



**CONSTITUTION
OF
AUSTRALIAN ASSOCIATION OF ANGEL INVESTORS
LIMITED**

A company limited by guarantee
ACN 127 412 515

Adopted on: Wednesday, 13th February 2008

Amended: / /

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A company limited by guarantee

Constitution of Australian Association of Angel Investors Limited

1 General

1.1 Name of Company

The name of the Company is Australian Association of Angel Investors Limited.

1.2 Liability of Members

The liability of Members is limited.

1.3 Replaceable Rules

The Replaceable Rules do not apply to the Company.

2 Definitions and interpretation

2.1 Definitions

In this document:

| Term | Definition |
|--------------------------------------|---|
| Angel | means an individual person investing his/her own money and time in a company other than by way of a public stock exchange |
| Angel Syndicate | means a formalised, legally structured collaboration among Angels to combine their funds for Angel investments |
| Angel Group, or Angel Network | means a collection of individual Angels that combine under a common brand, or identity with defined rules of membership and conduct for the purpose of identifying, selecting and evaluating prospective angel investments. |
| ASIC | means the Australian Securities and Investments Commission. |
| Board of Directors | means the board of directors of Australian Association of Angel Investors Limited. |
| Business Day | means a day that is not a Saturday, Sunday, or public holiday where the Office is located. |
| Cessation Event | Means, in respect of a Member: <ul style="list-style-type: none">(a) the death, or bankruptcy of a Member; or(b) that Member becoming of unsound mind, or a person whose property is liable to be dealt with under law relating to mental health; or(c) that Member's name being entered on the register of persons who have been disqualified from managing corporations kept by the |

| Term | Definition |
|--------------------------------|---|
| | Australian Securities and Investment Commission under section 1274AA of the Corporations Act; or |
| | (d) that Member has been convicted in criminal proceedings brought in connection with contravention of the Corporations Act, or otherwise relating to actions, or omissions of that person in managing corporations. |
| Chairperson | includes an acting chairperson under rule 8.5. |
| Chief Executive Officer | means the person appointed under rule 11.1, being an employee (whether full-time or part-time) of the Company, or a related body corporate of the Company. |
| Code of Conduct | Means the Code of Conduct for members, as prescribed by the Board of Directors, from time to time. |
| Committee | means a committee to which powers have been delegated by the Board under rule 13.7. |
| Company | means Australian Association of Angel Investors Limited. |
| Constitution | means the constitution of the Company. |
| Corporations Act | means <i>Corporations Act 2001</i> (Cth) and <i>Corporations Regulations 2001</i> (Cth). |
| Director | means a person appointed, or elected to the office of director of the Company and includes an alternate director appointed to the Board. |
| Expulsion Event | means, in respect of a Member breaching the Code of Conduct, or such conduct of that Member that, in the opinion of the Directors, is unbecoming of a Member, or prejudicial to the objects, interests, or reputation of the Company. |
| Liability | for the purposes of rule 18, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost, or expense. |
| Member | means any person who becomes a Member under the Corporations Act, or this Constitution. |
| Members Present | means Members present at a general meeting of the Company in person, or by their appointed representative, proxy, or attorney. |
| Office | means the registered office of the Company. |
| Officer | <p>for the purposes of rule 18, means a director, or Secretary of the Company, or a person:</p> <ul style="list-style-type: none"> <li data-bbox="767 1720 1433 1807">(a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; <li data-bbox="767 1830 1414 1890">(b) who has the capacity to affect significantly the Company's financial standing; or <li data-bbox="767 1912 1433 2067">(c) under whose instructions, or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity, or their business relationship with the |

| Term | Definition |
|---------------------------|---|
| Proceedings | Board or the Company). for the purposes of rules 18.2 and 18.4 has the meaning set out in rule 18.5. |
| Register | means the register of Members of the Company established under the Corporations Act. |
| Registered Address | means the address of the Member specified in the Register, or another other address notified by the Member to the Company as the place they will accept service of notices. |
| Replaceable Rules | means the replaceable rules under the Corporations Act and includes any replaceable rules that become, or may become a provision of the Corporations Act. |
| Seal | means the common seal of the Company, if any. |
| Secretary | means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary. |

2.2 Interpretation

In this document:

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

3 Objects and powers

3.1 Objects of Company

The objects of the Company are:

- (a) to promote the recognition of angel investment and angel syndication as a professionally managed, ethical sector of the Australian investment community which is worthy of support by investors and to encourage new participants;
- (b) to promote the growth of angel investment in Australia, including encouraging and informing on the establishment of new angel groups and angel syndicates including access to information on formally recognised angel syndication models;
- (c) to assist Members to develop their skills and remain up to date on legal, tax, accounting, political and other issues relating to angel investment, through education and the distribution of information;
- (d) to represent the interests and views of Members and as a peak body make submissions and recommendations to the state and federal governments, commissions, enquiries, regulatory authorities, industry associations and professionals;
- (e) to represent the Members and act as the Australian representative body in establishing and developing international relationships with angel investor groups, angel investor national peak bodies and foreign governments;
- (f) to seek or receive donations and legacies (whether subject to any special trusts, or not) to apply to these objects;
- (g) to promote mutual trust and confidence between the Company and the Members in pursuit of these objects;
- (h) to promote the objects of the Company in any manner the Board of Directors considers appropriate, and to do things incidental, or conducive to the attainment of these objects; and
- (i) to do all that is necessary to enable these objects to be achieved and to enable the Members to receive the benefit of these objects.

3.2 Separate objects

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

3.3 Powers of the Company

The Company has all the powers of an individual and a body corporate, subject to rule 3.4.

3.4 No power to issue shares

The Company has no power to issue, or allot shares.

4 Non-profit nature of the Company

4.1 Non-profit

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

4.2 No distribution of profits to Members on winding up

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

4.3 Limited liability on winding up

- (a) The liability of the Members is limited.
- (b) If the Company is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute to the assets of the Company for:
 - (i) the payment of the debts and liabilities of the Company contracted before the person ceased to be a Member;
 - (ii) the costs of winding up; and
 - (iii) the adjustment of the rights of the contributors among themselves.
- (c) The maximum liability of each Member under rule 4.3(b) is \$20.

5 Membership

5.1 Classes of membership

The Board of Directors may, from time to time, determine;

- (a) the various classes of membership of the company;
- (b) any restriction in the number of Members, or the number of Members within each class;
- (c) the qualifications for admission to each class; and

- (d) the rights attached to being a Member in each class.

5.2 Applications

- (a) Any person who agrees in writing to be bound by, and comply with, the Code of Conduct, is eligible to apply to become a Member.
- (b) Each applicant to become a Member must:
 - (i) sign and deliver to the Company an application in the form (including in electronic form); and
 - (ii) pay any initial fee;which the Directors determine, from time to time.
- (c) The Directors determine whether the applicant will become a Member.
- (d) The Directors are not required to give any reason for the rejection of any applicant to become a Member.
- (e) If an application to become a member is accepted, the Company must:
 - (i) give written notice of the acceptance to the applicant including details of the class of membership and the rights that are attached to that class;
 - (ii) request payment of any amount owing for the initial fee and annual subscription fees (being pro rata sum if so determined by the Directors); and
 - (iii) upon payment of that amount, enter the applicant's name in the Register.
- (f) If the application to become a Member is rejected, the Company must:
 - (i) give written notice of the rejection to the applicant; and
 - (ii) refund in full any fees paid by the applicant.

5.3 No Transfer

The rights of being a Member are not transferable whether by operation of law, or otherwise.

5.4 Ceasing to be a Member

- (a) A person will cease to be a Member if:
 - (i) that person resigns in accordance with rule 5.5;
 - (ii) that person is expelled under rule 5.6; or
 - (iii) a Cessation Event occurs in respect of that person.
- (b) The estate of a deceased Member is not released from any liability in respect of that person being a Member.

5.5 Resignation

- (a) A Member may resign as a member by giving the Company notice in writing.
- (b) Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.
- (c) A member who resigns is liable for any unpaid Membership fees on their resignation.

5.6 Expulsion or suspension

- (a) Subject to rule 5.6(c), the Directors may resolve to:
 - (i) expel a Member; or
 - (ii) suspend a Member:
 - (A) for such period as the Directors may determine; and
 - (B) from enjoying such rights and privileges of membership, as the Directors may determine;if:
 - (iii) an Expulsion Event (other than the non payment of a Fee) occurs in respect of the member; and
 - (iv) the Company gives that Member at least ten (10) Business Days notice in writing:
 - (A) stating the Expulsion Event and that the Member is liable to be expelled; and
 - (B) informing the Member of his or her right under rule 5.6(c)(i).
- (b) The Directors may resolve to expel a Member if the Member does not pay a Fee within 20 Business Days after due date for its payment.
- (c) Before passing a resolution under rule 5.6(a) the Directors:
 - (i) must allow the Member to give to the Directors, either orally or in writing, any explanation or defence of the Expulsion Event; and
 - (ii) may adopt other procedures to aid the resolution of complaints against the Member, including the appointment of a complaints committee, conciliators and mediators.
- (d) Where a resolution is passed under rule 5.6(a) or 5.6(b), the Company must give the Member notice ("Discipline Notice") in writing of the expulsion or suspension, within ten (10) Business Days of the resolution.
- (e) A Member may, by notice in writing to the Company within ten (10) Business days of receipt of a Discipline Notice, request that a resolution for expulsion (but not suspension) of the member under rule 5.6(a) be reviewed by the Company at the next general meeting.
- (f) If a request under rule 5.6(e) is made, the Directors must propose at the next general meeting of the Company that a resolution be moved to confirm the expulsion of the member concerned.

- (g) A resolution under rule 5.6(a) takes effect:
 - (i) if the Member gives notice under rule 5.6(e), the date (if any) the resolution is confirmed by a general meeting of the Company; or
 - (ii) if the Member does not give notice under rule 5.6(e), the date of the resolution.
- (h) A resolution under rule 5.6(b) takes effect on the date of the resolution.
- (i) The Directors may reinstate an expelled member on any terms and at any time as the Directors resolve, including a requirement that all amounts due but unpaid by the expelled member are paid.

5.7 Variations of classes and class rights

- (a) Subject to the Corporations Act and the terms of a particular class of membership, the Company may:
 - (i) by a special resolution passed at a meeting of the Members included in that class; or
 - (ii) by the written consent of Members who are entitled to at least 75% of the votes that may be cast in respect of membership of that class;vary or cancel rights attached to being a Member of that class; or
convert a Member from one class to another, by special resolution of the Company.
- (b) The provisions in this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held under rule 5.7(a)(i).

5.8 Certificates

- (a) The Company may issue to each Member, free of charge, a certificate evidencing that person as a Member.
- (b) The Company may issue a replacement certificate of being a member if:
 - (i) The Company receives and cancels the existing certificate; or
 - (ii) The Company is satisfied that the existing certificate is lost or destroyed, and the member pays any fee as the Directors resolve.

6 Financial records

6.1 Keeping of financial records

- (a) The financial year of the Company begins on 1 July and ends at 30 June in the following calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting and auditing requirements of the Corporations Act.
- (c) The Board of Directors must distribute to all Members at the end of each financial year, copies of the financial report including a copy of the auditor's report and any other documentation as required by the Corporations Act.

- (d) The Board must lay before the Members at each annual general meeting the financial statements required under rule 6.1(c).

6.2 Banking of money

All the money of the Company must be deposited in an account in the name of the Company at a bank chosen by the Board of Directors.

6.3 Appointment of auditor

The Company must appoint a qualified auditor as required by the Corporations Act. No Member may act as auditor of the Company.

6.4 Inspection of records of the Company

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

7 General meetings

7.1 General meetings

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

7.2 Notice of general meeting

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

8 Proceedings of meetings

8.1 Business of general meetings

- (a) The business of an annual general meeting is:
 - (i) to receive and consider the financial and other reports required by the Corporations Act to be laid before each annual general meeting;
 - (ii) when relevant to appoint an auditor; and
 - (iii) to transact any other business which, under this document, is required to be transacted at any annual general meeting.
- (b) All other business transacted at an annual general meeting and all business transacted at other general meetings is special business.
- (c) Except with the approval of the Board of Directors, with the permission of the Chairperson or under the Corporations Act, no person may move at any meeting either:
 - (i) any resolution or any amendment of a resolution about any special business of which notice has been given under rule 7.2; or
 - (ii) any other resolution which does not constitute part of special business of which notice has been given under rule 7.2.
- (d) The auditors and their representative may attend and be heard on any part of the business of a meeting concerning the auditors. The auditors or their representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit.

8.2 Quorum

- (a) Two Members present constitute a quorum at a general meeting except if the Company at any time has only one Member or where a class of Members is constituted by one Member.
- (b) If the requisite quorum is not present at the commencement of the business, no business can be transacted except the election of a chairperson and the adjournment of the meeting.

8.3 Adjournment in absence of quorum

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

8.4 Chairperson

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

the deputy Chairperson of the Board of Directors must be chairperson at the meeting.

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

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

8.5 Acting Chairperson

If during any general meeting the Chairperson acting under rule **Error! Reference source not found.** is unwilling to act for any part of the proceedings, the Chairperson may withdraw from the chair during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director to be acting Chairperson of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings the acting chairperson is to withdraw and the Chairperson is to retake the chair.

8.6 General conduct of meeting

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

8.7 Adjournment

- (a) The Chairperson may at any time during the course of the meeting adjourn the meeting, or any business, motion, question, or resolution being considered, or remaining to be

considered by the meeting, or any debate, or discussion and may adjourn any business, motion, question, resolution, debate, or discussion either to a later time at the same meeting, or to an adjourned meeting.

- (b) If the Chairperson exercises a right of adjournment of a meeting under this rule, the Chairperson has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the Chairperson exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (c) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.8 Voting

- (a) Each question submitted to a general meeting must be decided in the first instance by a show of hands of the Members Present and entitled to vote. Subject to rule 8.8(b) in the case of an equality of votes, the Chairperson has, both on a show of hands and at a poll, a casting vote in addition to the vote, or votes to which the Chairperson may be entitled as a Member, or as a proxy, attorney, or, if applicable, a duly appointed corporate representative of a Member.
- (b) On a show of hands, where the Chairperson has two or more appointments that specify different ways to vote on a resolution, the Chairperson must not vote as a proxy but has a casting vote in the case of an equality of votes cast by Members entitled to vote at the meeting.

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

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

8.10 Taking a poll

- (a) If a poll is demanded under rule 8.9, it must be taken in the manner and at the time and place the Chairperson directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- (b) The demand for a poll may be withdrawn.
- (c) In the case of any dispute about the admission or rejection of a vote, the Chairperson's decision is final.

8.11 Continuation of business

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

8.12 Special meetings

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

9 Votes of members

9.1 Voting rights

- (a) Subject to this Constitution and any rights or restrictions attached to a class of membership, on a show of hands or a poll at a meeting of Members, every Member present has one vote.
- (b) If a Member is of unsound mind, or is a person whose person or estate is liable to be dealt with in any way under the law about mental health, his committee, or trustee, or other person who has the management of his estate may exercise any rights of the Member about a general meeting as if the committee, trustee, or other person were the Member.
- (c) A Member present at a meeting of Members is not entitled to vote on any resolution if any amount due and payable in respect of that person's membership has not been paid.
- (d) Subject to rule 9.1, where a person may vote in more than one capacity, that person is entitled only to one vote on a show of hands.
- (e) If the person appointed as proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

9.2 Appointment of proxies

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

9.3 Voting by corporation

- (a) Any corporation, being a Member and entitled to vote, may by resolution of its directors or other governing body, or by proxy document, authorise any person, though not a Member, or any person occupying a particular office, to act as its representative.

- (b) That representative is entitled to exercise for the corporation the same powers at meetings as the corporation.

9.4 Validity of vote

- (a) A vote given as required by the terms of a proxy document, or power of attorney is valid despite:
 - (i) the previous death, or unsoundness of mind of the principal; or
 - (ii) the revocation of the proxy document, or power of attorney in respect of which the vote is given,

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

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

9.5 Form and execution of proxy document

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

9.6 Board of Directors to issue forms of proxy

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

9.7 Attorneys of members

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

10 The Board of Directors

10.1 Number of Directors

- (a) The Company must have not less than three and not more than 10 Directors (not counting Alternate Directors)
- (b) If the number of Directors is below the minimum fixed by this Constitution, the Directors must not act except for appointing one or more additional Directors or to call, and arrange to hold, a meeting of Members.
- (c) A Director (including an Alternate Director) must be a Member.
- (d) A Director must be a natural person.

10.2 Board of Directors Composition

As at the date of adoption of this constitution, the Directors are those persons specified as directors in the ASIC Register and if appointed as a Director under rule 11.1, the Chief Executive Officer.

10.3 Appointment of Directors

- (a) Subject to rule 10.1(a), the Board of Directors may appoint one or more Directors from time to time.
- (b) A Director will be appointed for a term commencing on the date of appointment in accordance with this rule 10.3 and ending on the date determined in accordance with rule 10.4.
- (c) A Director appointed at a meeting of the Board of Directors will be taken to have been appointed on the date of the meeting.

10.4 Retirement and re-appointment of Directors.

A Director must retire from office at the first meeting of the Board of Directors following the AGM which occurs in the third calendar year following his or her appointment as a Director by the Board of Directors but will, subject to rule 10.5, be eligible for reappointment for a further Term.

10.5 Maximum term for a Director

No Director may serve as a Director for more than nine consecutive years.

10.6 Vacation of office

- (a) Resignation

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

- (b) Removal

- (i) A Director may be removed from office by ordinary resolution of the Members at a general meeting of the Company convened for that purpose. At the meeting the Director must be given the opportunity to present his or her case orally or in writing.

- (ii) A Director removed under rule 10.6(b)(i) retains office until the dissolution or adjournment of the general meeting at which he or she is removed.
- (c) Disqualification
 - (i) The office of a Director is vacated:
 - (A) upon a Director becoming an insolvent under administration, suspending payment to creditors, or compounding with, or assigning the Director's estate for the benefit of creditors; or
 - (B) upon a Director becoming a person of unsound mind, or is a patient under laws about mental health, or whose estate is administered under laws about mental health; or
 - (C) upon a Director being absent from meetings of the Board of Directors for three consecutive calendar months without leave of absence from the Board of Directors where the Board of Directors has not, within 14 days of having been served by a Secretary with a notice giving particulars of the absence, resolved that leave of absence be given; or
 - (D) upon a Director resigning office by written notice to the Company; or
 - (E) upon a Director being removed from office under the Corporations Act; or
 - (F) upon a Director being prohibited from being a director by reason of the operation of law.
 - (ii) A Director who vacates office under rule 10.6(c)(i) is not to be taken into account in deciding the number of Directors to retire by rotation under rule 10.4.

10.7 Directors who are employees of the Company

The office of Director who is an employee of the Company and/or any of its subsidiaries, becomes vacant upon the Director ceasing to be employed (so that they are no longer employed by the Company or any subsidiary of the Company) but the person concerned is eligible for reappointment or re-election as a Director of the Company.

10.8 Payment to Directors prohibited

- (a) The Company must not pay any fees to a Director for performing his or her duties and responsibilities as a Director.
- (b) A payment of the kind referred to in rule 4.1(b) may be made to a Director if that payment has been approved by the Directors.

11 Officers

11.1 Chief Executive Officer

- (a) The Directors may appoint a person as the Chief executive officer, for a period and on any terms (including as to remuneration) as the Directors resolve.
- (b) Subject to any agreement between the Company and the Chief Executive Officer, the Directors may remove, or dismiss, or suspend the Chief Executive officer at any time, with or without cause.

- (c) The Directors may delegate any of their powers (including the power to delegate) to the Chief Executive Officer as provided in rule 13.7
- (d) The Directors may revoke or vary;
 - (i) the appointment of the Chief Executive officer; or
 - (ii) any powers delegated to the Chief Executive Officer.
- (e) The Chief Executive Officer must exercise the powers delegated to him or her in accordance with any directions of the Directors.
- (f) The exercise of the delegation power by the Chief Executive Officer is as effective as if the Directors exercised the power.
- (g) The Board of Directors may appoint the Chief Executive Officer as a Director.
- (h) If the Chief Executive Officer is appointed as a Director, the Chief Executive Officer will cease to be a Director if the Chief Executive Officer is removed, or dismissed for any reason, or otherwise resigns as Chief Executive officer, but will not, for that reason alone, be rendered ineligible for appointment as a Director under any rule.
- (i) No Chief Executive Officer is entitled to attend, or vote at any meeting of the Board of Directors whilst under suspension from office.

11.2 Secretary

- (a) As at the date of adoption of this constitution, the Secretary is the person specified as the company secretary in the ASIC register.
- (b) A Secretary, or Secretaries may be appointed by the Board of Directors of any period and on any terms (including as to remuneration) as the Directors resolve.
- (c) Subject to any agreement between the Company and a Secretary, the Directors may remove or dismiss a Secretary at any time, with, or without cause.
- (d) The Directors may revoke, or vary the appointment of a Secretary.

12 Exercise of voting power

12.1 Exercise of voting power in other corporations

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

13 Proceedings of the Board of Directors

13.1 Procedures about Board of Directors meetings

- (a) The Board of Directors may meet together, upon each Director being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

- (b) Until otherwise decided by the Board of Directors, two Directors form a quorum.
- (c) Notice is considered given to a Director, and all Directors are considered to have consented to the method of giving notice, if notice is sent by mail, personal delivery, facsimile transmission, or by electronic mail to the usual place of residence, fax number, or electronic address of the Director (if any fax number, or electronic address is notified to the Company), or at any other address given to the Secretary by the member subject to the right of the Director to withdraw the consent within a reasonable period before a meeting.

13.2 Meetings by telephone or other means of communication

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

13.3 Votes at meetings

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

13.4 Convening of meetings

A meeting of the Board of Directors must be convened if:

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

13.5 Chairperson

- (a) Subject to this rule **Error! Reference source not found.**, the Board of Directors may:
 - (i) elect a Director as chairperson of Directors for a term of the lesser of three years, or until the relevant person ceases to be a Director; and
 - (ii) elect a Director as deputy chairperson, for any period they resolve, or if no period is specified, for a term of the lesser of three years, or until the relevant person ceases to be a Director.
- (b) The Board of Directors may remove:
 - (i) the chairperson of Directors as Chairperson; and/or
 - (ii) the deputy chairperson as deputy chairperson,
 at any time.
- (c) A Director must not be elected as the Chairperson for more than two consecutive three year terms and must not be elected as the Chairperson if the term of appointment as a Chairperson would result in the Director serving on the Board of Directors (whether as a Director or Chairperson) for more than nine years in total.

- (d) The chairperson of Directors must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of the Directors.
- (e) If:
 - (i) there is no chairperson of Directors; or
 - (ii) that chairperson is not present within 15 minutes after the time appointed for the holding of the meeting of Directors; or
 - (iii) that chairperson is present within the time but is not willing to chair all or part of the meeting,

the Directors present must elect one of themselves to chair all or part of the meeting.

13.6 Powers of meetings

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

13.7 Committees and delegates

- (a) The Directors may delegate any of their powers (including this power to delegate) to a committee of any one or more Directors, the Chief Executive Officer, an employee of the Company, or a Member.
- (b) The Directors may revoke, or vary any power delegated under rule 13.7(a).
- (c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Directors.
- (d) The exercise of a delegated power by the committee or delegate is as effective as if the Directors exercised the power.

13.8 Proceedings of Committees

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

13.9 Validity of acts

- (a) Acts of the Board of Directors, a Committee, or a Director, even if it is afterwards discovered that there was some defect in the appointment of any of the Directors, or the Committee, or that any of them were disqualified, are valid as if each person was duly appointed and qualified, and continued to be a Director, or a member of the Committee (as the case may be).
- (b) If the number of Directors is reduced below the minimum number fixed under this document, the continuing Directors may act to increase the number of Directors to that number, or to call a general meeting of the Company, but for no other purpose.

13.10 Resolution in writing

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

14 Powers of the Board of Directors

14.1 General powers of the Board of Directors

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

14.2 Directors may contract with Company

- (a) A Director is not disqualified by the office of director from contracting or entering into any arrangement with the Company or any other person as buyer, seller, or otherwise. No contract or arrangement with the Company or any other person by a Director or any contract or arrangement by or for the Company or any other person in which a Director is in any way interested may be avoided for that reason.
- (b) A Director need not account to the Company for any profit realised by any contract or arrangement, by reason of holding the office of or of the fiduciary relationship established by the office.
- (c) No Director may as a director vote in respect of any contract or arrangement in which the Director has directly or indirectly any material personal interest if to do so would be contrary to the Corporations Act and if the Director does vote his vote may not be counted. The Director must not be counted in the quorum present at the meeting. These prohibitions may be relaxed or suspended by ordinary resolution passed at a general meeting, subject to the Corporations Act.

- (d) A Director interested in any contract or arrangement may, despite the interest, attest the affixing of the Seal to, or otherwise sign any document evidencing or otherwise connected with the contract or arrangement.

15 The Seal

15.1 Company Seal is optional

The Company may have a Seal.

15.2 Affixing the Seal

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

15.3 Execution of documents without a Seal

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

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

15.4 Other ways of executing documents

Despite rules 15.2 and 15.3, any document including a deed, may also be signed by the Company in any other manner permitted by law.

16 Minutes

16.1 Contents of minutes

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

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

16.2 Signing of minutes

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

17 Notices

17.1 Service of notices

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

17.2 When notice deemed to be served

- (a) A notice sent by post is considered served at the expiration of 48 hours after the envelope containing the notice is posted. It is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (b) A notice served on a Member personally, or left at the Member's Registered Address is considered served when delivered.
- (c) A notice served on a Member by facsimile transmission is considered served when the transmission is sent. A facsimile is considered sent when the Company's facsimile system generates a message confirming successful transmission of the total number of pages of the notice to the addressee.
- (d) A notice served on a Member by electronic means is considered served when the electronic message is sent.

17.3 Member not known at Registered Address

Where a Member does not have a Registered Address or where the Company has bona fide reason to believe that a Member is not known at the Member's Registered Address, all future notices are considered given to the Member if the notice is exhibited in the Office, for a period of 48 hours (and is considered served at the commencement of that period), until the Member informs the Company of a Registered Address.

17.4 Signature to notice

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

17.5 Reckoning of period of notice

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

17.6 Service on deceased Members

A notice delivered or sent by post to the Registered Address of a Member under these rules is (despite that the Member is then dead and whether or not the Company has notice of the

Member's death) considered served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member's heirs, executors or administrators.

17.7 Persons entitled to notice of general meeting

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

17.8 Notification of change of address

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

18 Indemnity and insurance

18.1 Indemnity in favour of Directors, Secretaries and Chief Executive Officers

Subject to the Corporations Act and rule 18.2, the Company must indemnify each Director, Secretary and Chief Executive Officer to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, director, Secretary, or Chief Executive Officer of the Company, other than:

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

18.2 Indemnity for legal costs

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

- (a) in defending or resisting Proceedings, in which the Director, Secretary, or Chief Executive Officer is found to have a Liability for which they could not be indemnified under rule 18.1;
- (b) in defending or resisting criminal Proceedings in which the Director, Secretary, or Chief Executive Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 18.2(c) does not apply to costs incurred in responding to actions taken by ASIC

or a liquidator as part of an investigation before commencing Proceedings for the court order); or

- (d) in Proceedings for relief to the Director, Secretary, or Chief Executive Officer under the Corporations Act in which the court denies the relief.

18.3 Indemnity for employees

Subject to the Corporations Act and rule 18.4, the Company may indemnify an employee, who is not a Director, Secretary, or Chief Executive Officer of the Company, to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, an Officer of the Company, other than:

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

18.4 Indemnity for legal costs of employees

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

- (a) in defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under rule 18.3;
- (b) in defending or resisting criminal Proceedings in which the Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 18.4 does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) in proceedings for relief to the Officer under the Corporations Act in which the court denies the relief.

18.5 Proceedings

For the purposes of rule 18.2 and 18.4, 'proceedings' includes the outcomes of the proceedings and any appeal about the proceedings.

18.6 Insurance for the benefit of Directors, Secretaries and Chief Executive Officers

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

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

18.7 Insurance for other Officers

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

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

18.8 When insurance may not be provided by the Company

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

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

18.9 Definitions for rule 18

In rule 18:

| Term | Definition |
|--------------------------------|---|
| Chief Executive Officer | means a person who is concerned, or takes part in, the management of the Company (regardless of the person's designation and whether or not the person is a director of the Company). |
| Liability | for the purposes of rule 18 includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost, or expense. |
| Officer | for the purposes of rule 18 means: <ul style="list-style-type: none"> (a) a Director or Secretary of the Company; (b) a person: <ul style="list-style-type: none"> (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; (ii) who has the capacity to affect significantly the Company's financial standing; or (iii) under whose instructions or wishes the Board of Directors is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board of Directors or the Company). |