

# **Constitution of Disability Advocacy Network Australia (DANA) Limited**

**ABN 53136792884**

---

Amended 14 December 2021

## **Blake Dawson**

Level 11  
12 Moore Street  
Canberra ACT 2601  
Australia  
T 61 2 6234 4000  
F 61 2 6234 4111

**Reference**  
06-1437-2885

©Blake Dawson 2009

# Contents

<b>1.</b>	<b>PRELIMINARY</b>	<b>1</b>
1.1	Company limited by guarantee	1
1.2	Purpose of the Company	1
1.3	Application of income and property	1
1.4	Certain payments allowed	1
1.5	Replaceable rules	2
1.6	Definitions	2
1.7	Interpretation of this constitution	3
<b>2.</b>	<b>MEMBERSHIP</b>	<b>3</b>
2.1	Membership	3
2.2	Restriction on Membership	4
2.3	Limited liability of Members	4
2.4	Resigning as a Member	4
2.5	Expelling a Member	4
2.6	Membership Fee	4
2.7	Associate Membership	5
2.8	Associate Membership Fee	5
<b>3.</b>	<b>DIRECTORS</b>	<b>5</b>
3.1	Number of Directors	5
3.2	Election of Directors	5
3.3	Appointment by the Board	5
3.4	Eligible candidates	6
3.5	Nomination of candidates	6
3.6	Director's term of appointment	6
3.7	Retirement of Directors	6
3.8	Selection of Directors to retire	7
3.9	Time of retirement	7
3.10	Cessation of Director's appointment	7
3.11	Removal from office	7
3.12	Too few Directors	8
<b>4.</b>	<b>ALTERNATE DIRECTORS</b>	<b>8</b>
4.1	Appointment of Alternates	8
4.2	Notice of Board meetings	8
4.3	Obligations and entitlements of Alternates	8
4.4	Termination of appointment	8
4.5	Appointments and revocations in writing	9
<b>5.</b>	<b>POWERS OF THE BOARD</b>	<b>9</b>
5.1	Powers generally	9
5.2	Exercise of powers	9
<b>6.</b>	<b>EXECUTING NEGOTIABLE INSTRUMENTS</b>	<b>9</b>
<b>7.</b>	<b>MANAGING DIRECTOR</b>	<b>9</b>

7.1	Appointment and power of Managing Director	9
7.2	Retirement and removal of Managing Director	9
7.3	Termination of appointment of Managing Director	10
<b>8.</b>	<b>DELEGATION OF BOARD POWERS</b>	<b>10</b>
8.1	Power to delegate	10
8.2	Power to revoke delegation	10
8.3	Terms of delegation	10
8.4	Proceedings of committees	10
<b>9.</b>	<b>DIRECTORS' DUTIES AND INTERESTS</b>	<b>10</b>
9.1	Compliance with duties under the Act	10
9.2	Director can hold other offices etc	11
9.3	Disclosure of interests	11
9.4	Director interested in a matter	11
9.5	Agreements with third parties	11
9.6	Obligation of secrecy	11
<b>10.</b>	<b>DIRECTORS' REMUNERATION</b>	<b>12</b>
10.1	Restrictions on payments to Directors	12
10.2	Payments to Directors with Board approval	12
<b>11.</b>	<b>OFFICERS' INDEMNITY AND INSURANCE</b>	<b>12</b>
11.1	Indemnity	12
11.2	Insurance	13
11.3	Former officers	13
11.4	Deeds	13
<b>12.</b>	<b>BOARD MEETINGS</b>	<b>13</b>
12.1	Convening Board meetings	13
12.2	Notice of Board meeting	13
12.3	Use of technology	13
12.4	Chairing Board meetings	13
12.5	Quorum	14
12.6	Majority decisions	14
12.7	Procedural rules	14
12.8	Written resolution	14
12.9	Additional provisions concerning written resolutions	14
12.10	Valid proceedings	14
<b>13.</b>	<b>MEETINGS OF MEMBERS</b>	<b>15</b>
13.1	Annual general meeting	15
13.2	Calling meetings of Members	15
13.3	Notice of meeting	15
13.4	Short notice	15
13.5	Postponement or cancellation	15
13.6	Fresh notice	16
13.7	Technology	16
13.8	Accidental omission	16
<b>14.</b>	<b>PROCEEDINGS AT MEETINGS OF MEMBERS</b>	<b>16</b>
14.1	Member present at meeting	16

14.2	Quorum	16
14.3	Associate Members are not counted towards a quorum. Each individual present may only be counted once toward a quorum. If a Member has appointed more than one proxy or representative only one of them may be counted towards a quorum. Quorum not present	16
14.4	Chairing meetings of Members	17
14.5	Attendance at general meetings	17
14.6	Adjournment	17
14.7	Business at adjourned meetings	17
<b>15.</b>	<b>PROXIES, ATTORNEYS AND REPRESENTATIVES</b>	<b>17</b>
15.1	Appointment of proxies	17
15.2	Member's attorney	17
15.3	Deposit of proxy appointment forms, powers of attorney and proxy appointment authorities	18
15.4	Corporate representatives	18
15.5	A Member that is a body corporate may appoint an individual to act as its representative at meetings of Members as permitted by section 250D. , Appointment for particular meeting, standing appointment and revocation	18
15.6	Suspension of proxy or attorney's powers if Member present	18
15.7	Priority of conflicting appointments of attorney or representative	18
15.8	More than one current proxy appointments	18
15.9	Continuing authority	19
<b>16.</b>	<b>ENTITLEMENT TO VOTE</b>	<b>19</b>
16.1	Number of votes that can be cast	19
16.2	Number of votes required to pass a resolution	19
16.3	Casting vote of chairman	19
16.4	Voting restrictions	19
16.5	Decision on right to vote	20
<b>17.</b>	<b>HOW VOTING IS CARRIED OUT</b>	<b>20</b>
17.1	Method of voting	20
17.2	Demand for a poll	20
17.3	When and how polls must be taken	20
<b>18.</b>	<b>SECRETARY</b>	<b>21</b>
18.1	Appointment of Secretary	21
18.2	Terms and conditions of office	21
18.3	Cessation of Secretary's appointment	21
18.4	Removal from office	21
<b>19.</b>	<b>MINUTES</b>	<b>21</b>
19.1	Minutes must be kept	21
19.2	Minutes as evidence	22
19.3	Inspection of minute books	22
<b>20.</b>	<b>COMPANY SEALS</b>	<b>22</b>
20.1	Common seal	22
20.2	Use of seals	22
20.3	Fixing seals to documents	22
<b>21.</b>	<b>FINANCIAL REPORTS AND AUDIT</b>	<b>22</b>

---

21.1	Company must keep financial records	22
21.2	Financial reporting	22
21.3	Audit	23
21.4	Conclusive reports	23
21.5	Inspection of financial records and books	23
<b>22.</b>	<b>REGISTER OF MEMBERS</b>	<b>23</b>
<b>23.</b>	<b>WINDING UP</b>	<b>23</b>
<b>24.</b>	<b>NOTICES</b>	<b>24</b>
24.1	Notices by Company	24
24.2	Overseas Members	24
24.3	When notice is given	24
24.4	Business days	25
24.5	Counting days	25
24.6	Notices to "lost" Members	25

# Constitution of Disability Advocacy Network Australia (DANA) Limited

Disability Advocacy Network Australia (DANA) Limited  
ABN 53136792884

## 1. PRELIMINARY

---

### 1.1 Company limited by guarantee

The Company is limited by guarantee and the liability of Members is limited as provided in this constitution.

### 1.2 Purpose of the Company

The Company is formed for the purpose of strengthening and supporting independent disability advocacy organisations across Australia to advocate for and with people with disabilities so that they are valued and included members of the community, their fundamental needs are met and their human rights are respected.

The Company will do this by:

- (a) promoting the role and value of independent advocacy;
- (b) providing a collective voice for members;
- (c) facilitating communication and information sharing between disability advocacy organisations;
- (d) facilitating support and development for members, staff, and volunteers of disability advocacy organisations;
- (e) promoting or undertaking research relevant to the Company's purpose;
- (f) promoting the human rights, fundamental needs and value of people with disabilities; and
- (g) doing all such other lawful things as are conducive or incidental to the attainment of any of the above.

### 1.3 Application of income and property

Subject to rules 1.4 and 10.1, the Company must apply its income solely towards promoting the purpose of the Company as stated in rule 1.2. No part of the Company's income may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to Members.

### 1.4 Certain payments allowed

Rule 1.3 does not prevent the payment of reasonable remuneration to any officer or employee of the Company or to any Member of the Company or other person in return for service rendered to the Company. In addition, rule 1.3 does not prevent the Company paying to a Member:

- (a) interest on money lent by the Member to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;

- (b) reasonable remuneration for goods supplied by the Member to the Company in the ordinary course of business; and
- (c) reasonable rent for premises lent by the Member to the Company.

### 1.5 Replaceable rules

The replaceable rules referred to in section 141 do not apply to the Company and are replaced by the rules set out in this constitution.

### 1.6 Definitions

The following definitions apply in this constitution.

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

**Alternate** means an alternate Director appointed under rule 4.1.

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

**Associate Member** means an organisation or individual that is a non-voting member of the Company appointed in accordance with rule 2.7.

**Board** means the Directors acting collectively under this constitution.

**Company** means the company named at the beginning of this constitution whatever its name is for the time being.

**Director** means a person who is, for the time being, a director of the Company including, where appropriate, an Alternate.

**Independent Advocate**, in relation to a person with disability, means a person who:

- (a) is independent of the Agency, the Commission and any NDIS providers providing supports or services to the person with disability; and
- (b) provides independent advocacy for the person with disability, to assist the person with disability to exercise choice and control and to have their voice heard in matters that affect them; and
- (c) acts at the direction of the person with disability, reflecting the person with disability's expressed wishes, will, preferences and rights; and
- (d) is free of relevant conflict of interest.

**Managing Director** means a managing director appointed under rule 7.1.

**Member** means an organisation that is a member of the Company in accordance with rule 2.1 and includes an Associate Member unless otherwise specified.

**Membership Fee** means the fees referred to in rule 2.6 and 2.8.

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

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

**Secretary** means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this constitution.

**special resolution** has the meaning given by section 9.

See sections  
168 and 169

## 1.7 Interpretation of this constitution

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this constitution, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
  - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it.
  - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated.
  - (iii) a person includes any type of entity or body of persons, whether it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
  - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.
- (j) A word (other than a word defined in rule 1.6) which is defined by the Act has the same meaning in this constitution where it relates to the same matters as the matters for which it is defined in the Act.
- (k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

## 2. MEMBERSHIP

---

### 2.1 Membership

Subject to rules 2.2, 2.4 and 2.5, the Members are:

- (a) the initial Members named in the application for the Company's registration; and
- (b) any other organisation the Board, by resolution, admits as a Member; and



- (c) any individual the Board, by resolution, admits as a Member;

whose name is entered in the Register as a current Member.

## **2.2 Restriction on Membership**

The Board may only appoint as a Member (other than an Associate Member), independent advocacy organisations, with objects or purposes that are consistent with those of the Company and that have paid any Membership Fees owing under rule 2.6.

## **2.3 Limited liability of Members**

If the Company is wound up each Member undertakes to contribute to the assets of the Company up to an amount not exceeding \$10 (ten dollars) for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after an organisation ceases to be a member.

## **2.4 Resigning as a Member**

A Member may resign from the Company by giving written notice to the Board.

## **2.5 Expelling a member**

- (a) The Board may, by resolution, expel from the Company any Member:
- (i) that does not comply with this constitution or any by-laws, rules or regulations of the Company.
  - (ii) whose conduct in the opinion of the Board is prejudicial to the interests of the Company, or
  - (iii) that fails to pay any Membership Fees owing under rule 2.6 or Associate Membership fee owing under rule 2.8 as the case may be, within 3 months of the due date for payment;

and remove that Member's name from the Register.

- (b) At least 21 days before the Board holds a meeting to expel a Member, the Board must give a written notice to the Member which states:
- (i) the allegations against the Member.
  - (ii) the proposed resolution for the Member's expulsion; and
  - (iii) that the Member has an opportunity at the meeting to address the allegations either orally or in writing.
- (c) A Member expelled from the Company does not have any claim on the Company, its funds or property.

## **2.6 Membership Fee**

- (a) The Board may, by resolution, make it a condition of appointment as a Member that the prospective Member first pay to the Company an initial Membership Fee in the amount determined by the Board.
- (b) The Board may, by resolution, require each Member to pay to the Company an annual Membership Fee in the amount determined by the Board. The Board must provide each Member 30 days' written notice of when any such Membership Fee falls due.

## 2.7 Associate Membership

- (a) The Board may appoint as an Associate Member an organisation or individual that is supportive of the purposes of the Company and that have paid any Associate Membership Fees owing under rule 2.8.
- (b) Associate Members are ineligible to stand for election as office bearer or otherwise participate in the management of the Company's affairs.
- (c) Associate Members are not entitled to vote in relation to any resolution on a show of hands or a poll.
- (d) Associate Members have the right to receive notices of and to attend and be heard at any general meeting.

## 2.8 Associate Membership Fee

- (a) The Board may, by resolution, make it a condition of appointment as an Associate Member that the prospective member first pay to the Company an initial Associate Membership Fee in the amount determined by the Board.
- (b) The Board may, by resolution, require each Associate Member to pay to the Company an annual Associate Membership Fee in the amount determined by the Board. The Board must provide each Associate Member 30 days' written notice of when any such membership fee falls due.

## 3. DIRECTORS

---

### 3.1 Number of Directors

The Company must have at least five Directors and, until otherwise decided by ordinary resolution, not more than ten Directors.

### 3.2 Election of Directors

Replaces  
section 201G

- (a) Subject to this constitution, section 201E and the maximum number of Directors referred to in rule 3.1 not being exceeded, the Company must at each annual general meeting hold an election to appoint Directors. A Director is appointed under this rule 3.2 by ordinary resolution.
- (b) The Company must notify Members of every candidate for election as a Director at least five business days before the relevant annual general meeting. The Company cannot validly elect or appoint a person as a Director that does not satisfy the criteria in rule 3.4.

### 3.3 Appointment by the Board

Replaces  
sections 201H

- (a) Subject to this constitution, section 201E and the maximum number of Directors referred to in rule 3.1 not being exceeded, the Board may appoint an eligible person to be a Director at any time except during a general meeting.
- (b) Co-opted Board Members: The Board may from time to time co-opt up to two independent Board members to provide advice and support to the Board, but co-opted Board members shall not be entitled to vote.

### 3.4 Eligible candidates

To be eligible to be elected or appointed as a Director a person must:

- (a) be an employee or office holder of a Member (other than an Associate Member) and nominated by that Member (other than an Associate Member);
- (b) not be the auditor of the Company or a partner, director or employee of the auditor;
- (c) not have retired or been removed or ceased to hold office as a Director during the term immediately preceding the election;
- (d) not be serving a second consecutive term as a Director during the term immediately preceding the relevant election;
- (e) and either have been:
  - (i) recommended by the Board; or
  - (ii) nominated in accordance with clause 3.5.

### 3.5 Nomination of candidates

For a person to be nominated for election as a Director, the Company must receive, at least 14 days (or any other period fixed by the Board) before the date of the meeting at which the election is to occur, both:

- (a) a nomination of the person by 2 Members (who are not Associate Members), which may include the Member that nominated that person under clause 3.4(a); and
- (b) a consent to act as a Director signed by the person.

### 3.6 Director's term of appointment

There is no restriction on the total number of terms a person may serve as a Director, but a Director must not serve more than three consecutive terms. Each term must not extend beyond:

- (a) for a Director elected under rule 3.2, subject to rule 3.7(b), the second annual general meeting after the Director was elected or last re-elected;
- (b) for a Director appointed by the Board under rule 3.3, the next annual general meeting after their appointment.

### 3.7 Retirement of Directors

- (a) Subject to rule 3.7(b), a Director must retire from office at the second annual general meeting after the Director was elected or last re-elected.
- (b) At least fifty percent of Directors who are Directors because they were specified in the application as a Director on registration, must retire from office at the first annual general meeting after the Company's formation either:
  - (i) voluntarily, or
  - (ii) if less than fifty percent voluntarily retire, the remaining Directors required to retire will be selected randomly by a method to be determined by the Board by resolution.

- (c) A Director may elect to retire during the term of their appointment by notifying the Board at least 14 days (or any other period as the Board may determine) before the retirement is to take effect. If the Director gives such a notice, the Director will have ceased to be a Director from the day specified in the notice. If the notice does not specify a date that the retirement is to take effect, the retirement takes effect at the end of the next annual general meeting.
- (d) An election of Directors must be held at each annual general meeting. If no election of Directors is scheduled to occur at an annual general meeting under rule 3.2, 3.7(a) or 3.7(c), then one Director must retire from office at the annual general meeting.
- (e) None of rules 3.7(a), 3.7(b), and 3.7(c) applies to a Managing Director and Alternates.
- (f) Subject to rules 3.4 and 3.6, a Director who retires under this rule 3.7 is eligible to be subsequently elected or appointed as a Director.

### **3.8 Selection of Directors to retire**

The Director who retires under rule 3.7(d) is the Director who has held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire. If they do not agree, they must draw lots, or such other method to be determined by the Board by resolution, to decide which of them must retire.

### **3.9 Time of retirement**

A Director's retirement under rule 3.6 or 3.7, subject to rule 3.7(c), takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

### **3.10 Cessation of Director's appointment**

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

- (a) is not permitted by the Act (or an order made under the Act) to be a director;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend (either personally or by an Alternate) three consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office under rule 3.11
- (g) ceases to be eligible to act as a Director under rule 3.4; or
- (h) is a Managing Director and ceases to hold that office.

### **3.11 Removal from office**

Whether or not a Director's appointment was expressed to be for a specified period, the Company by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D.

Rule 3.9(e)  
replaces  
section 203A

### 3.12 Too few Directors

If the number of Directors is reduced below the minimum required by rule 3.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of Members; and
- (c) in emergencies.

## 4. ALTERNATE DIRECTORS

---

### 4.1 Appointment of Alternates

Replaces  
section 201K

Subject to rule 3.4, a Director (other than an Alternate) may appoint a person who is approved by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director.

### 4.2 Notice of Board meetings

If the Appointor requests the Company to give the Alternate notice of Board meetings, the Company must do so. Unless the Appointor has requested it, the Company need not give notice of Board meetings to an Alternate.

### 4.3 Obligations and entitlements of Alternates

An Alternate:

- (a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;
- (b) if also a Director, has a separate right to vote as Alternate;
- (c) if Alternate for more than one Appointor, has a separate right to vote in place of each Appointor;
- (d) when acting as Alternate, is an officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointor as a Director; and
- (e) with the approval of the Board, is entitled to reasonable expenses incurred in attending meetings of the Board or of the Company or while otherwise engaged on the business of the Company on the same basis as other Directors but is not entitled to any other remuneration from the Company (but the Appointor may further remunerate the Alternate).

### 4.4 Termination of appointment

The Appointor may at any time revoke the appointment of a person as an Alternate whether or not that appointment is for a specified period. Any appointment of an Alternate immediately ceases if:

- (a) the Appointor ceases to be a Director; or
- (b) an event occurs which would cause the Alternate to cease to be a Director under rule 3.10 if the Alternate were a Director.

#### 4.5 Appointments and revocations in writing

The Appointor must appoint, and revoke the appointment of, any Alternate in writing. The appointment or revocation is not effective until a copy is provided to the Company.

### 5. POWERS OF THE BOARD

---

#### 5.1 Powers generally

Replaces  
section 198A

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

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

#### 5.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 12; or
- (b) in accordance with a delegation of the power under rule 7 or 8.

### 6. EXECUTING NEGOTIABLE INSTRUMENTS

---

Replaces  
section 198B

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

### 7. MANAGING DIRECTOR

---

#### 7.1 Appointment and power of Managing Director

Replaces  
section 198C  
and 201J

The Board may appoint one or more persons to be a Managing Director either for a specified term (but not for life) or without specifying a term. Subject to this constitution, a Managing Director has all the duties, and can exercise all the powers and rights, of a Director.

The Board may delegate any of the powers of the Board to a Managing Director:

- (a) on the terms and subject to any restrictions the Board decides; and
- (b) so as to be concurrent with, or to the exclusion of, the powers of the Board,

and may revoke the delegation at any time.

This rule does not limit rule 8.

#### 7.2 Retirement and removal of Managing Director

A Managing Director is not:

- (a) subject to automatic retirement under rule 3.6(b)); or

(b) required to retire under rule 3.7,

but (subject to any contract between the Company and that Managing Director) is otherwise subject to the same rules regarding resignation, removal and retirement from office as the other Directors.

### **7.3 Termination of appointment of Managing Director**

The appointment of a Managing Director terminates if:

- (a) the Managing Director ceases for any reason to be a Director; or
- (b) the Board removes the Managing Director from the office of Managing Director (which, without affecting the rights of the Managing Director under any contract between the Company and the Managing Director, the Board has power to do),

whether or not the appointment was expressed to be for a specified term.

Replaces  
section 203F

---

## **8. DELEGATION OF BOARD POWERS**

### **8.1 Power to delegate**

The Board may delegate any of its powers as permitted by section 198D.

### **8.2 Power to revoke delegation**

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

### **8.3 Terms of delegation**

A delegation of powers under rule 8.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

### **8.4 Proceedings of committees**

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this constitution which regulate the meetings and proceedings of the Board.

---

## **9. DIRECTORS' DUTIES AND INTERESTS**

### **9.1 Compliance with duties under the Act**

Each Director must comply with sections 180 to 183.

## 9.2 Director can hold other offices etc

A Director may:

- (a) hold any office or place of profit or employment other than that of the Company's auditor or any director or employee of the auditor;
- (b) be a member of any corporation (including the Company) or partnership other than the Company's auditor; or
- (c) be a creditor of any corporation (including the Company) or partnership; or
- (d) enter into any agreement with the Company.

## 9.3 Disclosure of interests

Each Director must comply with section 191.

## 9.4 Director interested in a matter

Each Director must comply with section 195 in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest;
- (b) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and
- (d) the Company cannot avoid the transaction merely because of the existence of the interest.

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

## 9.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

## 9.6 Obligation of secrecy

Every Director and Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an officer of the Company;
- (b) by the Board or the Company in general meeting; or
- (c) by law.



The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Company.

## 10. DIRECTORS' REMUNERATION

---

### 10.1 Restrictions on payments to Directors

Subject to rule 10.2 and rule 11 the Company must not pay fees or other remuneration to a Director.

### 10.2 Payments to Directors with Board approval

With the approval of the Board the Company may pay to a Director:

- (a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- (b) reasonable remuneration for any service rendered by the Director to the Company;
- (c) reasonable remuneration where the Director is an employee of the Company and the terms of employment have been approved by the Board;
- (d) interest on money lent by the Director to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (e) reasonable remuneration for goods supplied by the Director to the Company in the ordinary course of business; and
- (f) reasonable rent for premises leased by the Director to the Company.

## 11. OFFICERS' INDEMNITY AND INSURANCE

---

### 11.1 Indemnity

Subject to and so far as permitted by Act, the *Trade Practices Act 1974* (Cth) and any other applicable law:

- (a) the Company must, to the extent the person is not otherwise indemnified, indemnify every officer of the Company and its wholly owned subsidiaries and may indemnify its auditor against a Liability incurred as such an officer or auditor to a person (other than the Company or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Company or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
- (b) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

## 11.2 Insurance

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

## 11.3 Former officers

The indemnity in favour of officers under rule 11.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

## 11.4 Deeds

Subject to the Act, the *Trade Practices Act 1974* (Cth) and any other applicable law, the Company may, without limiting a person's rights under this rule 11, enter into an agreement with a person who is or has been an officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this rule 11 on any terms and conditions that the Board thinks fit.

## 12. BOARD MEETINGS

### 12.1 Convening Board meetings

Replaces  
section 248C

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

### 12.2 Notice of Board meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to:
  - (i) each Director who is in Australia; and
  - (ii) each Alternate in respect of whom the Appointor has given notice under rule 4.2 requiring notice of Board meetings to be given to that Alternate or whose Appointor is not given notice due to being outside Australia; and
- (b) may give that notice orally (including by telephone) or in writing,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

### 12.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the chairman of the meeting is located.

### 12.4 Chairing Board meetings

Replaces  
section 248E

The Board may elect a Director to chair its meetings and decide the period for which that Director holds that office. If there is no chairman of Directors or the chairman is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

**12.5 Quorum**Replaces  
section 248F

Unless the Board decides otherwise, the quorum for a Board meeting is:

- (a) three Directors; or
- (b) fifty percent of Directors,

whichever is the greater number, and a quorum must be present for the whole meeting.

An Alternate who is also a Director or a person who is an Alternate for more than one Appointor may only be counted once toward a quorum. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors are treated as present.

**12.6 Majority decisions**Replaces  
section 248G

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chairman of a Board meeting does not have a casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

**12.7 Procedural rules**

The Board may adjourn and, subject to this constitution, otherwise regulate its meetings as it decides.

**12.8 Written resolution**Replaces  
section 248A

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

**12.9 Additional provisions concerning written resolutions**

For the purpose of rule 12.8:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document;
- (b) signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the document;
- (c) signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and
- (d) a facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

**12.10 Valid proceedings**

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or

- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

### **13. MEETINGS OF MEMBERS**

---

#### **13.1 Annual general meeting**

The Company must hold an annual general meeting as required by section 250N.

#### **13.2 Calling meetings of Members**

A meeting of Members:

Rule 13.2(a)  
replaces  
section 249C

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D or 250N or by order made under section 249G.

#### **13.3 Notice of meeting**

Subject to rule 13.4, at least 30 days' written notice of a meeting of Members must be given individually to:

- (a) each Member (whether or not the Member is entitled to vote at the meeting);
- (b) each Director (other than an Alternate); and
- (c) to the auditor.

Subject to any regulation made under section 249LA, the notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

#### **13.4 Short notice**

Subject to sections 249H(3) and (4):

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

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

#### **13.5 Postponement or cancellation**

Subject to sections 249D(5) and 250N, the Board may:

- (a) postpone a meeting of Members;
- (b) cancel a meeting of Members; or
- (c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

**13.6 Fresh notice**Replaces  
section 249M

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

**13.7 Technology**See section  
249S

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

**13.8 Accidental omission**

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

**14. PROCEEDINGS AT MEETINGS OF MEMBERS****14.1 Member present at meeting**

If a Member has appointed a proxy or a representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, attorney or representative is present.

**14.2 Quorum**Replaces  
sections 249T(1)  
and (2)

The quorum for a meeting of Members is:

- (a) if there are less than 20 Members, five Members;
- (b) if there are at least 20 Members but less than 36 Members, at least 25% of the Members; or
- (c) if there are 36 or more Members, 10 Members.

**14.3 Associate Members are not counted towards a quorum. Each individual present may only be counted once toward a quorum. If a Member has appointed more than one proxy or representative only one of them may be counted towards a quorum. Quorum not present**Replaces  
sections  
249T(3) and (4)

If a quorum is not present within 15 minutes after the time for which a meeting of Members is called:

- (a) if called as a result of a request of Members under section 249D, the meeting is dissolved; and
- (b) in any other case:
  - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
  - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

**14.4 Chairing meetings of Members**

Replaces  
sections  
249U(1) to (3)

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of Members. If:

- (a) there is no Director who the Board has appointed to chair Board meetings for the time being; or
- (b) the Director appointed to chair Board meetings is not present at the time for which a meeting of Members is called or is not willing to chair the meeting,

the Members present who are entitled to vote at the meeting must elect a Member (other than an Associate Member) or Director present to chair the meeting.

**14.5 Attendance at general meetings**

See  
section 249V

- (a) Every Member has the right to attend all meetings of Members.
- (b) Every Director has the right to attend and speak at all meetings of Members.
- (c) The auditor has the right to attend any meeting of Members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

**14.6 Adjournment**

Replaces  
section 249U(4)

Subject to rule 13.6, the chairman of a meeting of Members at which a quorum is present:

- (a) may; and
- (b) must, if directed by ordinary resolution of the meeting,

adjourn it to another time and place.

**14.7 Business at adjourned meetings**

Replaces  
section  
249W(2)

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

**15. PROXIES, ATTORNEYS AND REPRESENTATIVES****15.1 Appointment of proxies**

A Member may appoint a proxy to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to the Company:

See section  
249X

- (a) that complies with section 250A(1); or
- (b) in any other form and mode that is, and is signed or otherwise authenticated by the Member in a manner, satisfactory to the Board.

**15.2 Member's attorney**

- (a) A Member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of Members.
- (b) A Member who is entitled to vote at a meeting of Members may appoint an Associate Member as their attorney or proxy under clause 15.2(a).

### **15.3 Deposit of proxy appointment forms, powers of attorney and proxy appointment authorities**

An appointment of a proxy or an attorney is not effective for a particular meeting of Members unless:

- (a) in the case of a proxy, the proxy appointment form and, if it is executed or otherwise authenticated in a manner prescribed by a regulation made for the purposes of section 250A(1) by an attorney, the relevant power of attorney or other authority under which the appointment was authenticated or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

are received by the Company in accordance with section 250B(3) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

### **15.4 Corporate representatives**

#### **15.5 A Member that is a body corporate may appoint an individual to act as its representative at meetings of Members as permitted by section 250D. , Appointment for particular meeting, standing appointment and revocation**

A Member may appoint a proxy, attorney or representative to act at a particular meeting of Members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a Member.

#### **15.6 Suspension of proxy or attorney's powers if Member present**

A proxy or attorney has no power to act for a Member at a meeting at which the Member is present:

- (a) in the case of an individual, in person; or
- (b) in the case of a body corporate, by representative.

A proxy has no power to act for a Member at a meeting at which the Member is present by attorney.

#### **15.7 Priority of conflicting appointments of attorney or representative**

If more than one attorney or representative appointed by a Member is present at a meeting of Members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (b) subject to rule 15.7(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

#### **15.8 More than one current proxy appointments**

An appointment of proxy by a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that Member which would result in there being more than one

proxy of that Member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

### **15.9 Continuing authority**

Replaces  
section 250C(2)

An act done at a meeting of Members by a proxy, attorney or representative is valid even if, before the act is done, the appointing Member:

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

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

---

## **16. ENTITLEMENT TO VOTE**

---

### **16.1 Number of votes that can be cast**

Replaces  
section 250E(2)

Subject to section 250A(4):

- (a) each Member (other than an Associate Member) has one vote on a show of hands or a poll; and
- (b) a Member who is present and entitled to vote and is also a proxy, attorney or representative of another Member has one vote on a show of hands.

### **16.2 Number of votes required to pass a resolution**

A matter is decided in the affirmative:

- (a) for a resolution to modify or repeal this constitution, or a provision of this constitution, if passed by special resolution;
- (b) in relation to the voluntary winding up of the Company, if passed by special resolution; and
- (c) for all other matters, if more than fifty percent of votes are cast for a resolution.

### **16.3 Casting vote of chairman**

Replaces  
section 250E(3)

The chairman of a meeting of Members does not have a casting vote.

### **16.4 Voting restrictions**

If:

- (a) the Act requires that some Members are not to vote on a resolution, or that votes cast by some Members be disregarded, in order for the resolution to have an intended effect; and
- (b) the notice of the meeting at which the resolution is proposed states that fact,



those Members have no right to vote on that resolution and the Company must not count any votes purported to be cast by those Members. If a proxy purports to vote in a way or in circumstances that contravene section 250A(4), on a show of hands the vote is invalid and the Company must not count it and on a poll rule 17.3(c) applies.

### 16.5 Decision on right to vote

Replaces  
section 250G

A Member (other than an Associate Member) or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman, whose decision is final.

## 17. HOW VOTING IS CARRIED OUT

### 17.1 Method of voting

Replaces  
sections  
250J(1) and (2)

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under rule 17.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

### 17.2 Demand for a poll

See section  
250L

A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:

- (a) at least 25 per cent of the Members present and entitled to vote on the resolution;  
or
- (b) the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

### 17.3 When and how polls must be taken

Replaces  
section 250M

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;
- (c) votes which section 250A(4) requires to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

---

## 18. SECRETARY

---

### 18.1 Appointment of Secretary

See section  
204D

The Board:

- (a) must appoint at least one individual; and
- (b) may appoint more than one individual,

to be a Secretary either for a specified term or without specifying a term.

### 18.2 Terms and conditions of office

Replaces  
section 204F

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

### 18.3 Cessation of Secretary's appointment

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

- (a) is not permitted by Act (or an order made under the Act) to be a secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 18.4.

### 18.4 Removal from office

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

---

## 19. MINUTES

---

### 19.1 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's Members;
- (b) the names of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 8);
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures and notices of Directors' interests,

to be kept in accordance with sections 191, 192 and 251A.

## **19.2 Minutes as evidence**

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

## **19.3 Inspection of minute books**

The Company must allow Members to inspect, and provide copies of, the minute books for the meetings of Members in accordance with section 251B.

## **20. COMPANY SEALS**

---

### **20.1 Common seal**

The Board:

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

### **20.2 Use of seals**

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

### **20.3 Fixing seals to documents**

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by two Directors;
- (b) by one Director and one Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

## **21. FINANCIAL REPORTS AND AUDIT**

---

### **21.1 Company must keep financial records**

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
  - (b) would enable true and fair financial statements to be prepared and audited,
- and must allow a Director and the auditor to inspect those records at all reasonable times.

### **21.2 Financial reporting**

The Board must cause the Company to prepare a financial report and a directors' report that comply with Part 2M.3 and must report to Members in accordance with section 314 no later than the deadline set by section 315.

### 21.3 Audit

The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Division 3 of Part 2M.3, Divisions 1 to 6 of Part 2M.4 and sections 1280, 1289, 1299B and 1299C.

### 21.4 Conclusive reports

Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within three months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

### 21.5 Inspection of financial records and books

Subject to rule 19.3 and section 247A, a Member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by ordinary resolution.

Replaces  
section 247D

## 22. REGISTER OF MEMBERS

---

The Company must set up and maintain a register of Members.

In accordance with section 169, the Register must contain the following information:

- (a) the name and address of each Member;
- (b) the date on which the entry of the Member's name in the Register is made;
- (c) whether or not the Member is an Associate Member;
- (d) the name and details of each organisation that ceased to be a Member within the last seven years;
- (e) the date on which the organisation ceased to be a Member; and
- (f) an index of Members' names if the Company has more than 50 Members and the Register itself is not kept in a form that operates effectively as an index.

## 23. REVOCATION AND/OR WINDING UP

---

If the company is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another similar organisation to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the company;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the company; and
- (c) money received by the company because of such gifts and contributions.

## 24. NOTICES

### 24.1 Notices by Company

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

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

### 24.2 Overseas Members

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

### 24.3 When notice is given

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

- (a) if it is delivered personally:
  - (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
  - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day;
- (b) if it is sent by fax or electronic message or given under section 249J(3)(cb):
  - (i) by 5.00 pm (local time in the place from which it is sent or given) on a business day – on that day; or
  - (ii) after 5.00 pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day – on the next business day; and
- (c) if it is sent by mail:
  - (i) within Australia - one business day after posting; or
  - (ii) to a place outside Australia - three business days after posting.

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

Replaces  
section 249J(4)

**24.4 Business days**

For the purposes of rule 24.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

**24.5 Counting days**

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

**24.6 Notices to "lost" Members**

If:

- (a) on two or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to the Company under rule 24.2,

the Company may give effective notice to that Member by exhibiting the notice at the Company's registered office for at least 48 hours.

This rule ceases to apply if the Member gives the Company notice of a new address.