

Constitution

Capalaba Greyhound Racing Club



History of Document

Adopted by special resolution on

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Constitution Capalaba Greyhound Racing Club

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in this document:

Act means the *Corporations Act 2001* (Cth) and the *Corporations Regulations 2001* (Cth).

AGM means an annual general meeting of the Company held in accordance with section 250N of the Act.

Alternate means an alternate Director appointed under rule 10.1.

Appointor in relation to an Alternate, means the Director who appointed the Alternate.

Auditor means the auditor of the Company as appointed by the Board from time to time.

Board means the board of Directors of the Company as constituted from time to time and acting collectively under this document.

Chairperson means the person appointed as chairperson by the Board from time to time and includes an acting chairperson.

Code of Conduct means the code of ethics and behaviour required of any member of or visitor of the Club as determined in writing from time to time.

Company means the company named in rule 4 of this document.

Constitution means this constitution of the Company, as amended from time to time.

Director means a person who is, for the time being, a Director of the Company appointed or elected to the office of director of the Company in accordance with the Constitution and includes, where appropriate, an Alternate.

Disciplinary Process means the disciplinary process determined by the Club in writing for misconduct of members or visitors.

Eligibility Criteria means the criteria which must be satisfied prior to the admission of any member, as set out in rule 15.4(a)(i).

Financial Year means the Company's financial year as set out in rule 25.4(a).

Greyhound Racing means everything and anyone who participates, at any level, at any time, with any activity associated with greyhounds or racing and includes, but is not limited to- (a) the keeping of greyhounds which are in the care or custody of registered or other persons; (b) the registration and breeding of greyhounds; (c) any matter or thing connected with greyhound racing.

Honorary Member or **Honorary Members** means a person appointed as an honorary member of the Company in accordance with rule 15.2 and Schedule 1.

LPR means a legal personal representative or attorney appointed of the Member.

Member means a person who is a member of the Company under rule 15 and any other Members subsequently appointed as a member of the Company, as recorded in the Register.

Objects means the objects of the Company as set out in rule 5.1.

Ordinary Member or Ordinary Members means a person appointed as an ordinary member of the Company in accordance with rule 15.2 and Schedule 1.

Ordinary Resolution means a resolution passed at a meeting of Members by a majority of the votes cast by Members entitled to vote on the resolution.

Racing Queensland means the governing body that is responsible for regulating the thoroughbred, harness and greyhound racing industries in Queensland.

Register means the register of Members kept as required by sections 168 and 169 of the Act.

Secretary means, during the term of that appointment, a person appointed to perform the duties of a Secretary of the Company in accordance with this document.

Special Resolution has the meaning given in the Act.

1.2 Interpretation of this Document

This rule 1.2 specifies the rules for interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) The headings are for convenience only and do not affect the interpretation of this document.
- (b) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document (including this document), or a provision of a document (including a provision of this document), is to that document or provision as amended or replaced;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;
 - (iv) anything (including a right, obligation or concept) includes each part of it; or
 - (v) a rule is to a rule in this document.
- (c) A singular word includes the plural, and vice versa.
- (d) A word which suggests one gender includes any other gender.

- (e) If a word is defined, another part of speech of that word has a corresponding meaning.
- (f) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (g) The word “agreement” includes an undertaking or other binding arrangement or understanding whether or not in writing (unless the context specifies that it must be in writing).
- (h) A reference to something being “written” or “in writing” includes that thing being represented or reproduced in any mode in a visible form.
- (i) A word (other than a word defined in rule 1.1) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.
- (j) Unless otherwise provided, a reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. Corporations Act and replaceable rules

- (a) To the extent that a rule in this Constitution is inconsistent with the Act (if, for example, the Act is amended after this Constitution comes into effect) then this Constitution is taken to be amended so that it is consistent with the Act.
- (b) The replaceable rules referred to in section 141 of the Act do not apply to the Company and are replaced by the rules set out in this Constitution.

3. Constitution

- (a) This Constitution contains provisions setting out the manner in which the Members have agreed to conduct the internal administration of the Company.
- (b) This Constitution has effect as a contract:
 - (i) between the Company and each Member;
 - (ii) between the Company and each Director;
 - (iii) between the Company and each Member who performs an executive position of the Company; and
 - (iv) between a Member and each other Member, pursuant to which each Member agrees to accept the provisions of this Constitution, and comply with those provisions, so far as they apply to that Member.

4. Name of the Company

The name of the Company is Capalaba Greyhound Racing Club Ltd.

5. Objects

5.1 Objects of the Company

The objects of the Company, without limiting its power under the Act, are to:

- (a) provide Members with a unified and collective voice to better assist in promoting interests of the Company and Greyhound Racing;
- (b) conduct Greyhound Racing and its associated activities;
- (c) help establish and promote the highest standard of conduct in Greyhound Racing;
- (d) protect and advance the welfare, safety and interests (including the professional interests) of Members and to mediate and if possible, reconcile disputes affecting individual and/or groups of Members within the Company and Greyhound Racing;
- (e) develop marketing, licensing and sponsorship projects which will benefit Members and/or the Company;
- (f) promote and support at all times the development and advancement of Greyhound Racing;
- (g) promote good fellowship and social contacts within the Company and with like associations throughout Australia and overseas;
- (h) do all things necessary to promote the objects of the Company contained in rules 5.1(a) to 5.2(g) above.

5.2 Limitations

The Company can only exercise the powers in section 124(1) of the Act to:

- (a) carry out the Objects of the Company; and
- (b) do all things incidental or convenient in relation to the exercise of power under rule 5.2(a).

6. Consultation with Racing Queensland

The Company's Board will consult with Racing Queensland on issues of relevance to the Company, its members and any other associated matters.

7. Public Company

7.1 Public Company

The Company is a public company limited by guarantee.

7.2 Restrictions on shares

The Company does not have the power to issue or allot shares of any kind.

7.3 Powers of the Company

Subject to the provisions of this Constitution and provided that its capacities and powers are exercised, directly or indirectly, in the furtherance of its purposes, the Company has the legal capacity and powers set out in section 124 of the Act.

8. Income and Property

8.1 No distribution to Members

- (a) Subject to rule 8.1(b), the assets and income of the Company must be applied solely in furtherance of its Objects and no portion of its income or assets may be paid or transferred, directly or indirectly, to any member.
- (b) The Company may, with the approval of the Directors, make payment in good faith to a Member of the Company:
 - (i) by way of reasonable and proper remuneration for any goods supplied or services rendered to the Company (including remuneration as an employee or consultant);
 - (ii) by way of interest on money lent to the Company by that Member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the Company's bankers on overdrawn accounts;
 - (iii) by way of reasonable and proper rent for premises let by that Member to the Company; and
 - (iv) for authorised out-of-pocket expenses reasonably and properly incurred by that Member in connection with the affairs of the Company.
- (c) Nothing in this rule 8.1 prevents a Member from benefiting from participating in the Company's activities or receiving services from the company provided that such activities and services are not exclusive to membership.

8.2 Public company, Limited liability & Guarantee

- (a) The Company is a not-for-profit public company limited by guarantee.
- (b) The liability of each Member is limited to \$10.
- (c) Each Member must contribute an amount not more than \$10 to the property of the Company, if the Company is wound up while the Member is a Member or within 12 months after the Member stops being a Member, and this contribution is required to pay for the:
 - (i) debts and liabilities of the Company incurred before the Member stopped being a Member;
 - (ii) costs of winding up.

8.3 Conduit Policy

The Company must not act or be directed by a donor to act as:

- (a) a conduit for a donor by passing a donation of money or property to other charities, bodies or persons; or

- (b) a collection agency for tax deductible donations intended by a donor to be passed onto another institution or person.

9. Directors

9.1 Number of Directors

- (a) The minimum number of Directors is three. Subject to rule 9.1(b), the maximum number of Directors is five.
- (b) The Directors may change the maximum number of permitted Director positions, in accordance with the law.

9.2 Directors on registration and initial term

Upon registration, the Directors will be elected by the Members, and will serve a term of office of five years.

9.3 Becoming a Director

Upon the expiration of the initial term set out in rule 9.2, to become a Director a person must be either:

- (a) elected to be a Director by the Members, in which case the person's term of office is to be three years; or
- (b) appointed by the Directors to fill any vacancy however arising, in which case the person's term of office is to be for 12 months or, if the Company is to hold an annual general meeting, from the time of appointment until the next annual general meeting.

9.4 Directors time in office

- (a) Each Director is to remain as a Director until the term of her or his office expires or until he or she resigns, retires or is otherwise removed as a Director of the Company in accordance with the law and this constitution. However, subject to the law and rule 9.4(b), a person is eligible for reappointment or re-election.
- (b) Subject to rule 9.4(c), a person must not hold the office of a Director for any more than 11 consecutive years unless otherwise resolved by a special resolution of Members.
- (c) A person having held office as a Director for 11 consecutive years is eligible for re-election or re-appointment once a period of two years has expired since that person last held office as a Director of the Company.

9.5 Qualifications and composition of Directors

Each Director must:

- (a) have knowledge, and expertise relevant to and be committed to the purpose, objectives and activities of the Company and Greyhound Racing; and
- (b) satisfy any other policies relating to the composition of the Board and skills and qualifications of Directors developed by the Directors from time to time.

9.6 Vacation of office

- (a) In addition to the circumstances prescribed by law, the office of any Director becomes vacant if the Director dies or, unless the Directors otherwise resolve to confirm the Director's position, if the Director:
 - (i) where the Director is also a Member, ceases to be a Member of the company;
 - (ii) is, due to physical or mental impairment, unable to properly perform his or her duties as a Director as determined by a suitably qualified health professional, acting reasonably;
 - (iii) becomes bankrupt;
 - (iv) is convicted of an indictable offence;
 - (v) fails to attend three consecutive Directors' meetings without leave of absence approved by the Directors;
 - (vi) ceases to hold or is removed from office as a Director; or
 - (vii) is removed from office by Members in accordance with requirements of the Corporations Act.
- (b) Nothing in rule prevents a Director from vacating his or her office if the Director resigns by notice in writing to the Company.

9.7 Payments to Directors

- (a) Subject to rule 9.7(c), Directors are entitled to be paid all reasonable authorised travelling and other expenses properly incurred by them in connection with the affairs of the Company, including attending and returning from general meetings of the Company, meetings of the Directors and meetings of committees but will not otherwise receive any payment for acting as a Director.
- (b) Nothing in this rule 9.7 restricts the remuneration to which a Director may be entitled as an officer or employee of the Company in a capacity other than Director.
- (c) Nothing in this rule 9.7 shall prevent a Director from charging and recovering professional or other fees rendered on reasonable commercial terms and the payment of which is approved by a resolution of the Board in connection with professional or technical services provided by that Director otherwise than in his or her capacity as a Director and with the prior approval of the Board.
- (d) Notwithstanding anything else in this constitution, no payment of any kind which is permitted to be paid to a Director by this constitution can be made by the Company to a Director until that payment is approved by the Directors or such other person or persons to which the Directors may have delegated such authority.

9.8 Powers and duties of Directors

The Directors are responsible for managing the business of the Company and may exercise all the powers of the Company which are not required by the law or this constitution to be exercised by the Company in general meeting.

9.9 Directors' meetings

The Directors may hold meetings (including by technological means) for the conduct of business and regulate them as they think fit.

9.10 Convening of meetings of Directors

Any Director of the Company may convene a Directors' meeting.

9.11 Notice of Directors' meetings

- (a) A notice of a Directors' meeting must:
 - (i) be given to each current Director, other than a Director on leave of absence approved by the Directors;
 - (ii) be given with sufficient time for the Directors to properly review and consider the material provided with the notice and the matters arising from it;
 - (iii) specify the time and place of and, if relevant, the form of technology for, the meeting; and
 - (iv) state the nature of the business to be transacted at the meeting.
- (b) A resolution passed at a Directors meeting is not invalid just because a Director did not receive notice of the meeting provided that:
 - (i) the notice was not received because of accident or error;
 - (ii) before or after the meeting, the Director notifies the company of his or her agreement to the resolution; or
 - (iii) the Director attended the meeting.

9.12 Meetings by technology

- (a) For the purposes of the Act, each Director, on becoming a Director (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding a Directors meeting:
 - (i) video;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each Director to communicate with every other Director; or
 - (v) any combination of the technologies described in the above paragraphs.

A Director may withdraw the consent given under this Rule in accordance with the Act.

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
 - (i) the participating Directors shall, for the purpose of every provision of this Constitution concerning meetings of the Directors, be taken to be assembled together at a meeting and to be present at that meeting;

- (ii) the meeting shall be taken to be held at the place agreed to by the participating Directors so long as at least 1 participating Director is physically present at that place; and
- (iii) all proceedings of those Directors conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

9.13 Quorum for Directors' meetings

- (a) No business may be transacted at a Directors' meeting unless there is a quorum of Directors at the time the business is dealt with.
- (b) A quorum consists of three Directors.
- (c) For the avoidance of doubt, a Director is present at a meeting if participating by electronic means such as by telephone.
- (d) If at any time there are less than three Directors, the remaining Director or Directors may act but only:
 - (i) in an emergency;
 - (ii) for the purpose of convening a general meeting of the Company; or
 - (iii) for the purpose of increasing the number of Directors to three.
- (e) If, within 30 minutes after the time appointed for the meeting, a quorum is not present, then, without prejudice to the right of those present to discuss but not to vote on any matter, the meeting will be dissolved or stand adjourned to such time, date and place as those present at the meeting decide.

9.14 Chair and deputy-chair

- (a) The Directors must, subject to the rules relating to term of office found at rule 9.4, appoint a Director to the office of chair.
- (b) The Directors may, subject to the rules relating to term of office found at rule 9.4, appoint a Director to the office of deputy-chair.
- (c) A person may only fill the office of chair or deputy-chair for so long as that person is a Director of the Company.
- (d) The chair must preside as chair at each Directors' meeting unless he or she is unable to attend or unwilling to act.
- (e) If the chair is unable to attend a Directors' meeting or unwilling to act, then the deputy-chair, if one has been appointed, must preside as chair of that meeting.
- (f) If both the chair and deputy-chair are unable to attend a Directors' meeting or are unwilling to act, then the Directors present at that meeting must elect a person from among their number to preside as chair for that meeting.

9.15 Decisions without meetings

Directors may pass resolutions and otherwise make decisions outside of a Directors' meeting in any manner (including through the use of technology) so long as such manner complies with:

- (a) the law; and

- (b) any policies and procedures relating to the passing of Director resolutions as determined by the Directors from time to time.

9.16 Committees

- (a) The Directors may resolve to:
 - (i) establish one or more committees consisting of such persons as they determine;
 - (ii) delegate to each committee such of their powers required for the effective and efficient running and administration of the committee;
 - (iii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and
 - (iv) change the makeup of a committee at any time or dissolve it all together.
- (b) A committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the Directors which, for the avoidance of doubt, may be contained within policies, guidelines or protocols.
- (c) The Directors may continue to exercise all their powers despite any delegation made under this rule.

9.17 Delegation to individuals

- (a) The Directors may resolve to delegate any of their powers:
 - (i) to one or more Directors;
 - (ii) to one or more Members; or
 - (iii) to one or more employees.
- (b) The Directors may delegate their powers for such time as they determine and may revoke or vary any power so delegated.
- (c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the Directors.
- (d) The Directors may continue to exercise all their powers despite any delegation.
- (e) A delegation under this rule need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position.

9.18 Validity of acts

An act done by a Director or by a meeting of the Directors or a committee attended by a Director is not invalidated just because:

- (a) of a defect in the appointment of the Director;
- (b) the person is disqualified from being a Director or has vacated office; or
- (c) the person is not entitled to vote,

if that circumstance was not known by the person or the Directors or committee when the act was done.

10. Alternates

10.1 Appointment of Alternate

A Director (other than an Alternate) may appoint a person who is approved by the Board to act as an Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as Director.

10.2 Alternate Directors

- (a) An Alternate is entitled to notice of meetings of the Directors and, if the Appointor is not present at such meeting, is entitled to attend and vote in his or her stead.
- (b) An Alternate may exercise any powers that the Appointor may exercise and the exercise of any such power by the Alternate is deemed to be the exercise of the power by the Appointor.
- (c) An Alternate is not, in his or her capacity as an Alternate, entitled to receive notice of, or attend and vote at, a meeting of Members.
- (d) The appointment of an Alternate may be terminated at any time by the Appointor even if the period of the appointment of the Alternate has not expired, and terminates in any event if the Appointor vacates office as a Director.
- (e) An appointment, or the termination of an appointment, of an Alternate is effected by a notice in writing signed by the Appointor and served on the Company.

11. Powers of the Board

11.1 Powers Generally

Except as otherwise required by the Act, any other applicable law, or this document, the Board:

- (a) has the power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting.

11.2 Exercise of Powers

- (a) Subject to the Act and to any other provisions of this Constitution, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the Company, and may exercise all such powers of the Company as are not, by the Act or this Constitution, required to be exercised by the Company in general meeting of the Board.
- (b) Without limiting the generality of rule 11.2(a), the Board may exercise all the powers of the Company to borrow money, to change any property or business of the Company and to issue debentures or give any security for a debt, liability or obligation of the Company or of any other person.

11.3 Executing Negotiable Instruments

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner for the time being decided by the Board.

12. Directors' duties and interests

12.1 Compliance with Duties under the Act

Each Director must comply with the sections 180 to 183 (inclusive) of the Act.

12.2 Director Not Disqualified from Holding Other Offices

A Director is not disqualified by reason only of being a Director from:

- (a) holding any office or place of profit or employment other than that of the Company's Auditor;
- (b) being a Member or creditor of any corporation (including the Company) or partnership other than the Auditor; or
- (c) entering into any agreement with the Company.

12.3 Disclosure of Interests

- (a) A Director is not disqualified by their office from contracting with the Company in any capacity whatsoever.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of the interest unless section 191 or the document(s) related to the matter in question provide(s) otherwise.

12.4 Director Interested in a Matter

If a Director has an interest in a matter that relates to the affairs of the Company and a Director discloses the interest under section 191 or it is not required to be disclosed under section 191:

- (a) subject to a resolution by the Board to the contrary, a Director who has a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting;
 - (ii) vote on the matter; or
 - (iii) be counted in a quorum at a Board meeting in which the matter is considered;
- (b) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and

- (d) the Company cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed under section 191, rule 12.4(c) applies only if it is disclosed before the transaction is entered into.

13. Officers' indemnity and insurance

13.1 Indemnity

- (a) Subject to the Act:
 - (i) the Company, to the extent the person is not otherwise indemnified:
 - (A) must indemnify every officer of the Company and every officer of the Company's wholly owned subsidiaries; and
 - (B) may indemnify the Company's Auditor,

against a Liability incurred as such an officer or Auditor (other than to the Company or a related body corporate of the Company), including a Liability incurred as a result of the Company or a wholly owned subsidiary of the Company appointing or nominating the officer as trustee or officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
 - (ii) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or Auditor in defending an action for a Liability incurred as such an officer or Auditor or in resisting or responding to actions taken by a government agency or a liquidator.
- (b) In relation to this rule 13.1, Liability means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

13.2 Insurance

Subject to the Act, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

13.3 Former Officers

The indemnity in favour of officers under rule 13.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

13.4 Deeds

Subject to the Act, without limiting a person's rights under this rule 13, the Company may enter into an agreement with a person who is or has been a Director or officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this rule 13 on any terms and conditions that the Board thinks fit.

14. Auditor

- (a) The Company must appoint an Auditor and provide assistance to the Auditor in accordance with the Act.
- (b) The Auditor will not have any affiliation or interest in the Company nor any affiliation with an actual or potential supplier of goods and services, recipient of grant funds or an organisation with competing or conflicting objectives.

15. Membership

15.1 Number of Members

The number of Members is unlimited.

15.2 Initial categories of Membership

Upon registration of the Company, the Members of the Company may consist of the following classes:

- (a) Ordinary Members; and
- (b) Honorary Members.

The rights of each of the above classes are set out in Schedule 1 of this Constitution.

15.3 Initial Members of the Company

- (a) A Member of the Company is any person:
 - (i) on the register of Members on the date of adoption of this Constitution; and
 - (ii) who is admitted as a Member of the Company by the Directors in accordance with rule 15.4.
- (b) Subject to the process set out in rule 15.4, if a person is admitted as a member of the company, the Secretary must ensure that:
 - (i) the person is given notice of admission as a Member of the Company; and
 - (ii) the name and details of the person are entered in the Members' register in accordance with rule 15.10.
- (c) The Secretary must ensure that each person who has submitted an application and is not admitted as a Member of the Company is informed of this decision. None of the Company, Directors and Secretary is required to give reasons for the decision not to admit a person as a Member of the Company.

15.4 Admission to Membership

- (a) An application for membership must:
 - (i) meet the Eligibility Criteria:
 - (A) in respect of all Members, the requirements set out in rule 15.5; and

- (B) in respect of specific Member classes, the requirements set out in Schedule 1;
- (ii) be in writing in a form approved by the Directors; and
 - (iii) be accompanied by any other documents as the Directors may require.
- (b) If the applicant is a body corporate it must nominate one person (Nominated Representative) to represent the applicant in the Company. The application must:
 - (i) state the name and address of the Nominated Representative; and
 - (ii) be signed by the Nominated Representative by way of consent.

15.5 Membership eligibility

To be a Member of the Company a person must:

- (a) have a commitment to the Objects and purposes of the Company;
- (b) comply with the Code of Conduct;
- (c) complete and lodge a membership application in such form as determined by the Directors from time to time;
- (d) not have been convicted of a criminal offence with a maximum penalty of 12 months imprisonment or more within Australia or any other country;
- (e) not have been previously expelled from membership of the Company;
- (f) satisfy such other membership criteria as the Directors may determine from time to time.

15.6 Further membership classes

- (a) Subject to the Act, the Board shall have the power to:
 - (i) create new classes of Members from time to time, including setting out the rights of those Members.
 - (ii) set and amend the membership fees for each class of membership (or any category of membership).
- (b) In the event that the Company appoints additional Members, the Company will outline the conditions upon which the Member will be appointed as a Member of the Company.

15.7 Members rights

Each Member has the rights set out in Schedule 1.

15.8 Entrance fee and subscriptions

The Company may require the payment of membership application fees, annual subscriptions and other membership levies by Members in the amounts and at such times and in such manner as determined by the Board from time to time.

15.9 Annual fees and other fees

- (a) The amount of the membership fee payable by Members will determined by the Board from time to time (Membership Fee).
- (b) Unless otherwise specified by the Board, Membership Fees are payable:
 - (i) on application for membership; and
 - (ii) each year on the date determined by the Board (Due Date).
 - (iii) Membership Fees can be paid by:
 - (A) cash, cheque or electronic funds transfer;
 - (B) any other means determined by the Board from time to time.
- (c) Despite any other provision of this rule 15.9 the Board may from time to time determine that a particular class of Member is not required to pay any annual Membership Fee.

15.10 Register of Members

- (a) A register of Members must be kept in accordance with the Act.
- (b) Each Member and nominated representative must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within one month after the change.

15.11 Restriction of the transfer of rights

The rights and privileges of every Member are personal to each Member and are not transferable by a Member's own act or by operation of law.

16. Cessation of Membership

16.1 General

- (a) There are a number of circumstances that will result in a Member's membership ceasing. For instance, if a Member:
 - (i) resigns from membership in accordance with rule 16.2;
 - (ii) automatically ceases to be a member in accordance with rule 16.3;
 - (iii) is expelled from membership in accordance with rule 16.4; or
 - (iv) no longer complies with the membership Eligibility Criteria.
- (b) The Directors may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of Members as they so determine from time to time so long as they are consistent with the requirements set out in this rule 16.

16.2 Resignation from membership

- (a) A Member may resign from membership of the company at any time by providing written notice to the company addressed to the chair or the Secretary. Unless the

notice provides otherwise, the resignation takes effect from the date the notice is received.

- (b) A Member that ceases to be a Member under this rule 16.2 is eligible to reapply for membership of the company and on so doing will be required to follow the membership application process applicable at the time of the reapplication.

16.3 Automatic cessation of membership

- (a) A Member's membership will automatically cease if the member:
 - (i) dies or, in the case of a body corporate, is wound up or becomes insolvent or bankrupt under the Bankruptcy Act 1966 (Cth);
 - (ii) becomes of unsound mind or are liable to be dealt with in any way under any law relating to mental health.
 - (iii) fails to pay any required membership fee within two months after the date on which that membership fee becomes due or such later time as the Directors may determine;
 - (iv) fails to properly respond to a Member renewal notice within four weeks after the due date specified in the notice, or such later time as the Directors may determine.
- (b) A Member that has ceased being a Member under rules 16.3(a)(iii) and 16.3(a)(iv) is eligible to reapply for membership of the Company and on so doing will be required to follow the membership application process applicable at the time of the reapplication.

16.4 Disciplining, suspension and expulsion of Members

- (a) This rule 16.4 describes what needs to happen when considering whether to warn, discipline, suspend or expel a Member. In summary the process involves:
 - (i) putting the Member in question on notice; and
 - (ii) passing a Directors' resolution to warn, suspend, expel or otherwise discipline that Member.
- (b) So long as the steps set out in this rule 16.4 are followed, the Directors may resolve to warn, suspend, expel or otherwise discipline a member if that Member:
 - (i) has refused or neglected to comply with the provisions of this constitution; or
 - (ii) has acted in a way that, in the opinion of the Directors, is unbecoming of the Member or prejudicial to the interests or reputation of the Company. (Member Disciplinary Resolution)
- (c) The Directors must give the Member in question at least 14 days' notice of the date that the Directors will consider the Member Disciplinary Resolution. This notice must be in writing and let the member know:
 - (i) that the Directors are to consider warning, suspending, expelling or otherwise disciplining the Member;
 - (ii) the reasons why the Directors are considering taking the determined action; and

- (iii) of the right for the Member to give the Directors, either orally or in writing, any explanation or defence relevant to the proposed disciplinary action.
- (d) A Director who is subject to a Member Disciplinary Resolution is not entitled to vote on that resolution.
- (e) Directors have 14 days from the date a Member Disciplinary Resolution is passed to notify the relevant Member about the Directors' decision. The Member Disciplinary Resolution must be in writing and is final.
- (f) A Member that has been expelled from membership of the Company is not permitted to reapply for membership.
- (g) All Members agree and covenant to adhere to the decision of The Member Disciplinary Resolution which is final and binding.

16.5 Liability for subscription fees and other amounts following cessation of Membership

Notwithstanding that the Member ceases to be a Member of the Company, the Member shall continue to be liable for:

- (a) all annual subscription fees or other amounts owing by the Member to the Company which are due and unpaid as at the date that the Member ceases to be a Member; and
- (b) amount which the Member is or may become liable to pay to the Company.

17. Meetings of Members

17.1 Calling Meetings of Members

A meeting of Members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D or by order made under section 249G.

17.2 Notice of Meetings of Members

Subject to rule 17.3, at least 21 days' written notice of a meeting of Members must be given individually to each Member entitled to vote at the meeting, to each Director (other than an Alternate) and to the Auditor (if any). The notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

17.3 Short Notice

Subject to section 249H(4) of the Act:

- (a) if the Company has elected to convene a meeting of Members and all the Members entitled to attend and vote agree; or
- (b) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

17.4 Postponement or Cancellation

Subject to section 249D(5), the Board may postpone or cancel a meeting of Members by written notice given individually to each person entitled to be given notice of the meeting.

17.5 Fresh Notice

If a meeting of Members is postponed or adjourned for one month or more, the Company must give a new notice of the resumed meeting.

17.6 Technology

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

17.7 Accidental Omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

18. Proxies, attorneys and representatives

18.1 Appointment of Proxies

A Member may appoint not more than two proxies to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to the Company that complies with section 250A(1) or in any other form and mode that is signed or acknowledged by the Member in a manner satisfactory to the Board. If a Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of those votes.

18.2 Member's Attorney

A Member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of Members. If the appointor is an individual, the power of attorney must be signed in the presence of at least 1 witness.

18.3 Form of a Proxy

A proxy must be in the form contained in Schedule 2.

18.4 Manner in Which Proxy is to Vote

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

18.5 Authority of Proxy

An instrument appointing a proxy is deemed to confer authority to speak on behalf of the appointor to the extent permitted by law and demand, or join in demanding, a poll.

18.6 Deposit of Proxy Forms and Powers of Attorney

An appointment of a proxy for a meeting of Members or for the taking of a poll is only effective if the following documents are received by the Company at least 48 hours before the meeting or the time appointed for taking the poll (as appropriate):

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointor's attorney — the authority under which the appointment was signed or a certified copy of the authority.

18.7 Validity of proxies

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

19. Entitlement to vote

19.1 Number of Votes

Subject to any rights or restrictions:

- (a) at meetings of Members, each Member entitled to vote may vote in person or by proxy or attorney or (in the case of a Member which is a body corporate) by its representative;
- (b) on a show of hands every person present who is a Member or a proxy, attorney or representative of a Member has one vote except where a proxy has two or more appointments that specify different ways to vote on a resolution, in which case the proxy cannot vote; and
- (c) on a poll every Member present in person or by proxy, attorney or representative has one vote.

The chair of a meeting of Members does not have a second or casting vote and if an equal number of votes is cast for and against a resolution the matter is decided in the negative.

19.2 Voting Restrictions

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

19.3 Incapacity of Members

If any Member is of unsound mind, is suffering from mental incapacity or is bankrupt and a personal representative or trustee is appointed to administer the person's estate or property or the Member's estate is liable to be dealt with in any way under the law relating to mental health, committee or trustee or such other person. Such a representative may exercise any rights of the Member in relation to a General Meeting as if the representative, committee, trustee or other person were the Member.

20. How voting is carried out

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under either before or on the declaration of the result of the vote

on a show of hands. Unless a poll is demanded, the chair's declaration of a decision on a show of hands is final.

21. Annual General Meeting

21.1 Holding of Annual General Meeting

- (a) The Board must cause the Company to hold an Annual General Meeting (AGM) at least once in each calendar year and within five months after the end of the Financial Year.
- (b) An AGM is to be held in addition to any other General Meetings held by the Company in a year.

21.2 Extension of time for AGM

- (a) The Company may lodge an application with ASIC to extend the period within which it is required to hold the AGM in accordance with section 250P of the Act.

21.3 Consideration of Reports at AGM

Where required to do so, the Board must lay before an AGM:

- (a) the financial report;
- (b) the Board's report; and
- (c) the Auditor's report,

for the last Financial Year that ended before the AGM completed in accordance with the requirements of Part 2M.3 of Chapter 2M of the Act.

21.4 Business of the AGM

The business of the AGM may include any of the following, even if not referred to in the notice of AGM:

- (a) the consideration of the annual financial report, Board's report and Auditor's report;
- (b) the election of Directors;
- (c) the appointment of the Auditor; and
- (d) the fixing of the Auditor's remuneration.

21.5 Questions by Members of the Company

The Chairperson of the AGM must allow a reasonable opportunity for the Members as a whole at the AGM to ask questions about or make comments on the management of the Company.

21.6 Questions by Members of the Auditor

If the Auditor or their representative is at the AGM, the Chairperson must allow a reasonable opportunity for the Members as a whole at the AGM to ask the Auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

21.7 Auditor's right to be heard at Meetings

- (a) The Auditor is entitled to attend and be heard at all Meetings.
- (b) The Auditor is entitled to be heard at the Meeting on any part of the business of the General Meeting that concerns the Auditor in their capacity as Auditor.
- (c) The Auditor is entitled to be heard even if:
 - (i) the Auditor retires at the Meeting; or
 - (ii) the Meeting passes a resolution to remove the Auditor from office.
- (d) The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any Meeting.

22. Resolutions without meetings

22.1 Written Resolutions

Subject to section 249A(1) of the Act, the Company may pass a resolution without a general meeting being called or held if the resolution is set out in a document:

- (a) if the Company has only one Member, signed in the manner set out in section 249B of the Act; or
- (b) if the Company has more than one Member, signed in the manner set out in section 249A of the Act.

22.2 Signature of Resolutions

The Company may treat a document on which a facsimile or electronic signature appears or which is otherwise acknowledged by a Member in a manner satisfactory to the Board as being signed by that Member.

23. Secretary

23.1 Requirement for Secretary

The Company must have at least one Secretary.

23.2 Appointment of Secretary

The Secretary must be appointed by the Board.

23.3 Terms and Conditions of Office

A Secretary holds office on the terms that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

23.4 Cessation of Secretary's Appointment

A person automatically ceases to be a Secretary if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a Secretary of a company;

- (b) becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206F or 206G of the Act;
- (c) becomes of unsound mind or is physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 23.5.

23.5 Removal from Office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specific term.

24. Company seals

24.1 Common Seal

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2) of the Act.

24.2 Other Seals

The Company may have for use in place or its common seal outside the jurisdiction in which its common seal is kept one or more official seals, each of which shall be a facsimile of the common seal with the addition on its face of the name of every place where it is to be used.

24.3 Use of Seals

- (a) The common seal and duplicate seal (if any) may only be used with the authority of the Board.
- (b) The Board must not authorise the use of a seal that does not comply with section 123 of the Act.

24.4 Fixing Seals to Documents

The fixing of the common seal or other seal is affixed to a document must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which the document is included.

25. Financial records & audit

25.1 Minutes

The Company must keep minute book of Members' meetings and Board Meetings and subject to rule 25.2, allow access to minute books for the meeting of Members in accordance with the Act.

25.2 Inspection of records

The Board shall decide whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than those who are also Directors).

25.3 Financial records

The Company must:

- (a) keep written financial records and allow access to such financial records; and
- (b) prepare, disclose, report and lodge financial reports (as required).

25.4 Financial Year and financial reports

- (a) The financial year of the Company commences on 1 July and ends on 30 June in the following calendar year (Financial Year).
- (b) Promptly after the end of each Financial Year, the Board must cause the preparation of financial reports, Directors reports and auditors reports for the Company in accordance with the Act.

26. Certificate

26.1 Issue of Certificates

The Company may issue a certificate of membership to Members in such form upon payment of such fees as it may prescribe from time to time.

26.2 Title to the Certificates

Certificates of membership remain the property of the Company and must be promptly returned to the Company if requested by the Company or if the holder ceases to be a Member.

26.3 Lost and Worn Out Certificates

- (a) If a certificate is lost or destroyed and the Member applies in accordance with section 1070D(5) of the Act, the Company must issue a new certificate in its place.
- (b) If a certificate is defaced or worn out and is produced to the Company, the Company may issue a new certificate in its place.

27. Winding Up

27.1 Surplus assets not to be distributed to Members

If the Company is wound up, any surplus assets must not be distributed to a Member or a former Member of the company, unless that Member or former Member is a charity described in rule 27.2.

27.2 Distribution of surplus assets

- (a) Subject to the *Corporations Act* and any other applicable Act, and any court order, any surplus assets that remain after the company is wound up must be distributed to one or more charities:

- (i) with purpose(s) similar to, or inclusive of, the purpose(s) in rule 5, and
 - (ii) which also prohibit the distribution of any surplus assets to its Members to at least the same extent as the Company.
- (b) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of Members at or before the time of winding up. If the Members do not make this decision, the company may apply to the Supreme Court to make this decision.

28. Amending the Constitution

28.1 Special Resolution

Subject to the Act, the Company may modify or repeal this Constitution or a provision of this Constitution by Special Resolution.

28.2 Effective Date

A Special Resolution modifying or repealing this Constitution takes effect:

- (a) if no later date is specified in the resolution, on the date on which the resolution is passed; or
- (b) on a later date specified in or determined in accordance with the resolution.

29. Notices

29.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address;
 - (iii) sent by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

29.2 Overseas Members

A Member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

29.3 When Notice is Given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
 - (i) by 5 pm (local time in the place of receipt) on a business day – on that day;
 - (ii) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day; and
- (b) if it is sent by mail:
 - (i) within Australia – on the second business day after posting; or
 - (ii) to a place outside Australia – on the seventh business day after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

29.4 Business Days

For the purposes of rule 29.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

29.5 Counting Days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

Schedule 1 - Members

Class Of Membership	Eligibility Criteria	Members Rights
Honorary Members	Distinguished persons admitted on the recommendation of the Board and approved by the Board	<ul style="list-style-type: none"> • Right to vote at a meeting of Members • Right to appoint Directors at a meeting of Members • Right to participate in discussions at meetings of Members • Right to receive notice of meeting and to attend meetings of Members • No right to nominate for positions on the Board or committees • Right to access company register and Members register • No right to access other documents, records or financial information of the Company • No requirement to pay annual fees
Ordinary Members	An Ordinary Member must be approved by the Board	<ul style="list-style-type: none"> • Right to vote at a meeting of Members • Right to appoint Directors at a meeting of Members • Right to participate in discussions at meetings of Members • Right to receive notice of meeting and to attend meeting of Members • Right to nominate for positions on the Board or committees • Right to access company register and Members register • Right to access other documents, records or financial information of the Company • Requirement to pay annual fees as determined by the Board of Directors

Schedule 2 - Proxy Form

Proxy Form

(rule 18.3)

I/We

[Insert full name]

Being a Member of [insert] Ltd (Company) entitled to attend and vote at the meeting, hereby

Appoints

or failing the person so named or, if no person is named, the Chairman of the meeting or the chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the general meeting to be held at [INSERT TIME] on [INSERT DATE] at the [INSERT VENUE], [INSERT PLACE] and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	[INSERT]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box

(By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even though he/she has an interest in the outcome of the resolution. The Chairman will vote in favour of all of the resolutions if no directions are given).

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATION THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

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

Signed this _____ day of _____

INDIVIDUAL

SIGNED by [Name of Party]:

Signature of Member

Name of Member (BLOCK LETTERS)

COMPANY

SIGNED by [Name of Party]:

Signature of Director

Signature of Director/Company Secretary

Sole Director and Sole Company Secretary