
CONSTITUTION

of

The Right Lane Foundation Ltd

ACN 654 290 678

A charitable purpose public company limited by guarantee

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Constitution of

The Right Lane Foundation Ltd

ACN 654 290 678

(the **Company**)

A charitable purpose public company limited by guarantee.

1 PRELIMINARY

1.1 Name of the Company

The name of the Company is **The Right Lane Foundation Ltd**.

1.2 Type of company

The Company is a charitable purpose, not-for-profit, public company limited by guarantee which is established to be, and to continue as, a charity to fulfil the purpose and principles of its Objects and this Constitution.

1.3 Limited liability of Members

The liability of Members is limited to the amount of the guarantee in Rule 1.4.

1.4 The guarantee

Each Member must contribute an amount not more than \$1.00 (the **guarantee**) to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the Member stopped being a Member; or
- (b) costs of winding up.

1.5 Definitions

In this Constitution, unless there is something in the subject or context inconsistent therewith, the following terms have the following meanings:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Appointed Director means a director who:

- (a) is not a Member;
- (b) is not an Eligible Person; and
- (c) is appointed by the directors to hold office.

Associate has the same meaning as in the Corporations Act.

Charitable Organisation means a not-for-profit organisation, entity, business or person with a charitable purpose.

Company means The Right Lane Foundation Ltd.

Constitution means the rules that comprise the constitution of the Company in force for the time being.

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

elected director has the meaning given in Rule 5.2(c) being any director who is not an Appointed Director.

Eligible Person has the meaning given in Rule 3.2(a).

Final RLC Completion Date means the date upon which the Foundation has paid in full the purchase price payable for shares it acquired in Right Lane Consulting pursuant to share purchase agreements entered into in the year 2022.

Initial Member means a person who is named in the application for registration of the Company, with their consent, as a proposed Member of the Company.

Initial Period has the meaning given in Rule 3.1(a)(1).

Initial Directors means the directors referred to in Rule 5.2(a).

Member means any person entered in the register as a member for the time being of the Company.

Objects means the Company's charitable objects and purposes set out in, and/or determined by, Rule 2.1.

Ordinary Resolution means:

- (a) while the Company is not a Single Member Company, a resolution of a meeting of Members where more than one half of the total votes cast on the resolution are in favour of the resolution;
- (b) whilst the Company is a Single Member Company, a decision of the single Member under Section 249B of the Corporations Act.

Registered Charity means a charity that is registered under the ACNC Act.

Related Entity has the same meaning as in the Corporations Act.

Related Person means a Related Entity or Associate.

Right Lane Consulting means Right Lane Consulting Pty Ltd (ACN 079 555 847).

Rule means a rule of this Constitution.

Single Member Company means a proprietary company which only has one Member.

Special Resolution means:

- (a) while the Company is not a Single Member Company, a resolution of a meeting of Members:
 - (1) of which notice as set out in Section 249L(1)(c) of the Corporations Act has been given; and
 - (2) where at least 75% of the total votes cast on the resolution are in favour of the resolution; and
- (b) while the Company is a Single Member Company, a decision of the single Member under Section 249B of the Corporations Act.

Subsidiary has the meaning given in the Corporations Act.

Surplus Assets means any assets of the Company that remain after paying all debts and other liabilities of the Company (including the costs of winding up), including surplus gifts, deductible contributions and related money.

1.6 Interpretation

- (a) A Member is to be taken to be present at a general meeting if the Member is present in person or by proxy or attorney.

- (b) A chairperson appointed under this Constitution may be referred to as chairman or chairwoman, or as chair, as appropriate.
- (c) A reference in this Constitution in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (d) In this Constitution, unless the contrary intention appears:
 - (1) the singular includes the plural and the plural includes the singular;
 - (2) words of any gender include all genders;
 - (3) an expression importing a person includes any company, partnership, joint venture, association, corporation or other body corporate and any government agency as well as an individual;
 - (4) a reference to a person includes that person's successors and legal personal representatives;
 - (5) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them; and
 - (6) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (e) In this Constitution, headings and bold type are for convenience only and do not affect its interpretation.

1.7 Application of the Corporations Act

- (a) Unless the contrary intention appears, an expression in a Rule that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.
- (b) Subject to Rule 1.7(a), unless the contrary intention appears, an expression in a Rule that is used in the Corporations Act has the same meaning in this Constitution as in the Corporations Act.
- (c) While the Company is a Registered Charity, the ACNC Act and the Corporations Act override any Rules in this Constitution which are inconsistent with those Acts.
- (d) If the Company is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any Rule in this Constitution which is inconsistent with the Corporations Act.

1.8 Exercise of powers

- (a) The Company may, in any way the Corporations Act permits:
 - (1) exercise any power;
 - (2) take any action; or
 - (3) engage in any conduct or procedure,
 which, under the Corporations Act, a charitable purpose public company limited by guarantee may exercise, take or engage in.
- (b) Where this Constitution provides that a person or body may do a particular act or thing, the act or thing may be done at the person's discretion.
- (c) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the same manner and subject to the same conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.

- (d) Where this Constitution confers a power to do a particular thing in respect of particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that thing in respect of some only of those matters or in respect of a particular class or particular classes of those matters and to make different provision in respect of different matters or different classes of matters.
- (e) Where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (1) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - (2) subject to any contract between the Company and the relevant person, to remove or suspend any person appointed, with or without cause; and
 - (3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of the office or position.
- (f) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (g) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (h) Where this Constitution confers power on a person or body to delegate a function or power:
 - (1) the delegation may be concurrent with, or (except in the case of a delegation by the board of directors) to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (2) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (3) the delegation 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;
 - (4) the delegation may include the power to delegate;
 - (5) where the performance or exercise of that function or power is dependent on the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate on the opinion, belief or state of mind of the delegate in relation to that matter; and
 - (6) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

1.9 Replaceable Rules not to apply

Those provisions of the Corporations Act designated as replaceable Rules do not apply to the Company except so far as they are repeated in this Constitution.

1.10 Single Member company

If at any time the Company has only one Member then, unless the contrary intention appears:

- (a) a reference in a Rule to 'the Members' is a reference to that Member; and
- (b) without limiting Rule 1.10(a), a Rule which confers a power or imposes an obligation on the Members to do a particular thing confers that power or imposes that obligation on that Member.

2 CHARITABLE PURPOSES AND POWERS

2.1 Objects

In addition to any other charitable purpose objects the directors may reasonably determine from time to time, the Company's Objects are to pursue the charitable purpose of advancing the effectiveness of Charitable Organisations by:

- (a) funding and/or subsidising Charitable Organisations' access to quality consulting and professional services which would not otherwise be affordable for such Charitable Organisations;
- (b) advancing knowledge of Charitable Organisations in the fields of strategy, growth, organisational effectiveness and other related areas (**Relevant Fields**);
- (c) building capabilities in the Relevant Fields within Charitable Organisations by working with current and future Charitable Organisation leaders;
- (d) providing forums for Charitable Organisations to discuss and learn about best practice, and commercial and professional procedures, in the Relevant Fields;
- (e) raising funds, and applying its income, for the purposes of achieving the Objects set out in this Rule 2.1; and
- (f) exercising all the powers of a natural person and doing all such lawful things including other activities that are incidental to the purposes set out in this Rule 2.1.

2.2 Powers

Subject to Rule 2.3, the Company has the following powers, which may only be used to carry out its purpose(s) set out in Rule 2.1:

- (a) the powers of an individual; and
- (b) all the powers of a charitable purpose company limited by guarantee under the Corporations Act and the ACNC Act.

2.3 Not-for-profit

- (a) The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in Rules 2.3(b) and 11.2.
- (b) Rule 2.3(a) does not stop the Company from doing the following things, provided they are done in good faith:
 - (1) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company;

- (2) paying a Member for any assets (tangible or intangible), land or chattels purchased by the Company from the Member at arms length pursuant to a written contract between the Member and the Company; or
- (3) making a payment to a Member in carrying out the Company's charitable purpose(s).

2.4 Amending the Constitution

- (a) Subject to Rule 2.4(b), the Members may amend this Constitution by passing a Special Resolution.
- (b) The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Company to no longer be a Registered Charity or unregistered charity.

3 MEMBERS

3.1 Membership and register of Members

- (a) The Members of the Company are:
 - (1) for the period commencing on the date of incorporation of the Company and ending on the Final RLC Completion Date (**Initial Period**), the Initial Member unless the Members, by a unanimous resolution, allow additional Eligible Persons to become a Member during the Initial Period and otherwise in accordance with this Constitution; and
 - (2) after the expiry of the Initial Period, any other person that the directors allow to be a Member, subject to and in accordance with this Constitution.
- (b) The Company must establish and maintain a register of Members. The register of Members must be kept by the Company secretary and must contain:
 - (1) for each current Member:
 - (A) their name;
 - (B) their address;
 - (C) any alternative address nominated by the Member for the service of notices; and
 - (D) the date the Member was entered on to the register; and
 - (2) for each person who stopped being a Member in the last 7 years:
 - (A) their name;
 - (B) their address;
 - (C) any alternative address nominated by the Member for the service of notices; and
 - (D) the dates their Membership started and ended.
- (c) The Company must give current Members access to the register of Members.
- (d) Information that is accessed from the register of Members must only be used in a manner relevant to the interests or rights of Members.

3.2 Who can be a Member

- (a) The following persons are eligible to apply to be a Member of the Company under Rule 3.3 (**Eligible Person**):
 - a natural person who is a permanent employee of:
 - (1) the Company;
 - (2) Right Lane Consulting; and/or
 - (3) a Subsidiary of the Company.
- (b) In this Rule, an 'Eligible Person' must be an individual.

3.3 How to apply to become a Member

An Eligible Person (as defined in Rule 3.2(a)) may apply to become a Member of the Company by writing to the Company secretary stating that they:

- (a) want to become a Member;
- (b) support the purpose(s) of the Company; and
- (c) agree to comply with the Company's Constitution, including paying the guarantee under Rule 1.4 if required.

3.4 Directors decide whether to approve Membership

- (a) The directors must consider an application for Membership within a reasonable time after the Company secretary receives the application.
- (b) If the directors approve an application, the Company secretary must as soon as possible:
 - (1) enter the new Member on the register of Members; and
 - (2) write to the applicant to tell them that their application was approved, and the date that their Membership started (see Rule 3.5).
- (c) If the directors reject an application, the Company secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- (d) For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in Rules 3.3(a), 3.3(b) or 3.3(c). In that case, by applying to be a Member, the applicant agrees to those three matters.

3.5 When a person becomes a Member

Other than Initial Members, an applicant will become a Member when they are entered on the register of Members.

3.6 When a person stops being a Member

A person immediately stops being a Member if they:

- (a) die;
- (b) become bankrupt;
- (c) resign, by writing to the secretary;
- (d) are expelled under Rule 15.2;
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a Member; or

- (f) cease to be an Eligible Person.

4 GENERAL MEETINGS

4.1 Calling general meetings

- (a) The directors may, whenever they think fit, call and arrange to hold a general meeting.
- (b) If Members with at least 5% of the votes that may be cast at a general meeting make a written request to the Company for a general meeting to be held, the directors must:
 - (1) within 21 days of the Members' request, give all Members notice of a general meeting; and
 - (2) hold the general meeting within 2 months of the Members' request.
- (c) The percentage of votes that Members have (in Rule 4.1(b)) is to be worked out as at midnight before the Members request the meeting.
- (d) The Members who make the request for a general meeting must:
 - (1) state in the request any resolution to be proposed at the meeting
 - (2) sign the request, and
 - (3) give the request to the Company.
- (e) Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.
- (f) A general meeting may be convened only as provided by this Rule 4.1 or as otherwise required by the Corporations Act.
- (g) Subject to Rule 4.1(h), the directors may postpone, cancel or change the venue for a general meeting.
- (h) A general meeting called and arranged under section 249D of the Corporations Act may not be postponed beyond the date by which section 249D requires it to be held and may not be cancelled without the consent of the requisitioning Member or Members.

4.2 General meetings called by Members

- (a) If the directors do not call the meeting within 21 days of being requested under Rule 4.1(b), 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- (b) To call and hold a meeting under Rule 4.2(a) the Members must:
 - (1) as far as possible, follow the procedures for general meetings set out in this Constitution;
 - (2) call the meeting using the list of Members on the Company's Member register, which the Company must provide to the Members making the request at no cost; and
 - (3) hold the general meeting within three months after the request was given to the Company.
- (c) The Company must pay the Members who request the general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

4.3 Annual general meeting

- (a) A general meeting, called the annual general meeting, must be held:
 - (1) within 18 months after registration of the Company; and
 - (2) after the first annual general meeting, at least once in every calendar year.
- (b) Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
 - (1) a review of the Company's activities;
 - (2) a review of the Company's finances;
 - (3) any auditor's report;
 - (4) the election of director; and
 - (5) the appointment and payment of auditors, if any.
- (c) Before or at the annual general meeting, the directors must give information to the Members on the Company's activities and finances during the period since the last annual general meeting.
- (d) The chairperson of the annual general meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

4.4 Notice of general meetings

- (a) Notice of a general meeting must be given to:
 - (1) each Member entitled to vote at the meeting;
 - (2) each director; and
 - (3) the auditor (if any).
- (b) Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- (c) Subject to Rule 4.4(d), notice of a meeting may be provided less than 21 days before the meeting if:
 - (1) for an annual general meeting, all the Members entitled to attend and vote at the annual general meeting agree beforehand; or
 - (2) for any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (d) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (1) remove a director;
 - (2) appoint a director in order to replace a director who was removed; or
 - (3) remove an auditor.
- (e) Notice of a general meeting must include:
 - (1) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (2) the general nature of the meeting's business;
 - (3) if applicable, that a special resolution is to be proposed and the words of the proposed resolution;

- (4) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - (A) the proxy does not need to be a Member of the Company;
 - (B) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (C) the proxy form must be delivered to the Company at least 48 hours before the meeting.
- (f) If a general meeting is adjourned (put off) for one month or more, the Members must be given new notice of the resumed meeting.
- (g) Subject to this Constitution, notice of a general meeting must otherwise be given within the time limits prescribed by the Corporations Act.
- (h) The content of a notice of a general meeting called by directors is to be decided by the directors, but must state the general nature of the business to be transacted at the meeting and any other matters required by the Corporations Act.

4.5 Admission to general meetings

The chairperson of a general meeting may take any action they consider appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person:

- (a) in possession of a pictorial-recording or sound-recording device;
- (b) in possession of a placard or banner;
- (c) in possession of an article considered by the chairperson to be dangerous, offensive or liable to cause disruption;
- (d) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;
- (e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- (f) who is not:
 - (1) a Member or a proxy or attorney of a Member;
 - (2) a director;
 - (3) an auditor of the Company; or
 - (4) a person requested by the directors or chairman to attend the meeting.

4.6 Quorum at general meetings

- (a) No business may be transacted at any general meeting, except the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum consists of:
 - (1) if the number of Members entitled to vote is 2 or more, the greater of:
 - (A) 2 Members; and
 - (B) 25% of the Members; or
 - (2) if only one Member is entitled to vote – that Member, present at the meeting in person or by proxy or attorney.

- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) where the meeting was convened on the requisition of Members, the meeting must be dissolved; or
 - (2) in any other case, the meeting stands adjourned to the day, and at the time and place, the directors decide or, if they do not make a decision, to the same day in the next week at the same time and place and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

4.7 Chairperson of general meetings

- (a) The chairperson of directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each general meeting.
- (b) If at a general meeting there is no chairperson of directors or the chairperson of directors is not present or not willing to act as chairperson of the meeting, one of the other directors must act as chairperson.
- (c) The Members present and entitled to vote at a general meeting may choose a director or Member to be the chairperson for that meeting if:
 - (1) there is no chairperson elected by the directors present; or
 - (2) the chairperson elected by the directors is not present within 30 minutes after the starting time set for the meeting; or
 - (3) the chairperson elected by the directors is present but says they do not wish to act as chairperson of the meeting and the directors do not elect another director to be the chairperson of the meeting.

4.8 Auditor's right to attend meetings

- (a) The Company's auditor (if any) is entitled to attend any general meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- (b) The Company must give the auditor (if any) any communications relating to the general meeting that a Member of the Company is entitled to receive.

4.9 Conduct of general meetings

- (a) The chairperson of a general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in his or her opinion necessary or desirable for:
 - (1) proper and orderly debate or discussion, including limiting the time that a person may speak on a motion or other item of business before the meeting; and
 - (2) the proper and orderly casting or recording of votes at the general meeting, whether on a show of hands or on a poll, including the appointment of scrutineers.
- (b) The chairperson of a general meeting may at their sole discretion at any time during the course of the meeting adjourn from time to time and place to place 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 or resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting.

- (c) No business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) Where a meeting is adjourned, notice need not be given to any person unless the meeting is adjourned for more than 30 days.
- (e) Where a meeting is adjourned, the directors may postpone, cancel or change the venue of the adjourned meeting.
- (f) The Company may hold a general meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (g) Where a meeting of Members is held at 2 or more venues using any form of technology:
 - (1) a Member using technology to participate in the meeting is to be taken to be present in person at the meeting;
 - (2) all the provisions in this Constitution relating to meetings of Members apply, so far as they can and with such changes as are necessary, to meetings of the Members using that technology; and
 - (3) the meeting is to be taken to be held at the place determined by the chairperson of the general meeting as long as at least one of the Members involved was at that place for the duration of the general meeting.
- (h) If the technology used in accordance with the requirement of Rule 4.9(f) encounters a technical difficulty, whether before or during the meeting, which results in a Member not being able to participate in the meeting, the chairperson may, subject to the Corporations Act, allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the chairperson deems appropriate.

4.10 **Members' resolutions and statements**

- (a) Members with at least 5% of the votes that may be cast on a resolution may give:
 - (1) written notice to the Company of a resolution they propose to move at a general meeting (**Members' Resolution**); and/or
 - (2) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (**Members' Statement**).
- (b) A notice of a Members' Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- (c) A request to distribute a Members' Statement must set out the statement to be distributed and be signed by the Members making the request.
- (d) Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- (e) The percentage of votes that Members have (as described in Rule 4.10(a)) is to be worked out as at midnight before the request or notice is given to the Company.
- (f) If the Company has been given notice of a Members' resolution under Rule 4.10(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.
- (g) This Rule does not limit any other right that a Member has to propose a resolution at a general meeting.

4.11 **Company must give notice of proposed resolution or distribute statement**

- (a) If the Company has been given a notice or request under Rule 4.10:
 - (1) in time to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members with a notice of meeting, it must do so at the Company's cost; or
 - (2) too late to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members' Resolution or a copy of the Members' Statement. However, at a general meeting, the Members may pass a resolution that the Company will pay these expenses.
- (b) The Company does not need to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members if:
 - (1) it is more than 1,000 words long;
 - (2) the directors consider it may be defamatory;
 - (3) Rule 4.11(a)(2) applies, and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' Resolution or a copy of the Members' Statement to Members; or
 - (4) in the case of a proposed Members' Resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the Members.

4.12 **Decisions at general meetings**

- (a) Except in the case of any resolution which as a matter of law requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the Members present at the meeting. A decision made in this way is for all purposes a decision of the Members.
- (b) If votes are equal on a proposed resolution, the chairperson of the meeting has a casting vote, in addition to any deliberative vote.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands.
- (d) A declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

4.13 **Voting rights at general meetings**

- (a) **How many votes a Member has**
Each Member has one vote.
- (b) **Challenge to Member's right to vote**
 - (1) A Member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.

- (2) If a challenge is made under Rule 4.13(b)(1), the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

(c) **How voting is carried out**

- (1) Voting must be conducted and decided by:
 - (A) a show of hands;
 - (B) a vote in writing; or
 - (C) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- (2) Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- (3) On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- (4) The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

(d) **When and how a vote in writing must be held**

- (1) A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - (A) at least five Members present;
 - (B) Members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
 - (C) the chairperson.
- (2) A vote in writing must be taken when and how the chairperson directs, unless Rule 4.13(d)(3) applies.
- (3) A vote in writing must be held immediately if it is demanded under Rule 4.13(d)(1):
 - (A) for the election of a chairperson under Rule 4.7(c), or
 - (B) to decide whether to adjourn the meeting.
- (4) A demand for a vote in writing may be withdrawn.

4.14 Decisions without general meetings

- (a) When the Company has more than one Member, the Company may pass a resolution (except a resolution to remove an auditor) without a general meeting being held if all of the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of a resolution set out in the document, and otherwise in accordance with the Corporations Act.
- (b) For the purposes of Rule 4.14(a):
 - (1) the resolution is passed when the last person signs the document; and
 - (2) separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (c) The passage of the resolution in accordance with this Rule 4.13(a) satisfies any requirement in the Corporations Act, or in this Constitution, that the resolution be passed at a general meeting.

4.15 Resolution of single Member

When the Company has only one Member:

- (a) the Company may pass a resolution by the Member recording it and signing the record; and
- (b) the Member must give the Company written notice of any resolution passed in accordance with Rule 4.15(a) within 14 days of the passing of the resolution. The notice must set out details of the resolution passed.

4.16 Representation at general meetings

- (a) Subject to this Constitution, each Member entitled to vote at a meeting of Members may vote:
 - (1) in person;
 - (2) by no more than 1 proxy; or
 - (3) by no more than 1 attorney.
- (b) A proxy or attorney may, but need not, be a Member of the Company.
- (c) A proxy or attorney may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) Unless otherwise provided in the instrument, an instrument appointing a proxy or attorney is to be taken to confer authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (2) to agree to a resolution being proposed and passed as a Special Resolution at a meeting of which less than the period of notice required by the Corporations Act has been given; and
 - (3) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions to do any of the acts specified in Rule 4.16(e).
- (e) The acts referred to in Rule 4.16(d)(3) are:
 - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (2) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (3) to act generally at the meeting.
- (f) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.
- (g) Subject to Rule 4.16(h), an instrument appointing a proxy or attorney need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.
- (h) A proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority under which the instrument is signed or a certified copy of the authority, are:
 - (1) received at the registered office of the Company or email address specified for that purpose in the notice convening the meeting before the time specified in the notice; or

- (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (i) The directors may waive all or any of the requirements of Rules 4.16(g) and 4.16(h) and in particular may, on the production of such other evidence as the directors require to prove the validity of the appointment of a proxy or attorney, accept:
 - (1) an oral appointment of a proxy or attorney;
 - (2) an appointment of a proxy or attorney which is not signed in the manner required by Rule 4.16(g); and
 - (3) the deposit, tabling or production of a copy (including a copy sent by email) of an instrument appointing a proxy or attorney or of the power of attorney or other authority under which the instrument is signed.
- (j) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no written notice of the revocation has been received by the Company by the time and at one of the places at which the instrument appointing the proxy or attorney is required to be deposited, tabled or produced under Rule 4.16(h).
- (k) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

5 DIRECTORS

5.1 Number of directors

The Company must at all times have at least three, and no more than nine, directors.

5.2 Election and appointment of directors

- (a) The Initial Directors:
 - (1) are the people who have agreed to act as directors and who are appointed as directors upon the date that this Constitution is adopted; and
 - (2) are each deemed to be Appointed Directors notwithstanding that they may be an Eligible Person.
- (b) Other than during the Initial Period, a majority of the directors must be Appointed Directors, however any acts of the Company or directors at a time when the majority of directors are not Appointed Directors will not be invalidated as a result.
- (c) Apart from the Initial Directors and Appointed Directors appointed under Rule 5.2(g), the Members may elect directors by a resolution passed in a general meeting (**elected director**).
- (d) During the Initial Period only:
 - (1) the directors may only appoint a person as an Appointed Director where the Company, at any time during the Initial Period, ceases to have at least three directors and the Members fail to elect an elected director within 21 days of the Company ceasing to have at least three directors (**Initial Period Replacement Director**); and

- (2) apart from the Initial Directors and any Initial Period Replacement Director, all directors shall be elected directors.
- (e) Each of the elected directors must be appointed by a separate resolution, unless:
 - (1) the Members present have first passed a resolution that the appointments may be voted on together; and
 - (2) no votes were cast against that resolution.
- (f) A person is eligible for election as an elected director of the Company if they:
 - (1) are a Member of the Company;
 - (2) are nominated by two Members entitled to vote (unless the person was previously elected as a director at a general meeting and has been a director since that meeting);
 - (3) give the Company their signed consent to act as a director of the Company; and
 - (4) are not ineligible to be a director under the Corporations Act or the ACNC Act,

however, during the Initial Period, a person is eligible for election as an elected director of the Company notwithstanding that they may not be a Member of the company and may not have been nominated by two Members in accordance with Rule 5.2(f)(3) .
- (g) On and from the expiry of the Initial Period, the directors may appoint a person as an Appointed Director to fill a casual vacancy or as an additional director if that person:
 - (1) is a not Member of the Company;
 - (2) gives the Company their signed consent to act as a director of the Company; and
 - (3) is not ineligible to be a director under the Corporations Act or the ACNC Act.
- (h) If the Corporations Act or the ACNC Act requires the appointment of an Appointed Director to be ratified by a resolution of the Members passed at a general meeting, an Appointed Director's appointment must be approved by a resolution of the Members passed at the next annual general meeting after the Appointed Director's appointment, however any such resolution will not:
 - (1) affect the classification of the person as an Appointed Director; nor
 - (2) result in the Appointed Director being classified as an elected director for the purpose of Rule 5.2(c).
- (i) The role of an Appointed Director includes (without limitation) providing independent, specialist, professional, experienced and/or perspective on:
 - (1) the progress of the Company towards achieving, complying with and/or delivering its Objects; and
 - (2) the management of the Company as a Charitable Organisation in compliance with the ACNC Act, the Corporations Act and any other applicable legislation.
- (j) Where an Appointed Director is, after expiry of the Initial Period, removed before the expiration of their term under Rule 5.5(c), the directors may appoint another person in their stead who will hold office as an Appointed Director for the remainder of the term of the person removed.

- (k) If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.
- (l) After the expiry of the Initial Period, a person shall not be eligible to either remain as a director or be elected or appointed as a director if they are a director of Right Lane Consulting.
- (m) At all times whilst the Company remains a Registered Charity, a person shall not be eligible to either remain as a director or be elected or appointed as a director if they, or a Related Person, are registered as a member of Right Lane Consulting holding shares issued in Right Lane Consulting or, in the case of joint holders of any share, who are, or who are registered as, joint holders of that share.

5.3 Election of chairperson

The directors must elect a director as the Company's elected chairperson, such chairperson who must be an Appointed Director unless the chairperson is elected by the directors unanimously, in which event the chairperson may be an Appointed Director or elected director.

5.4 Term of office

- (a) At each annual general meeting:
 - (1) any director appointed by the directors to fill a casual vacancy; and
 - (2) each director whose term of office has expired,
 must retire.
- (b) Other than a director appointed under Rule 5.2(g), an elected director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- (c) Each director must retire at least once every three years.
- (d) A director who retires under Rule 5.4(a) may nominate for:
 - (1) election or re-election by the Members, if they are an elected director; or
 - (2) appointment or re-appointment by the directors, if they are an Appointed Director,
 subject to Rule 5.4(e).
- (e) A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution.

5.5 When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the Company;
- (b) die;
- (c) are removed as a director by a resolution of the Members;
- (d) stop being a Member of the Company, if they are an elected director;
- (e) are absent for 3 consecutive directors' meetings, or more than 5 directors' meetings in any 12 month period, without approval from the directors;
- (f) are required to retire due to the expiry of their term and are not re-elected or re-appointed, as the case may be;

- (g) become ineligible to be a director of the Company under the Corporations Act or the ACNC Act; or
- (h) remain a director of Right Lane Consulting after the expiry of the Initial Period.

5.6 Powers and duties of directors

(a) Powers of directors

- (1) The directors are responsible for managing and directing the activities and business of the Company to achieve the charitable purpose(s) set out in Rule 2.1.
- (2) The directors may exercise all of the powers of the Company which are not required, by the Corporations Act or by this Constitution, to:
 - (A) be exercised by the Company in general meeting; or
 - (B) only be used by Members.
- (3) Without limiting the general nature of Rules 5.6(a) and 5.6(a)(2), the directors may exercise all the powers of the Company to borrow or raise money in any other way, to charge any of the Company's property or business or give any other security for a debt, liability or obligation of the Company or of any other person.
- (4) The directors may decide how cheques, electronic transfers, promissory notes, banker's drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Company.
- (5) The directors may pay out of the Company's funds all expenses of the promotion, formation and registration of the Company and the vesting in it of the assets acquired by it.
- (6) The directors may:
 - (A) appoint or employ any person to be an officer, agent or attorney of the Company for such purposes with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for such period and on such conditions as they decide;
 - (B) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (C) subject to any contract between the Company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney of the Company at any time, with or without cause.
- (7) A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the directors decide.
- (8) The directors cannot remove a director or auditor. Directors and auditors may only be removed by a Members' resolution at a general meeting.

(b) Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- (1) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
- (2) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in Rule 2.1;
- (3) not to misuse their position as a director;
- (4) not to misuse information they gain in their role as a director;
- (5) to disclose any perceived or actual material conflicts of interest in the manner set out in Rule 5.6(c);
- (6) to ensure that the financial affairs of the Company are managed responsibly, and
- (7) not to allow the Company to operate while it is insolvent.

(c) **Conflicts of interest**

- (1) A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
 - (A) to the other directors; or
 - (B) if all of the directors have the same conflict of interest, to the Members at the next general meeting, or at an earlier time if reasonable to do so.
- (2) The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- (3) If a director has a material personal interest in a matter that relates to the affairs of the Company and that interest has been disclosed in accordance with Rule 5.6(c)(1) and/or the Corporations Act or is of a type that does not require disclosure:
 - (A) the director may vote on matters that relate to the interest;
 - (B) any transactions that relate to the interest may proceed;
 - (C) the director can retain benefits from 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.
- (4) Notwithstanding with Rule 5.6(c)(1), a director may still be present and vote in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) if:
 - (A) their interest arises because they are a Member of the Company, and the other Members have the same interest;
 - (B) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Company (see Rule 11.1);
 - (C) their interest relates to a payment by the Company under Rule 11.1 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (D) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter; or
 - (E) the directors who do not have a material personal interest in the matter pass a resolution that:

- (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company, and
- (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

5.7 Proceedings of directors

- (a) The directors may meet together to attend to business and adjourn and regulate their meetings as they decide.
- (b) A meeting of the directors may be held using any technology (such as video or teleconferencing) consented to by all the participating directors (**Approved Technology**) and the consent may be a standing one. A director may only withdraw their consent within a reasonable period before the meeting.
- (c) The contemporaneous linking together by Approved Technology of a number of the directors sufficient to constitute a quorum, constitutes a meeting of the directors and all the provisions in this Constitution relating to meetings of the directors apply, so far as they can and with such changes as are necessary, to meetings of the directors by Approved Technology.
- (d) A director participating in a meeting by Approved Technology is to be taken to be present in person at the meeting.
- (e) A meeting by Approved Technology is to be taken to be held at the place determined by the chairperson of the meeting as long as at least one of the directors involved was at that place for the duration of the meeting.
- (f) If, before or during the meeting, any technical difficulty occurs as a result of which one or more directors cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

5.8 Convening meetings of directors

- (a) A director may, whenever the director thinks fit, convene a meeting of the directors.
- (b) A secretary must, on the requisition of a director, convene a meeting of the directors.

5.9 Notice of meetings of directors

- (a) Subject to this Constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice:
 - (1) a director, other than a director on leave of absence approved by the directors; and
 - (2) an alternate director appointed under Rule 5.14 by a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting;
 - (4) may be given in person or by post or by telephone, email or other electronic means; and

- (5) is to be taken to have been given to an alternate director if it is given to the director who appointed that alternate director.
- (c) A director or alternate director may waive notice of any meeting of directors by notifying the Company to that effect in person or by post, telephone, email or other electronic means.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate anything done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) before or after the meeting, the director or an alternate director appointed by the director has waived or waives notice of that meeting under Rule 5.9(c) or has notified or notifies the Company of his or her agreement to that thing or resolution personally or by post, telephone, email or other electronic means; or
 - (3) the director or an alternate director appointed by the director attended the meeting.
- (e) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, an alternate director of a director on leave of absence approved by the directors does not invalidate any act, thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) before or after the meeting, the alternate director or the director who appointed the alternate director or another alternate director appointed by that director has waived or waives notice of that meeting under Rule 5.9(c) or has notified or notifies the Company of his or her agreement to that thing or resolution personally or by post, telephone, email or other electronic means; or
 - (3) the alternate director or the director who appointed the alternate director or another alternate director appointed by that director attended the meeting.
- (f) A person who attends a meeting of directors waives any objection that person may have to a failure to give notice of the meeting.
- (g) If the person is:
 - (1) a director, the waiver applies to any alternate director appointed by that person; or
 - (2) an alternate director, the waiver applies to the director who appointed that person as an alternate director and to any other alternate director appointed by that director.

5.10 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum for a meeting of directors consists of a majority of the directors present at the whole meeting of directors.
- (c) If there is a vacancy in the office of director, the remaining director or directors may act. But, if the number of remaining directors is not sufficient to constitute a quorum, the remaining director or directors may act only in an emergency or to increase the number of directors to a number sufficient to constitute a quorum or to call a general meeting of the Company.

5.11 Chairperson of directors

- (a) The directors may elect one of the directors to the office of chairperson of directors and may decide the period for which that director is to be chairperson of directors.
- (b) The chairperson of directors must (if present within 10 minutes after the time appointed for the holding of the meeting and willing to act) preside as chairperson at each meeting of directors.
- (c) If at a meeting of directors:
 - (1) there is no chairperson of directors;
 - (2) the chairperson of directors is not present within 10 minutes after the time appointed for the meeting; or
 - (3) the chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,
 the directors present must elect one of themselves to be chairperson of the meeting.

5.12 Decisions of directors

- (a) A meeting of directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under this Constitution.
- (b) Questions arising at a meeting of directors are to be decided by a majority of votes cast by the directors present and any such decision is for all purposes a decision of the directors.
- (c) If votes are equal on a proposed resolution:
 - (1) the chairperson of the meeting does not have a casting vote in addition to any deliberative vote; and
 - (2) the proposed resolution is to be taken as having been lost.

5.13 Written resolutions of directors

- (a) The directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- (c) Any such written resolution is passed when the last director signs the document.
- (d) A director may signify assent to a document by signing the document or by notifying the Company of the director's assent in person or by post, fax, telephone or other electronic means.
- (e) Where a director signifies assent to a document otherwise than by signing the document, the director must by way of confirmation sign the document at the next meeting of the directors attended by that director, but failure to do so does not invalidate the thing or resolution to which the document relates.
- (f) Where a document is signed in accordance with Rule 5.13(a), the document is to be taken as a minute of a meeting of directors.

5.14 Alternate directors

- (a) A director may appoint:
 - (1) a person to be the director's alternate director for such period as the director thinks fit; and
 - (2) another person to be the director's alternate director in the absence of any alternate director appointed under Rule 5.14(a)(1),
 where all of the other directors unanimously resolve to approve such appointment.
- (b) An alternate director may, but need not, be a Member or a director of the Company.
- (c) One person may act as alternate director to more than one director.
- (d) An alternate director is entitled, if the appointer does not attend a meeting of directors, to attend and vote in place of and on behalf of the appointer.
- (e) An alternate director has a separate vote for each director the alternate director represents in addition to any vote the alternate director may have as a director in his or her own right.
- (f) In the absence of the appointer, an alternate director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate director is to be taken to be the exercise of the power by the appointer.
- (g) The office of an alternate director is vacated if and when the appointer vacates office as a director.
- (h) The appointment of an alternate director may be terminated at any time by the appointer even though the period of the appointment of the alternate director has not expired.
- (i) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the director who makes or made the appointment, and does not take effect until the Company has received written notice of the appointment or termination.
- (j) An alternate director is not to be taken into account in determining the minimum or maximum number of directors allowed under this Constitution.
- (k) In determining whether a quorum is present at a meeting of directors, an alternate director who attends the meeting is to be counted as a director for each director on whose behalf the alternate director is attending the meeting.
- (l) An alternate director, while acting as a director, is responsible to the Company for his or her own acts and defaults and is not to be taken to be the agent of the director by whom he or she was appointed.

5.15 Committees of directors and delegation to a director or employee

- (a) The directors may delegate any of their powers to a committee or committees consisting of the number of directors they think fit.
- (b) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) The provisions of this Constitution applying to meetings and resolutions of directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee of directors.
- (d) The directors may delegate any of their powers to a director, employee or adviser of the Company.
- (e) A director, employee or adviser to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.

5.16 **Validity of acts**

An act done by a person acting as a director or by a meeting of directors or a committee of directors attended by a person acting as a director is not invalidated merely because of:

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

if that circumstance was not known by the person or the directors or committee (as applicable) when the act was done.

5.17 **Payments to directors**

- (a) Subject to Rule 5.17(c), the Company may pay a director for services they provide to the Company as a director in assisting the Company to achieve its Objects.
- (b) The Company may also:
 - (1) pay a director for work they do for the Company, other than as a director, if the amount is no more than a reasonable fee for the work done; or
 - (2) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Company.
- (c) Any payments made to a director for reimbursements of expenses incurred or for services provided under Rules 5.17(a) and 5.17(b) must be approved by the directors before the expense is incurred or the service is provided.
- (d) The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this Constitution.

6 EXECUTIVE OFFICERS

6.1 **Managing directors and executive directors**

- (a) The directors may appoint one or more of the directors to the office of managing director or other executive director.
- (b) Unless the directors decide differently, or the Company has agreed otherwise with the relevant director, the appointment of a managing director or other executive director as an employee terminates if the managing director ceases to be a director.
- (c) A managing director or other executive director may be referred to by any title the directors nominate.

6.2 **Secretary**

- (a) The Company must have at least one secretary, who may also be a director.
- (b) A secretary must be appointed by the directors (after giving the Company their signed consent to act as secretary of the Company) and may be removed by the directors.
- (c) The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- (d) The role of the secretary includes:

- (1) maintaining a register of the Company's Members; and
- (2) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.

6.3 Provisions applicable to all executive officers

- (a) A reference in this Rule 6.2(a) to an **executive officer** is a reference to a managing director, other executive director, secretary or assistant secretary appointed under this Rule 6.
- (b) Subject to Rule 5.17, the appointment of an executive officer may be for the period and on the conditions the directors think fit.
- (c) Subject to any contract between the Company and the relevant executive officer, an executive officer of the Company may be removed or dismissed by the directors at any time, with or without cause, and if he or she is also a director, the executive officer ceases to be a director on termination of his or her employment.
- (d) The directors may:
 - (1) confer on an executive officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) as they think fit;
 - (2) withdraw, suspend or vary any of the powers, discretions and duties so conferred; and
 - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.
- (e) An executive officer who is not a director need not be a Member to qualify for appointment.
- (f) An act done by a person acting as an executive officer is not invalidated merely because of:
 - (1) a defect in the person's appointment as an executive officer; or
 - (2) the person being disqualified from being an executive officer, if that circumstance was not known by the person when the act was done.

7 MINUTES AND RECORDS

7.1 Minutes and records

- (a) The Company must, within one month, make and keep the following records:
 - (1) minutes of proceedings and resolutions of general meetings;
 - (2) minutes of circular resolutions of Members;
 - (3) a copy of a notice of each general meeting; and
 - (4) a copy of a Members' Statement distributed to Members under Rule 4.11.
- (b) The Company must, within one month, make and keep the following records:
 - (1) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees); and
 - (2) minutes of circular resolutions of directors.

- (c) To allow Members to inspect the Company's records:
 - (1) the Company must give a Member access to the records set out in Rule 7.1(a), and
 - (2) the directors may authorise a Member to inspect other records of the Company, including records referred to in Rule 7.1(b) and Rule 7.2(a).
- (d) The directors must ensure that minutes of a general meeting or a directors' meeting are signed within a reasonable time after the meeting by:
 - (1) the chairperson of the meeting; or
 - (2) the chairperson of the next meeting.
- (e) The directors must ensure that minutes of the passing of a circular resolution (of Members or directors) are signed by a director within a reasonable time after the resolution is passed.

7.2 Financial and related records

- (a) The Company must make and keep written financial records that:
 - (1) correctly record and explain its transactions and financial position and performance; and
 - (2) enable true and fair financial statements to be prepared and to be audited.
- (b) The Company must also keep written records that correctly record its operations.
- (c) The Company must retain its records for at least 7 years.
- (d) The directors must take reasonable steps to ensure that the Company's records are kept safe.

8 SEALS

8.1 Common seal

Without limiting the ways in which the Company can execute documents in accordance with the Corporations Act, if the directors so decide, the Company may have a common seal.

8.2 Use of seal

The directors may decide on procedures for the use of the seal.

9 BY-LAWS

- (a) The directors may pass a resolution to make by-laws to give effect to this Constitution.
- (b) Members and directors must comply with by-laws as if they were part of this Constitution.

10 COMPANY'S FINANCIAL YEAR

The Company's financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

11 WINDING UP

11.1 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 11.2(a).

11.2 Distribution of Surplus Assets

- (a) Subject to the Corporations Act, the ACNC Act and any other applicable legislation, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more Deductible Gift Recipient (DGR) charities:
 - (1) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in Rule 2.1; and
 - (2) which also prohibit the distribution of any Surplus Assets to its Members to at least the same extent as the limitations placed upon the Company as set out in this Constitution.
- (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.

12 INDEMNITY AND INSURANCE

12.1 Persons to whom Rules 12.2 and 12.4 apply

Rules 12.2 and 12.4 apply to:

- (a) each person who is or has been a director, or alternate director of the Company; and
- (b) any other officers or former officers of the Company or of its related bodies corporate as the directors in each case decide.

12.2 Indemnity

The Company must indemnify, on a full indemnity basis and to the full extent permitted by law, each person to whom this Rule 12.2 applies against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Company.

12.3 Extent of indemnity

The indemnity in Rule 12.2:

- (a) is a continuing obligation and is enforceable by a person to whom Rule 12.2 applies even though that person has ceased to be an officer of the Company; and

- (b) operates only to the extent that the loss or liability in question is not covered by insurance.

12.4 Insurance

The Company may, to the extent permitted by law:

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

for any person to whom this Rule 12.4 applies against any liability incurred by the person as an officer of the Company where the directors consider it appropriate to do so.

12.5 Savings

Nothing in Rule 12.2 or 12.4:

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

12.6 Deed

Without limiting a person's right under this Rule 11.1, the Company may enter into a deed agreeing with the person to give effect to the rights of the person conferred by this Rule 11.1 or the exercise of a discretion under this Rule 11.1, on such terms and conditions as the directors think fit, as long as they are not inconsistent with this Rule 11.1.

13 ACCESS TO DOCUMENTS

- (a) A director has a right of access to the financial records of the Company at all reasonable times.
- (b) A person who is not a director does not have the right to inspect any of the board papers, books, records or documents of the Company, except as provided by law or this Constitution, or as authorised by the directors or by a resolution of the Members.
- (c) The Company may enter into contracts with its directors agreeing to provide continuing access for a specified period after they cease to be a director to board papers, books, records and documents of the Company which relate to the period during which the director was a director on such terms and conditions as the directors think fit and which are not inconsistent with this Rule 13.
- (d) The Company may procure that its Subsidiaries provide similar access to board papers, books, records or documents as that set out in Rules 13(a) and 13(c).

14 NOTICES

14.1 Notices by the Company to Members

- (a) The Company may give notices, including a notice of general meeting to a Member:
 - (1) personally;

- (2) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member;
 - (3) by sending it to the email address (if any) nominated by the Member.
- (b) A certificate signed by a director or secretary of the Company to the effect that a notice has been given in accordance with this Constitution is conclusive evidence of that fact.

14.2 Notices by the Company to directors

Subject to this Constitution, a notice may be given by the Company to any director or alternate director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director's usual residential or business address, or by email to such email address, as the director or alternate director has supplied to the Company for giving notices.

14.3 Notices by Members or directors to the Company

Subject to this Constitution, a notice may be given by a Member, director or alternate director to the Company by serving it on the Company at, or by sending it by post in a prepaid envelope to, the registered office of the Company or by email to the principal email address of the Company at its registered office.

14.4 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by email, service of the notice is to be taken to be effected:
 - (1) on the day it was sent, where it was sent before 11am; or
 - (2) on the business day after it is sent.
- (c) If service under Rule 14.4(b) is on a day which is not a business day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following business day.
- (d) For the purposes of Rule 14.4(c), business day means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

14.5 Other communications and documents

Rules 14.1 to 14.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

14.6 Notices in writing

A reference in this Constitution to a written notice includes a notice given by email or any other form of written communication.

15 DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES

15.1 Dispute resolution

- (a) The dispute resolution procedure in this Rule applies to disputes (**disagreements**) under this Constitution between a Member or director and:
 - (1) one or more Members;
 - (2) one or more directors; and/or
 - (3) the Company.
- (b) A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under Rule 15.2 until the disciplinary procedure is completed.
- (c) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- (d) If those involved in the dispute do not resolve it under Rule 15.1(c), they must within 10 days:
 - (1) tell the directors about the dispute in writing;
 - (2) agree or request that a mediator be appointed; and
 - (3) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must:
 - (1) be chosen by agreement of those involved; or
 - (2) where those involved do not agree:
 - (A) for disputes between Members, a person chosen by the directors; or
 - (B) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Company has its registered office.
- (f) A mediator chosen by the directors under Rule 15.1(e)(2)(A):
 - (1) may be a Member or former Member of the Company;
 - (2) must not have a personal interest in the dispute; and
 - (3) must not be biased towards or against anyone involved in the dispute.
- (g) When conducting the mediation, the mediator must:
 - (1) allow those involved a reasonable chance to be heard;
 - (2) allow those involved a reasonable chance to review any written statements;
 - (3) ensure that those involved are given natural justice; and
 - (4) not make a decision on the dispute.

15.2 Disciplining Members

- (a) In accordance with this Rule, the directors may resolve to warn, suspend or expel a Member from the Company if the directors consider that:
 - (1) the Member has breached this Constitution; or
 - (2) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.

- (b) At least 14 days before the directors' meeting at which a resolution under Rule 15.2(a) will be considered, the secretary must notify the Member in writing:
 - (1) that the directors are considering a resolution to warn, suspend or expel the Member;
 - (2) that this resolution will be considered at a directors' meeting and the date of that meeting;
 - (3) what the Member is said to have done or not done;
 - (4) the nature of the resolution that has been proposed; and
 - (5) that the Member may provide an explanation to the directors, and details of how to do so.
- (c) Before the directors pass any resolution under Rule 15.2(a), the Member must be given a chance to explain or defend themselves by:
 - (1) sending the directors a written explanation before that directors' meeting; and/or
 - (2) speaking at the meeting.
- (d) After considering any explanation under Rule 15.2(c), the directors may:
 - (1) take no further action;
 - (2) warn the Member;
 - (3) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (4) expel the Member;
 - (5) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this Rule); or
 - (6) require the matter to be determined at a general meeting.
- (e) The directors cannot fine a Member.
- (f) The Company secretary must give written notice to the Member of the decision under Rule 15.2(d) as soon as possible.
- (g) Disciplinary procedures must be completed as soon as reasonably practical.
- (h) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this Rule.
- (i) This Rule 15.2 shall not apply for the Initial Period.

16 GENERAL

16.1 Submission to jurisdiction

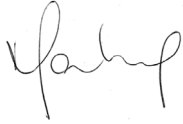
Each Member submits to the non-exclusive jurisdiction of the Supreme Court of the State or Territory in which the Company is taken to be registered, the Federal Court of Australia and the courts which may hear appeals from those courts.

16.2 Prohibition and enforceability

- (a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.

- (b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

By signing below, the Initial Member confirms that this Constitution was adopted by the Company as the replacement Constitution of the Company on 17 May 2022.



17 May 2022

Signed by **Marcus Peter Austin Levy** - Initial Member

Date