting rights

- (a) For so long as the Foundation Members remain members following the adoption of this Constitution, they are entitled to vote at all meetings of the Company.
- (b) The entitlement to vote of all other members at General Meetings shall be in accordance with the category of membership as determined by the Board from time to time.
- (c) On a show of hands, each member has one vote; and
- (d) On a poll, each member has one vote.
- (e) A challenge to the right to vote at a meeting of the Company's members:
 - (i) may only be made at the meeting; and
 - (ii) must be determined by the Chair, whose decision is final.

6.2 Validity of proxy votes

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes the appointing member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or revokes the authority under which the appointment was made by a third party.

7 DIRECTORS

7.1 Number of Directors and Appointment

- (a) Subject to the requirements of sections 201N to 201S of the Corporations Act, the Board may determine the number of Directors which must be not less than 3 not more than 8.
- (b) Foundation Members may appoint up to four Directors each to the Board of the Company whilst they remain a member of the Company.
- (c) Depending upon the Board's determination referred to in Rule 7.1(a), the requisite number of additional Directors will be appointed or elected in accordance with the following procedure:
 - (i) If more than the required number of candidates is nominated for appointment to the Board, the Board may subject to consideration of recommendations of the Remuneration and Nomination Committee, choose which of those nominees to appoint to the Board and put forward such appointment(s) to the relevant annual General Meeting for ratifying by members.
 - (ii) If no or insufficient nominations for appointment to the Board are received, the Board may, subject to consideration of recommendations of the Remuneration and Nomination Committee, appoint any one or more of nominees as Directors and put forward such appointment(s) to the relevant annual General Meeting for ratifying by members.

7.2 Remuneration and Nomination Committee

- (a) The Board must establish a Remuneration and Nomination Committee comprising of at least one (1) Director.
- (b) The Remuneration and Nomination Committee will make recommendations to the Board on the remuneration and appointment of Directors.
- (c) The Board will be a skills based board. Nominees for appointment to the Board may be appointed at the discretion of the Board but shall be selected in accordance with the selection criteria and qualifications established by the Board and taking into account recommendations of the Remuneration and Nomination Committee.

7.3 Terms of Office and Directors retire by rotation

A Director (other than the Managing Director) must retire at conclusion of the two years following the Director's appointment or after holding office for two years, whichever occurs later. Retiring Directors are eligible to be nominated for re-appointment for one additional consecutive term of 2 years or at the discretion of the Board.

7.4 Termination of office

- (a) The office of a Director becomes vacant if the Director:
 - (i) becomes bankrupt or makes arrangement or composition with the Director's creditors generally;

- (ii) becomes prohibited from being a Director of a company by reason of any order made under the Corporations Act;
 - (iii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (iv) resigns the Director's office by written notice to the Company (with effect on the date specified);
 - (v) fails to attend 3 consecutive board meetings unless granted leave of absence by the Board;
 - (vi) ceases to hold a qualification by which that person was appointed to or elected to office.
- (b) The continuing Directors of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Directors may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Company, but for no other purpose.
- (c) The Board has power at any time and from time to time to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed will hold office only until the conclusion of the next annual General Meeting which follows their appointment, when they must be ratified by the members to remain in office.

8 POWERS OF DIRECTORS

8.1 Board's power of management

- (a) The business of the Company is to be managed or under the direction of the Board.
- (b) The Board may exercise all the powers of the Company except any powers that the Corporations Act or this Constitution requires the Company to exercise in General Meeting.

8.2 Execution of Documents

Without limitation all cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for money paid to the Company may be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board may from time to time by resolution determine. Two Directors, one Director and the Company Secretary or the Company Secretary and authorized representative may execute documents.

8.3 Managing Director

- (a) The Board may appoint one or more of themselves to the office of Managing Director of the Company for the period, and on the terms (including remuneration), as the Board sees fit.

- (b) A person ceases to be a Managing Director if they cease to be a Director.
- (c) The Managing Director is not subject to the retirement by rotation under Rule 7.3
- (d) The Board may confer on a Managing Director any of the powers that the Board can exercise. The conferring of powers by the Board on the Managing Director does not exclude the exercise of those powers by the Board.
- (e) The Board may revoke or vary:
 - (i) an appointment; or
 - (ii) any of the powers conferred on the Managing Director.
- (f) The Board will set the remuneration of the Managing Director, periodically as considered necessary.

8.4 Board committees

The Board may delegate any of its powers, other than powers required by law to be dealt with by an individual Director, Directors as a board, to a committee or committees consisting of such one or more of their number as they think fit.

8.5 Powers delegated to Board committees

A committee to which any powers have been delegated under 8.4 must exercise those powers in accordance with any directions of the Board. A power so exercised is taken to have been exercised by the Board.

8.6 Other committees

The Board may establish or appoint from among its members, from among representatives of members of the Company or other selected personnel as occasion may require, special committees or individual officers and consultants to carry out such duties and functions and with such powers as the Board determines.

8.7 By-laws

- (a) The Board has power to make such By-Laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs, interests, effects and property and to amend or rescind from time to time any such By-Laws. Without limiting the generality of the Board's power, the By-Laws may relate to the following matters:
 - (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-Law;
 - (ii) the general management and control of the activities of the Company;
 - (iii) the management and control of the Company's premises;
 - (iv) the upkeep and control of the Company's property;
 - (v) the privileges and rights of members;

- (vi) the categories or classes of membership;
 - (vii) membership of the Company;
 - (viii) nomination and appointment of persons to the Board;
 - (ix) fees payable for endorsements, project management, technical, research, consultancy and other services of the Company.
- (b) The Board has power to enforce the observance of all By-Laws.
- (c) Any By-Law made under this Constitution comes into force and has the full authority of a By-Law of the Company on being posted upon the Company's website or being notified in writing to members.

9 REMUNERATION OF DIRECTORS

9.1 Directors' remuneration

- (a) Each non – executive Director is entitled to be paid remuneration determined by the Board, taking into account recommendations of the Remuneration and Nomination Committee. The total amount of this remuneration must not exceed an amount fixed by the Company in General Meeting.
- (b) The Company may also pay the Directors' travelling and other expenses that they properly incur:
- (i) in attending Directors' meetings or any meetings of committees; and
 - (ii) in connection with the Company's business.

10 DEALINGS BETWEEN THE COMPANY AND A DIRECTOR

10.1 Contracting with the Company

A Director is not disqualified from holding office as Director only because the Director is interested in a contract with the Company.

10.2 Disclosure of, and voting on matters involving material personal interests

- (a) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
- (i) must not vote on the matter (or in relation to a proposed resolution under Rule 10.2(c) in relation to the matter, whether in relation to that or a different Director); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (b) For the purposes of Rule 10.2(a), a Director does not need to give notice of an interest if the interest:

- (i) is in a matter relating to an existing or proposed contract of insurance merely because the contract insures, or would insure, the Director against a liability incurred by the Director as an officer of the Company; or
 - (ii) arises in relation to the Director's remuneration as a Director of the Company; or
 - (iii) relates to any payment by the Company or a related body corporate in respect of an indemnity permitted under section 199A of the Corporations Act or any contract relating to such an indemnity; or
 - (iv) is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate.
- (c) Rule 10.2(a) does not apply if:
- (i) the Board has at any time passed a resolution that specifies the Director, the interest and the matter and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter; or
 - (ii) the Australian Securities and Investments Commission has declared, in accordance with section 195(3) of the Corporations Act, that for the purposes of all or specified meetings of the Board, the provisions of sections 195(1) of the Act do not apply in relation to a specified matter..

10.3 Appointment to another office

The Managing Director can hold another office or be a Director in another company if approved by the Board.

11 BOARD MEETINGS

11.1 Procedures relating to Board meetings

- (a) The Board may meet together, adjourn and otherwise regulate its meetings as the Directors think fit.
- (b) A Director may at any time, and the secretary must at the request of a Director, convene a meeting of the Board.

11.2 Chairing Board meetings

- (a) The Board may elect a Director to chair its meetings. The Board may determine the period for which the Director is to be the Chair.
- (b) The Board must elect a Director present to chair its meetings or part of it, if:
 - (i) a Director has not already been elected to chair the meeting; or
 - (ii) a previously elected Chair is not available or declines to act, for the meeting or part of the meeting.

11.3 Quorum at Board meetings

Unless the Board determines otherwise, the quorum for the Board meeting is 3 Directors and the quorum must be present at all times.

11.4 Passing of Board resolutions

- (a) A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) In the case of a tied vote the Chair does not have a casting vote.

11.5 Circulating resolutions

- (a) The Board may pass a resolution without a meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- (b) Separate copies of a document may be used for signing by Directors if the wording and the resolution and statement is identical in each copy.

11.6 Physical meeting not needed

- (a) Subject to the Corporations Act, a Directors' meeting may be notified or held using any technology consented to by all Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
- (b) The Directors do not need to all be physically present in the same place for a Directors' meeting to be held.
- (c) A Director who participates in a meeting held in accordance with the this Rule 11.6 is taken to be present and entitled to vote at the meeting.

12 COMPANY SECRETARY

12.1 Appointment

- (a) The Board must appoint a person as a Secretary of the Company.
- (b) A secretary holds office on the terms and conditions (including as to remuneration) determined by the Board.
- (c) The Board may suspend a Company Secretary from office.

12.2 Duties of Secretary

The Secretary is responsible for all the record keeping within the Company including any register required by the Corporations Act and minutes of meetings of Directors and members. Notices of Directors meetings and meetings of members are sent out by the Secretary.

13 MINUTES

- (a) The Board must cause minutes to be signed and filed.

- (b) The minutes must include:
 - (i) the names of the persons present at each Board meeting, committee meeting and/or General Meeting.
 - (ii) all declarations made or notices given by any Director (either generally or specifically) of his interest in any contract or his holding of any office or property whereby any conflict of duty or interest may arise;
 - (iii) all orders made by the Board and committees;
 - (iv) all resolutions and proceedings of Board meetings, committee meetings and/or General Meetings.

13.2 Minutes of resolutions passed without a meeting

The Board must ensure that minutes of resolutions passed by Board (and committees of Board) without a meeting are recorded, signed and filed.

13.3 Signing of minutes

The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or by the chair of the next meeting.

13.4 Inspection of records

- (a) The Board must ensure the minute files for General Meetings are open for inspection by Members free of charge.
- (b) A Member (other than a Director) does not have the right to inspect any books, records or documents of the Company except as provided by law or authorised by the Board.

14 INDEMNITY AND INSURANCE

14.1 Application

This Rule 14 applies to each person who is or has been a Director or Officer of the Company.

14.2 Indemnity

Subject to Rule 14.3, the Company must indemnify each Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (**Liabilities**) incurred by the Officer as an officer of the Company, including without limitation:

- (a) a liability for negligence; and
- (b) a liability for reasonable legal costs.

14.3 Limit on indemnity

- (a) The indemnity in Rule 14.2 does not operate in relation to any Liability which:
 - (i) is a Liability to the Company or any of its related bodies corporate;

- (ii) is a Liability for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act; or
- (iii) arises out of conduct of the Officer which was not in good faith, or which involves wilful misconduct, gross negligence, reckless misbehaviour or fraud,

provided that this Rule 14.3(a) does not apply to a Liability for legal costs.

- (b) The indemnity in Rule 14.2 does not operate in relation to legal costs incurred by the Officer in defending an action for a Liability if the costs are incurred:
 - (i) in defending or resisting proceedings in which the Officer is found to have a Liability referred to in Rule 14.3(a);
 - (ii) in defending or resisting criminal proceedings in which the Officer is found guilty;
 - (iii) 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. For the avoidance of doubt, this does not include 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
 - (iv) in connection with proceedings for relief to the Officer under the Corporations Act in which the court denies the relief.
- (c) If there is any appeal in relation to any proceedings referred to in Rule 14.3(b), it is the outcome of the final appeal that is relevant for the purposes of Rule 14.3(b).
- (d) The indemnity in Rule 14.2:
 - (i) does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void, unenforceable or not permitted by law; and
 - (ii) does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance.

14.4 Extent of indemnity

The indemnity in Rule 14.2:

- (a) is enforceable without the Officer having to first incur any expense or make any payment;
- (b) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an officer of the Company; and
- (c) applies to Liabilities incurred both before and after the date of this Constitution.

14.5 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 each Officer against any Liability incurred by the Officer as an officer of the Company including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

14.6 Savings

Nothing in Rules 14.2 or 14.5:

- (a) affects any other right or remedy that a person to whom those Rules apply may have in respect of any Liability referred to in those Rules; or
- (b) limits the capacity of the Company to indemnify or provide or pay for insurance for any person to whom those Rules do not apply.

15 ACCOUNTS AND AUDIT

- (a) The Board must cause proper accounts and records to be kept with respect to the financial affairs of the Company in accordance with the Corporations Act.
- (b) The books and records must be kept at the Office or at such other place as the Board thinks fit. The Company must at all reasonable times make its accounting records available in writing for inspection of members of the Board any other persons authorized or permitted under the Corporations Act or any other Act to inspect such records.
- (c) If required by the Corporations Act and subject to the requirements of that Act, the Company must, within four (4) months after the end of the Company's financial year or not less than twenty one (21) days before each Annual General Meeting (whichever is the earlier), send or make available to each member of the Company the financial reports, directors' report and auditor's report.
- (d) At least once in every year the Company's accounts must be examined and the correctness of the profit and loss account and balance sheet ascertained by an auditor or auditors.
- (e) The appointment, removal, remuneration, functions, rights, duties and liability of auditors are regulated by and subject to the Corporations Act.

16 NOTICES

16.1 Service of notice

A notice may be given by the Company to a member:

- (a) by leaving it at the member's registered address; or

- (b) by sending it by prepaid post or facsimile transmission addressed to the member's registered address; or
- (c) by electronic means approved by the Board.

If the notice is signed, the signature may be original or printed.

16.2 When is notice taken to be given

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

17 WINDING UP

- (a) If on the winding up or dissolution of the Company there remains after the satisfaction of all the Company's debts and liabilities any surplus property, the surplus property must not be paid or distributed among the members but must be given or transferred to some other institution or institutions having objects similar to the objects of the Company provided the institution or institutions prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Company under and by virtue of Rule 2.4 of this Constitution. The institution or institutions must be determined by the members at or before the time of winding up or dissolution.
- (b) If the determination is not made by the members by that time, the determination is made by the Chief Judge in Equity of the Supreme Court of New South Wales or any Judge of that Court as may have or acquire jurisdiction in the matter. If effect cannot be given to the intentions of this Rule, the surplus property must be paid to a charitable organization.

18 REPLACEABLE RULES NOT TO APPLY

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

19 AMENDMENT, REPEAL OR REPLACEMENT OF CONSTITUTION

This Constitution may be amended, repealed or replaced by way of a special resolution passed at a General Meeting of members.

End.