
Constitution

ELDERCARE AUSTRALIA LTD

ACN 649 235 183

A public company limited by guarantee

Certificate of Registration of a Company

This is to certify that

ELDERCARE AUSTRALIA LTD

Australian Company Number 649 235 183

is a registered company under the Corporations Act 2001 and
is taken to be registered in South Australia.

The company **is limited by guarantee.**

The company is a **public** company.

The day of commencement of registration is
the seventh day of April 2021.



ASIC

Australian Securities & Investments Commission

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this seventh day of April, 2021.

A handwritten signature in black ink that reads "James Shipton".

James Shipton
Chair

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CONSTITUTION

Eldercare Australia Ltd
ACN 649 235 183

PRELIMINARY

1. DEFINITIONS

In this constitution:

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

Ad Hoc Committee means a committee referred to in clause 14.1.2.

AGM means an annual meeting of Members held under clause 31.1 or clause 31.2.

CE means a person appointed chief executive or general manager of the Company (if any).

Chair means:

- (a) in respect of the conduct of a meeting of Members, Directors or a Committee, the person presiding at that meeting; and
- (b) otherwise, the Director elected chairperson under clause 10.1.

Committee means an Ad Hoc or Standing Committee.

Company means Eldercare Australia Ltd ACN 649 235 183.

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

Deductible Gift Recipient has the meaning given to that term in the Tax Act.

Deputy Chair means the Director elected deputy chairperson under clause 10.1.

Director includes a person holding the position of director of the Company.

Directors means all or some of the Directors acting as a board.

Gift Fund means a gift fund established under clause 44.

Member means a member of the Company under clause 29 and **Membership** has a corresponding meaning.

Officer means a CE, Director or Secretary.

Registered Address of a Member means the address for sending notices to the Member by post, facsimile or electronic mail listed in the Register of Members, and if no such address is listed, the Member's residential address listed in the Register.

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

Register of Members means the register of Members referred to in clause 30.1.

Secretary means any person holding the position of company secretary of the Company.

Special Resolution means a resolution of Members passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

Standing Committee means a committee referred to in clause 14.1.3.

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

2. INTERPRETATION

In this constitution, unless the context otherwise requires:

- 2.1 headings do not affect interpretation;
- 2.2 singular includes plural and plural includes singular;
- 2.3 words of one gender include any gender;
- 2.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation, regulation, declaration, instrument or similar made under it;
- 2.6 another grammatical form of a defined word or expression has a corresponding meaning;
- 2.7 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions; and
- 2.8 an expression defined in the Corporations Act has the meaning given by that Act at the date of this constitution. Where the expression has more than one meaning in that Act and a provision of that Act deals with the same matter as a clause in this constitution, the expression has the same meaning as in that provision.

3. REPLACEABLE RULES AND REGISTERED CHARITY REQUIREMENTS

- 3.1 The replaceable rules in the Corporations Act do not apply to the Company, unless such rules operate as mandatory rules for public companies.
- 3.2 While the Company is a Registered Charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.
- 3.3 While the Company is not a Registered Charity (even if it is a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.

4. OBJECTS

The objects of the Company are to:

- 4.1 provide residential aged care services;
- 4.2 provide retirement living services for older persons;
- 4.3 provide other support services to aged and older persons;
- 4.4 otherwise assist aged and older persons to live their best life; and
- 4.5 do all other things for the attainment of the above objects.

5. NO DISTRIBUTION TO MEMBERS

- 5.1 The income and property of the Company must be applied only to promote the above objects of the Company.
- 5.2 The Company must not pay or distribute any income or property directly or indirectly to a Member, except for:
 - 5.2.1 payments for services rendered or goods supplied in the ordinary course of business of the Company; and
 - 5.2.2 honorarium or sitting fees paid to Directors, and reimbursement of expenses incurred by Directors, as permitted under clause 11.

DIRECTORS

6. QUALIFICATION OF DIRECTORS

A person may be appointed a Director only if the person:

- 6.1 is an individual over 18 years of age; and
- 6.2 is not disqualified by law from holding office;
- 6.3 is not an employee of the Company; and
- 6.4 has consented in writing to be a Director and, to being bound by this constitution as a Member and Director.

7. NUMBER OF DIRECTORS

- 7.1 There is a minimum of 6 Directors and a maximum of 10 Directors.
- 7.2 Notwithstanding clause 7.1, while the number of Directors is below the minimum, the Directors may convene a meeting of Directors and pass resolutions to appoint additional Directors.

8. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 8.1 The initial Directors upon registration of the Company are the persons listed in the Schedule, all of whom have consented to be Directors on the Company's registration.
- 8.2 One third of the Directors (rounded down to the nearest whole number when appropriate) must retire from office at the conclusion of:
- 8.2.1 the third AGM after registration of the Company; and
 - 8.2.2 each subsequent AGM.
- 8.3 Unless otherwise determined by the Directors, the Directors to retire under clause 8.2 are those who have been longest in office since their last appointment, and as between persons who became Directors on the same day, are determined by lot (unless otherwise agreed amongst themselves).
- 8.4 Subject to clause 8.5, a retiring Director is eligible for reappointment.
- 8.5 A retiring Director who has held office for three or more consecutive terms is not eligible for reappointment unless otherwise determined by the Directors.
- 8.6 A person may only be appointed or reappointed a Director by a determination of the Directors. In making such a determination, the Directors must have proper regard to:
- 8.6.1 the qualifications, skills, expertise and experience of the incumbent Directors;
 - 8.6.2 the desired mix of qualifications, skills, expertise and experience amongst Directors as determined by the Directors in light of the Company's objects and activities; and
 - 8.6.3 any other criteria or matter the Directors determine relevant.

9. VACATION OF OFFICE OF DIRECTORS

The office of a Director becomes vacant if the Director:

- 9.1 reaches the end of their term of office;
- 9.2 becomes disqualified from holding office under clause 6;
- 9.3 dies or is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- 9.4 without the leave of the Directors, is absent from:
 - 9.4.1 three consecutive meetings of Directors; or
 - 9.4.2 three meetings of Directors in any 12 month period;
- 9.5 resigns by notice in writing to the Company; or
- 9.6 is removed from office in accordance with the Corporations Act.

10. APPOINTMENT OF CHAIR AND DEPUTY CHAIR

- 10.1 At the first meeting of Directors held after each AGM, the Directors must appoint a chairperson and deputy chairperson from among their number. Subject to this constitution, such Directors hold office until the appointment of a chairperson and deputy chairperson at the first meeting of Directors held after the next AGM.
- 10.2 A Chair or Deputy Chair who reaches the end of their term in office is eligible for reappointment.
- 10.3 Nominations for the office of Chair and Deputy Chair are made in the manner determined by the Directors.
- 10.4 If there is only one nomination for the office of Chair or Deputy Chair, the nominee stands appointed to such office.
- 10.5 If there is more than one nomination for the office of Chair or Deputy Chair, then there must be an election for such office conducted by secret ballot.
- 10.6 The office of the Chair or Deputy Chair becomes vacant if that person:
- 10.6.1 reaches the end of their term of such office;
 - 10.6.2 resigns from such office by notice in writing to the Directors;
 - 10.6.3 is removed from such office by resolution of the Directors; or
 - 10.6.4 ceases to be a Director.
- 10.7 Should a vacancy occur in the office of Chair or Deputy Chair, the Directors must promptly fill such vacancy by appointment from among their number.

11. BOARD HONORARIUM AND EXPENSES

- 11.1 Subject to the Corporations Act, the Company may pay the Directors an honorarium or sitting fee determined by the Directors.
- 11.2 The Company may pay any extraordinary travelling or other expenses a Director properly incurs:
- 11.2.1 in attending a meeting of Directors, Members or a Committee; and
 - 11.2.2 otherwise in connection with the business of the Company.

12. DIRECTORS' INTERESTS

12.1 Notice of material personal interest

- 12.1.1 A Director, who has a material personal interest in a matter that relates to the affairs of the Company, must give the other Directors notice of that interest in accordance with the requirements for public companies under the Corporations Act (regardless of whether the Company is Registered as a Charity).

12.1.2 A failure to make disclosure under this clause does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

12.1.3 A disclosure of an interest under this clause must be recorded in the minutes of the meeting of Directors at which such disclosure is dealt with.

12.2 Voting when there is a material personal interest

12.2.1 A Director who has a material personal interest in a matter that is being considered at a meeting of Directors must not:

- (a) be present while the matter is being considered; or
- (b) vote on the matter,

unless permitted by the Corporations Act.

12.2.2 A failure to comply with this clause does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

POWERS AND DUTIES OF DIRECTORS

13. DIRECTORS TO MANAGE

13.1 The business of the Company is managed by the Directors.

13.2 The Directors may exercise all the powers of the Company that the Corporations Act or this constitution does not require to be exercised by Members.

14. DELEGATIONS BY DIRECTORS

14.1 The Directors may delegate any of their powers (including the power to delegate) to:

- 14.1.1 a Director;
- 14.1.2 an ad hoc committee of Directors and other persons;
- 14.1.3 a standing committee of Directors and other persons;
- 14.1.4 an employee of the Company; or
- 14.1.5 any other person.

14.2 A delegation must be in writing.

14.3 The Directors may revoke or vary a delegation.

14.4 A delegation does not derogate from the powers of the Directors to act in any matter.

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- 14.5 A Committee or other delegate must exercise their powers in accordance with any directions given by the Directors.

15. COMMITTEES

- 15.1 A delegation to a Committee may be by way of written terms of reference for that Committee approved by the Directors.
- 15.2 An Ad Hoc Committee may only operate for a period up of up to 12 months as determined by the Directors.
- 15.3 A Standing Committee will operate until the Directors so determine.
- 15.4 All delegations to Standing Committees must be reviewed at least once in any two year period.
- 15.5 The Directors may remove and appoint replacement or new members of a Committee at any time.
- 15.6 Unless the Directors otherwise determine:
- 15.6.1 the Directors must appoint a Director as chairperson of a Committee;
 - 15.6.2 the rules about proceedings of meetings of Directors under this constitution apply to meetings of a Committee; and
 - 15.6.3 a Committee must furnish regular reports of its activities to the Directors.

16. VALIDATION OF ACTS

The acts of the Directors, a Committee, an Officer or delegate of the Directors are valid even if it is subsequently discovered that there was a defect in a relevant appointment or any of them was disqualified.

17. ATTORNEYS AND AGENTS

- 17.1 The Directors may appoint any person to be the attorney or agent of the Company for any purpose, to exercise any of their powers (including the power to delegate), for any period and on any terms the Directors think fit.
- 17.2 The Directors may revoke or vary an appointment made or the powers delegated under this clause 17.

PROCEEDINGS OF MEETINGS OF DIRECTORS

18. CALLING MEETINGS OF DIRECTORS

- 18.1 Subject to this clause 18, the Directors may meet, adjourn and otherwise regulate their meetings as they think fit.
- 18.2 A Director may at any time, and the Secretary must on the request of a Director, call a meeting of Directors.

18.3 At least seven days' notice of a meeting of Directors must be given to each Director, except in the case of emergency or waiver of this requirement by all Directors.

18.4 Notice may be given in writing, or by any technology consented to by all the Directors. The consent may be a standing one and can only be withdrawn by a Director on seven days' notice.

19. CHAIRPERSON OF MEETINGS OF DIRECTORS

19.1 The Chair may preside at all meetings of Directors.

19.2 If there is no Chair, or if the Chair is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the Deputy Chair may preside at the meeting.

19.3 If there is no Deputy Chair, or if the Deputy Chair is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the Directors present must elect one of their number to preside at the meeting.

20. QUORUM FOR MEETINGS OF DIRECTORS

20.1 Subject to clause 20.2, the quorum for a meeting of Directors meeting is a majority of the Directors for the time being.

20.2 If at any meeting of Directors meeting a quorum is not present, the meeting must be adjourned for not less than one week and not more than two weeks and all Directors notified of such adjournment. When the meeting is reconvened, the Directors present at the reconvened meeting constitute a quorum.

20.3 The quorum must be present at all times during the meeting.

21. RESOLUTIONS OF DIRECTORS AT MEETINGS

21.1 Subject to the Corporations Act and clause 12, each Director has one vote at a meeting of Directors.

21.2 In the case of an equality of votes, subject to the Chair being entitled to exercise a deliberative vote, the Chair has a casting vote in addition to his or her deliberative vote.

22. MEETINGS OF DIRECTORS USING TECHNOLOGY

22.1 A meeting of Directors may be held with one or more Directors taking part using any technology that allows Directors to clearly and simultaneously communicate with each other participating Director.

22.2 Without limiting clause 22.1, a meeting of Directors may be held using any technology determined by the Directors.

22.3 A Director who participates in a meeting held under this clause 22 is taken to be present at the meeting.

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- 22.4 A meeting held under this clause 22 is deemed to be held at a place determined by the Directors, provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

23. ATTENDANCE BY NON-DIRECTORS

- 23.1 Unless determined otherwise by the Directors, the CE and the Secretary are required to attend at least part of all meetings of Directors.
- 23.2 Any other person (who is not a Director) may attend a meeting of Directors if invited to do so by the Chair or with the approval of the Directors, provided the invitation or approval is recorded in the minutes of the meeting.

24. CIRCULATING RESOLUTIONS OF DIRECTORS

- 24.1 The Directors may pass a resolution without a meeting of Directors 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.
- 24.2 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.
- 24.3 The resolution is passed when the last Director signs.

SECRETARY

25. SECRETARY

- 25.1 The Directors must appoint at least one Secretary, for any period and on any terms they think fit.
- 25.2 Subject to the terms of any employment contract, the Directors may remove or dismiss a Secretary at any time without cause.

OFFICERS' INDEMNITY AND INSURANCE

26. INDEMNITY

- 26.1 To the extent permitted by law, the Company must indemnify each person who is or has been an Officer against:
- 26.1.1 any liability (except for legal costs) incurred by that person as an Officer; and
 - 26.1.2 reasonable legal costs incurred in defending an action for a liability by that person as an Officer.
- 26.2 The Company need not indemnify a person under this clause in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 26.3 Where a person seeks to rely on the indemnity contained in this clause, that person must:

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- 26.3.1 immediately notify the Company of any claim which gives rise to or could give rise to a liability of the Company to that person under the indemnity;
 - 26.3.2 permit the Company to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;
 - 26.3.3 not make any admission without the prior written consent of the Company; and
 - 26.3.4 promptly render all reasonable assurance and co-operation to the Company as requested by the Company.

27. **INSURANCE**

To the extent permitted by law, the Company may pay a premium for a contract insuring a person who is or has been an Officer against those liabilities referred to in clause 26.1.

28. **CONTRACTS WITH OFFICERS**

To the extent permitted by law, the Company may contract with an Officer to:

- 28.1 keep a set of the Company's books (including minutes) and allow the Officer and the Officer's advisers access to the books;
- 28.2 indemnify the Officer against a liability referred to in clause 26.1;
- 28.3 insure the Officer against a liability referred to in clause 26.1.

MEMBERSHIP

29. **MEMBERSHIP**

- 29.1 Members are the Directors from time to time.
- 29.2 For the avoidance of doubt, a person automatically without the requirement for notice:
 - 29.2.1 becomes a Member upon that person being appointed or reappointed a Director; and
 - 29.2.2 ceases to be a Member upon that person ceasing to be Director.
- 29.3 The initial Members upon registration of the Company are the persons listed in the Schedule, all of whom have consented to be Members on the Company's registration

30. **REGISTER OF MEMBERS**

- 30.1 The Company must at all times keep an up to date register of Members listing in relation to each Member:

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- 30.1.1 the Member's name and residential address;
 - 30.1.2 any current address for sending notices to the Member by post, facsimile or electronic mail notified to the Company by the Member; and
 - 30.1.3 the date on which the Member's name is entered in the Register.
- 30.2 The Register of Members must also show:
- 30.2.1 the name and details of each person who ceased being a Member within the last two years; and
 - 30.2.2 the date on which the person ceased being a Member.
- 30.3 It is the responsibility of the Secretary to maintain or cause to be maintained the Register of Members in accordance with this clause.

PROCEEDINGS OF MEETINGS OF MEMBERS

31. AGM

- 31.1 While the Company is not a Registered Charity, the Company must hold an annual general meeting of Members in accordance with the requirements of the Corporations Act.
- 31.2 While the Company is a Registered Charity, the Company must hold a meeting of Members at least once in any calendar year in accordance with any requirements determined by the Directors (including any requirements relating to the business of the meeting).

32. CALLING MEETINGS OF MEMBERS

A Director may at any time, and the Secretary must on the request of a Director, call a meeting of Members.

33. NOTICE OF MEETINGS OF MEMBERS

- 33.1 While the Company is not a Registered Charity, notice of a meeting of Members must be given in accordance with the requirements of the Corporations Act.
- 33.2 While the Company is a Registered Charity, notice of a meeting of Members must be given in accordance with any requirements determined by the Directors.

34. MEETINGS OF MEMBERS

Unless the Directors otherwise determine, the rules about proceedings of meetings of Directors under this constitution apply to meetings of Members.

35. PROXIES OF MEMBERS

While the Company is not a Registered Charity, a Member may appoint a person as the Member's proxy to attend and vote for the Member at a meeting of Members in accordance with the Corporations Act.

36. RESOLUTIONS OF MEMBERS AT MEETINGS

36.1 Save for a resolution required by the law or this constitution to be passed as a Special Resolution, a resolution of Members is passed at a meeting of Members if a majority of the votes cast by Members are in favour of the resolution.

36.2 In the case of an equality of votes, the Chair has a casting vote in addition to his or her deliberative vote.

37. CIRCULATING RESOLUTIONS OF MEMBERS

37.1 The Members may pass any resolution without a meeting of Members being held if all the Members 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.

37.2 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.

37.3 The resolution is passed when the last Member signs.

DOCUMENTS AND RECORDS

38. EXECUTION OF DOCUMENTS

38.1 The Company may execute a document only if authorised:

38.1.1 by the Directors; or

38.1.2 in accordance with any delegations made by the Directors.

38.2 The Company may execute a document (including a deed):

38.2.1 in accordance with section 127 of the Corporations Act; or

38.2.2 in any other way approved by the Directors.

38.3 If the Company has a common seal:

38.3.1 the Directors must provide for its safe custody; and

38.3.2 it may only be used with the authority of the Directors.

39. NEGOTIABLE INSTRUMENTS

All negotiable instruments (including cheques) and receipts for payments to the Company must be signed, drawn, accepted, endorsed or otherwise executed by two Directors or in any other manner the Directors determine.

40. MINUTES

- 40.1 The Company must keep minute books in which it records within one month:
- 40.1.1 the names of the Directors, Secretaries and other persons present at all meetings of Members, Directors and Committees;
 - 40.1.2 all proceedings and resolutions passed at all meetings of Members, Directors and Committees, and all resolutions passed without meetings; and
 - 40.1.3 all disclosures of interests.
- 40.2 Minutes must be signed by the Chair of the meeting or of the next meeting.
- 40.3 Unless proved incorrect, signed minutes are presumed to be an accurate record of the proceedings.

41. RECORDS AND REPORTS

- 41.1 The Company must keep such financial and other records as required by law.
- 41.2 The Company must prepare, distribute and lodge all financial and other reports required by law.

42. AUDITOR

If the Company is required by law, or by the Directors, to prepare audited financial reports:

- 42.1 the Directors must appoint an auditor (who must not be a Director);
- 42.2 the Directors must cause the financial records and reports of the Company to be audited in accordance with those requirements; and
- 42.3 the audited financial reports must be tabled at the first AGM held following the completion of the relevant audited financial report.

43. AMENDMENT OF CONSTITUTION

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

GIFT FUND

44. GIFT FUND

- 44.1 If the Company is endorsed as a Deductible Gift Recipient, the Company may maintain for the principal purpose of the Company a gift fund which complies with Subdivision 30-BA of the Tax Act.
- 44.2 The Company must use the Gift Fund only for the principal purpose of the Company.
- 44.3 At the first occurrence of one of the following events:

-
- 44.3.1 the winding up of the Gift Fund; and
 - 44.3.2 the revocation of the Company's endorsement as a Deductible Gift Recipient,

the Company must give any surplus assets of the Gift Fund to such one or more charitable entities, funds, authorities or institutions as the Directors determine, provided that the relevant recipient:

- 44.3.3 is endorsed as a Deductible Gift Recipient;
- 44.3.4 has objects similar to or including those of the Company; and
- 44.3.5 has rules which prohibit any distribution to its members.

WINDING UP

45. WINDING UP

45.1 If the Company is wound up, each Member and each person who ceased to be a Member in the preceding year undertake to contribute \$10 to the property of the Company towards:

- 45.1.1 the payment of debts and liabilities of the Company;
- 45.1.2 the payment of costs, charges and expenses of winding up; and
- 45.1.3 the adjustment of the rights of the contributories amongst themselves.

45.2 If the Company is wound up, any surplus (after satisfaction of its debts and liabilities) must, subject to clause 44.3, be given to one or more of the charitable entities, funds, authorities or institutions determined by the Directors (or in default, by the Supreme Court of South Australia), provided that the relevant recipient:

- 45.2.1 has objects similar to or including those of the Company; and
- 45.2.2 has rules which prohibit any distribution to its members.

NOTICES

46. NOTICES TO MEMBERS

46.1 Each Member must notify the Company in writing of the Member's address for notices and any change to that address.

46.2 The Company may give notice to a Member:

- 46.2.1 personally;
- 46.2.2 by sending it by post, facsimile or electronic mail to the Member's Registered Address; or
- 46.2.3 by any other means permitted under the Corporations Act.

46.3 A notice is deemed to be received:

46.3.1 if hand delivered, on delivery;

46.3.2 if sent by prepaid mail, three business days after posting within Australia (or seven business days after posting by airmail to or from a place outside Australia);

46.3.3 if sent by facsimile, at the time and on the day shown in the sender's transmission report, if it shows that the entire notice was sent to the correct facsimile number;

46.3.4 if sent by electronic mail, on day and at the time the sender sends or attempts to send the notice, provided the sender does not receive any notification that the notice was not successfully sent or delivered.

47. NOTICE TO COMPANY

A Member or Director must give any document or notice required by the Corporations Act or this constitution to the Company at its registered office.

48. CALCULATING TIME

Time is calculated in accordance with the Corporations Act.

Schedule

INITIAL DIRECTORS AND MEMBERS

Justin Beilby

Graham Humphris

Jan Turbill

Christopher James Sampson

Kathryn Fleur Walker

John Gerard van Ruth

Samantha Joanne Mill

Kathryn Marie Zeitz

MEMBER'S AGREEMENT

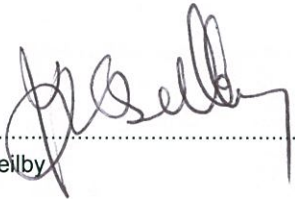
The Members and Directors at registration of the Company agree to this constitution.

Date:

Signed by Justin Beilby in the presence of:


.....
Signature of witness

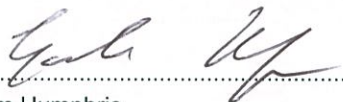
Shauna Watt
.....
Name of witness (print)


.....
Justin Beilby

Signed by Graham Humphris in the presence of:


.....
Signature of witness

Shauna Watt
.....
Name of witness (print)


.....
Graham Humphris

Signed by Jan Turbill in the presence of:


.....
Signature of witness

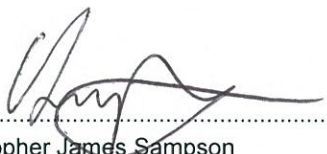
Shauna Watt
.....
Name of witness (print)


.....
Jan Turbill

Signed by Christopher James Sampson in the presence of:



.....
Signature of witness


Shauna Watt
.....
Name of witness (print)


.....
Christopher James Sampson




Signed by **Kathryn Fleur Walker** in the presence of:


.....
Signature of witness
Shauna Watt
.....
Name of witness (print)

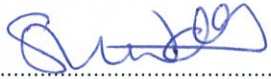

.....
Kathryn Fleur Walker


Signed by **John Gerard van Ruth** in the presence of:


.....
Signature of witness
Shauna Watt
.....
Name of witness (print)



.....
John Gerard van Ruth

Signed by **Samantha Joanne Mill** in the presence of:


.....
Signature of witness
Shauna Watt
.....
Name of witness (print)


.....
Samantha Joanne Mill

Signed by **Kathryn Marie Zeitz** in the presence of:


.....
Signature of witness
Shauna Watt
.....
Name of witness (print)


.....
Kathryn Marie Zeitz

