



Women's Housing Company Limited
(ACN 002 704 056)

Constitution

Ratified 16 June 2025

CONSTITUTION OF WOMEN'S HOUSING COMPANY LIMITED (ACN 002 704 056)

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1. Name

The name of the Company is Women's Housing Company (referred to in this constitution as the Company).

2. Type of company

The Company is a not-for-profit public company limited by guarantee and does not have a share capital.

3. Replaceable Rules

The replaceable rules set out in the *Corporations Act 2001 (Cth)* (**Corporations Act**) do not apply to the Company.

4. Objects

The objects of the Company are:

- 4.1 To act as a charity and provide for the relief of poverty and suffering and the advancement of social or public welfare through the provision of access to affordable accommodation and housing assistance to women with or without dependent children in their care on the basis of their individual need.
- 4.2 To provide the above assistance through the Company negotiating with private and/or public sources to enable leasing and purchasing of property for residential purposes.
- 4.3 To give priority to women with or without children on low income, including but not limited to, those in receipt of statutory benefits.
- 4.4 To offer information and advice on housing matters within the scope of the Company's activities, and to facilitate referrals to other housing agencies where appropriate.
- 4.5 To actively encourage and maintain understanding and equitable relations between the Company and those it assists.
- 4.6 To educate and assist individuals it assists to become independent and reliable in meeting and maintaining their obligations as tenants.

- 4.7 To cooperate with and offer support and assistance to women's and other crisis services and in particular to those organisations who operate refuges for women within the Sydney metropolitan area.
- 4.8 To undertake research into any aspects relating to the objects of the Company and to publish and make recommendations on the findings thereof.

5. *Non-profit company*

- 5.1 The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set forth in this constitution.
- 5.2 No income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Company except:
 - 5.2.1 remuneration to any member employed by the Company in return for services actually rendered to the Company;
 - 5.2.2 payment to a member in return for goods or services supplied to the Company in the ordinary course of business;
 - 5.2.3 interest (at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent) on money borrowed by the Company from a member; or
 - 5.2.4 reasonable rent for premises let by any member to the Company.

6. *Amending the constitution*

- 6.1 The members may amend the constitution by passing a special resolution.
- 6.2 Any amendment to the constitution will take effect from the date of the special resolution, or from any later date specified in the resolution.
- 6.3 The members must not pass a special resolution that amends this constitution if passing it would mean the Company would no longer be a charity.
- 6.4 If the Company is registered as a charity by the ACNC, the ACNC must be notified in writing of any alteration of this constitution.

7. *Liability of members*

- 7.1 A member must contribute to the assets of the Company, in the event that the Company is wound up while that member is a member, or within one year afterwards for:

- 7.1.1 payment of the debts and liabilities of the Company contracted before the time at which the member ceased to be a member; and
 - 7.1.2 the costs, charges and expenses of winding up the Company.
- 7.2 The liability of a member of the Company to contribute towards the payment of the debts and liabilities of the Company or the costs, charges and expenses of the winding up of the Company is limited to a sum not exceeding twenty dollars (\$20).

8. *Distribution of surplus assets*

- 8.1 The members have no right to any surplus assets remaining after the completion of the winding up or dissolution of the Company.
- 8.2 Notwithstanding any other provision in this constitution, all remaining community housing assets in a participating jurisdiction on winding up or dissolution of the Company will be transferred to another registered community housing provider or to a Housing Agency in the jurisdiction in which the asset is located.
- 8.3 Any other remaining assets which are not community housing assets in a participating jurisdiction will be given or transferred to an entity:
 - 8.3.1 with objects similar to the objects of the Company;
 - 8.3.2 whose constitution prohibits the distribution of income and property among members to an extent at least as great as is imposed by this constitution;
 - 8.3.3 chosen by the members of the Company at or before the completion of winding up or dissolution;
 - 8.3.4 which is exempt from the payment of income tax under the provisions of the Income Tax Assessment Act 1997; and
 - 8.3.5 which is not carried out for the purposes of profit or gain to its members.
- 8.4 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members or if members do not make this decision, the company can apply to the Supreme Court to make this decision.
- 8.5 For the purposes of this clause 8, the terms “community housing assets”, “Housing Agency” and “participating jurisdiction” have the same meaning given to the terms in the *Community Housing Providers (Adoption of National Law) Act 2012 (NSW)*, as amended or replaced.

9. Financial records

- 9.1 The Company must keep accounting records to correctly record and explain the Company's transactions (including any transactions as trustee) and the financial position of the Company.
- 9.2 The Company must keep its accounting records in a manner that will enable:
 - 9.2.1 the preparation of true and fair accounts of the Company; and
 - 9.2.2 the accounts of the Company to be conveniently and properly audited in accordance with the Corporations Act.
- 9.3 Each member has the right to inspect the Company's financial records. The Board may restrict the manner and times at which such inspections may take place.
- 9.4 At least once in every year the accounts of the Company must be examined by a qualified auditor who must report to the members in accordance with the provisions of the Corporations Act.

10. Membership

- 10.1 Membership of the Company is open to any person who accepts the objects and rules of the Company.
- 10.2 A person may apply for membership of the Company by submitting to the secretary a membership application form approved by the Board stating that they:
 - 10.2.1 want to become a member;
 - 10.2.2 support the objects and rules of the Company; and
 - 10.2.3 agree to comply with the Company's constitution.
- 10.3 There is no fee for membership of the Company.
- 10.4 The Board has the right to decide whether to accept or reject a membership application. This decision requires 80% quorum and 100% approval by those present.
- 10.5 If the Board approves a membership application, the secretary must notify the applicant as soon as possible that their application has been approved and, within the later of 21 days of (a) receipt of a properly completed membership application and (b) Board approval, enter the applicant's name and address in the register of members. Upon the name and address being entered into the register the applicant becomes a member of the Company.

10.6 If the Board rejects a membership application, the secretary must notify the applicant as soon as possible that their application has been rejected. The Board does not have to give reasons for rejecting a membership application.

10.7 A person ceases to be a member of the Company if:

10.7.1 the person resigns from membership by notice in writing to the secretary;

10.7.2 the person has their membership terminated;

10.7.3 the person dies; or

10.7.4 the Company is wound up or otherwise dissolved.

11. *Transfer of membership*

11.1 Membership of the Company and the associated rights cannot be transferred or sold.

12. *Rights associated with membership*

12.1 Each member of the Company has the following rights:

12.1.1 to receive notice of, attend and vote at general meetings of the Company; and

12.1.2 to be eligible for election or appointment to the Board.

13. *Register of members and inspection of company records*

13.1 The secretary of the Company must establish and maintain a register of members of the Company. The register must contain the name and address of each person who is a member of the Company together with the date on which the person became a member.

13.2 The registers of members must be kept at the principal place of administration of the Company.

13.3 Each member has the right to inspect the Company's financial and other records. The Board may restrict the manner and times at which such inspections may take place. The Board may also limit or prohibit access to documents that contain private or confidential information.

14. Resolution of internal disputes

- 14.1 In the event of a dispute arising between members (in their capacity as members), or between a member and the Company, or between a member and the Board, the following procedure shall apply.
- 14.1.1 Each side of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt in good faith to settle the dispute by negotiation.
 - 14.1.2 Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a person mutually agreed upon for mediation.
 - 14.1.3 In the event that no person can be agreed upon to mediate the dispute it must be referred to a community justice centre for mediation in accordance with *the Community Justice Centres Act 1983*.

15. Disciplining members

- 15.1 The directors may resolve to warn, suspend or expel a member from the Company if:
- 15.1.1 the member has breached this constitution; or
 - 15.1.2 the member's behaviour is causing, has caused, or is likely to cause harm to the Company.
- 15.2 At least 14 days before the directors' meeting to discuss a member's breach or misconduct, the secretary must notify the member in writing of the meeting and give the member an opportunity to explain or defend themselves by submitting a written explanation or speaking at the meeting. After considering the member's explanation, the directors may make a decision to:
- 15.2.1 take no further action;
 - 15.2.2 warn the member;
 - 15.2.3 suspend the member's right as a member for a period of no more than 12 months;
 - 15.2.4 expel the member;
 - 15.2.5 refer the decision to an unbiased independent person; or
 - 15.2.6 require the matter to be determined at a general meeting.

- 15.3 The secretary must give written notice to the member of the decision under clause 15.2 as soon as possible.
- 15.4 There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith under this clause.

16. General meetings

- 16.1 The directors may call a general meeting, including an annual general meeting (**AGM**) as set out in this constitution.
- 16.2 An AGM must be held:
 - 16.2.1 at least once in every calendar year;
 - 16.2.2 within five (5) months of the end of the Company's financial year;
and
 - 16.2.3 at a time and place determined by the Board.
- 16.3 The business of the AGM is:
 - 16.3.1 to receive and consider the accounts, statements and reports of the Company;
 - 16.3.2 to elect the members of the Board as set out in clause 24;
 - 16.3.3 to appoint the auditor (where necessary); and
 - 16.3.4 to deal with any other business included in the notice of meeting.
- 16.4 A copy of the accounts, statements and reports prescribed by the Corporations Act to be presented at the AGM must be provided to members at least twenty-one (21) days before the AGM.
- 16.5 Calling general meetings (other than AGM)
 - 16.5.1 Any two members of the Board may convene a general meeting of the Company.
 - 16.5.2 a general meeting must be called by the directors if requested by members with at least 5% of the votes that may be cast at a general meeting. If such request has been made, the directors must:
 - 16.5.2.1 within 21 days of the members' request, give all members notice of the general meeting; and

16.5.2.2 hold the general meeting within 2 months of the members' request.

16.6 Every notice convening a general meeting must:

- 16.6.1 be in writing;
- 16.6.2 specify the place, the date and the time of the meeting (and if the meeting is to be held in two or more places or virtually) the virtual meeting platform that will be used and any other details regarding the virtual platform that are relevant to the meeting;
- 16.6.3 the general nature of the business to be transacted;
- 16.6.4 if applicable, that a special resolution is to be proposed and the words of the proposed special resolution; and
- 16.6.5 a statement that members have the right to appoint proxies.

16.7 Except for resolutions to appoint or remove a director or auditor, the Company may call on notice shorter than 21 days:

- 16.7.1 an AGM, if all the members entitled to attend and vote at the AGM agree beforehand; and
- 16.7.2 any other general meeting, if the members with at least 95% of the Company's votes agree beforehand.

16.8 If a general meeting is adjourned for one month or more, the members must be given new notice of the resumed meeting.

16.9 Right of non-members to attend meetings

- 16.9.1 Any auditor and any director of the company is entitled to attend and address a general meeting.
- 16.9.2 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.

17. *Proceedings at general meetings*

17.1 Twelve (12) members present in person or 50% of the entire membership of the Company, whichever is less, constitute a quorum for the transaction of the business of a general meeting.

- 17.2 If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting, then:
- 17.2.1 the meeting, if convened upon the requisition of members, is to be dissolved; or
 - 17.2.2 in any other case, the meeting is to be adjourned to a date, time and place determined by the person chairing the meeting.
- 17.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present will constitute a quorum.

18. *Chairperson for general meetings*

- 18.1 The chairperson of the Board (**Chairperson**) is entitled to chair general meetings.
- 18.2 The Chairperson is responsible for the conduct of the general meetings.
- 18.3 The Chairperson must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 18.4 If the Chairperson is absent from a meeting or unwilling to act, the members present must elect one of their members to act as chairperson at the meeting. The acting chairperson has same power and obligations that apply to the Chairperson as set out in this clause.

19. *Adjournment*

- 19.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a specified time, date and place. No business can be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 19.2 Where a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

20. *Voting*

- 20.1 At a general meeting, a motion put to the vote of the meeting is to be decided on a show of hands unless a ballot is (before or on the declaration of the result of a show of hands) demanded by:
- 20.1.1 the Chairperson; or
 - 20.1.2 any two members.

- 20.2 Every member present in person has one vote on a show of hands. Every member present in person or who has exercised a postal vote shall have one vote on a ballot.
- 20.3 If there is an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting is entitled to a second or casting vote.
- 20.4 If a ballot is not demanded, a declaration by the Chairperson that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 20.5 If a ballot is demanded, it is to be taken in the manner determined by the Chairperson.
- 20.6 The demand for a ballot may be withdrawn.

21. *Appointment of proxy*

- 21.1 A member can appoint a proxy to attend and vote at a general meeting on their behalf.
- 21.2 A proxy does not need to be a member.
- 21.3 A proxy appointed to attend and vote for a member has the same rights as a member to speak at the meeting and vote by show of hands.
- 21.4 A person appointed as a proxy must declare at the beginning of the meeting that she/he is a proxy for a member.
- 21.5 An appointment of proxy form approved by the Board (**Proxy Form**) must be signed by the member appointing the proxy and must be received by the Company secretary at least 48 hours prior to the meeting. A Proxy Form must contain:
 - 21.5.1 the member's name and address;
 - 21.5.2 the Company's name;
 - 21.5.3 the proxy's name; and
 - 21.5.4 the meeting(s) at which the proxy will be appointed to attend on the member's behalf.

22. *Written resolution of members*

- 22.1 The members of the Company may pass a resolution without a meeting being held if all 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.
- 22.2 A written resolution may consist of several documents in like form, each signed by one or more members. A resolution bearing an electronic copy of a signature is deemed to be signed.

23. *Board of Directors*

- 23.1 The Board is to consist of a minimum of four directors and a maximum of nine directors. Each director must be a member of the Company and at least 18 years of age.
- 23.2 Chairperson
 - 23.2.1 The Board must elect one of the directors to be the Chairperson.
 - 23.2.2 The Chairperson shall be appointed for a term of three years. A Chairperson may serve a maximum of two terms (six years in total). After serving two terms, the Chairperson shall not be eligible for reappointment.
- 23.3 The business and operations of the Company are to be managed and controlled by the Board, and for that purpose the Board may exercise the powers of the Company as if they had been expressly conferred on the Board by a general meeting of the Company.
- 23.4 The powers of the Board are subject to any restrictions imposed by the Corporations Act or by the Company's constitution.
- 23.5 The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.

24. *Election of directors*

- 24.1 Each director shall be appointed for a term of three years. A director may serve a maximum of four terms (twelve years in total). After serving four terms, a director must retire at the AGM and is not be eligible for reappointment.
- 24.2 Clause 24.1 does not apply to any director in office on the date of the adoption of this amended constitution (16 June 2025) who has already served for a period exceeding the maximum tenure prescribed in clause 24.1 (**Existing Directors**). The Existing Directors may continue to serve until the earlier of:
 - 24.2.1 his or her voluntary resignation; or

24.2.2 at the first AGM following the 2025 Amendment Date.

24.3 The election of the directors is to take place in the following manner:

- 24.3.1 Any two members of the Company may nominate any other member for election as a director.
- 24.3.2 subject to clause 24.1, a retiring director is eligible for re-election.
- 24.3.3 The nomination must be in writing, signed by the candidate, the proposer and the seconder and lodged with the secretary at least 28 days before the AGM at which the election is to take place.
- 24.3.4 If the number of nominations received and the current number of directors exceeds nine, a secret ballot shall be held.
- 24.3.5 If the number of nominations received and the current number of directors is nine or less the candidates nominated shall be deemed to be elected.
- 24.3.6 In situations where insufficient advance nominations are received to fill all Board positions, nominations may be accepted from the floor of the meeting in relation to the unfilled Board positions only.
- 24.3.7 Any Board positions that are unfilled at AGM shall be regarded as casual vacancies.
- 24.3.8 The Board may, by resolution, prescribe how a secret ballot is to be conducted. In the absence of any such resolution the ballot shall be conducted by a returning officer appointed by the meeting and shall use the "first past the post" system.

24.4 The Board has the power to appoint any member of the Company to the Board to fill a casual vacancy. Such appointment requires a resolution approved by at least 75% of the then current Board members and a consent to act as a director of the Company duly signed by the member. Any member so appointed to the Board will hold office until the earlier of (i) next AGM or (ii) when the casual vacancy is filled.

24.5 The Company may, by ordinary resolution, remove any member of the Board before the expiration of the member's period of office and may, by ordinary resolution, appoint another person in the member's place. The person so appointed will hold office until the next AGM.

24.6 The office of a member of the Board will become vacant if the member:

- 24.6.1 resigns office by notice in writing to the Company;

- 24.6.2 is absent from three meetings of the Board in one year without permission of the Board;
- 24.6.3 ceases to be a member of the Company;
- 24.6.4 becomes bankrupt or makes any arrangement or composition with creditors generally;
- 24.6.5 ceases to be a member of the Board by operation of the Corporations Act;
- 24.6.6 becomes ineligible from becoming a member of the Board for any reason under the Corporations Act or the ACNC Act;
- 24.6.7 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- 24.6.8 dies.

25. *Proceedings of the Board*

- 25.1 Meetings of the Board are to be held as often as necessary to conduct properly the business of the Company and must in any case be held at least quarterly.
- 25.2 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors. A quorum must be present for the whole directors' meeting.
- 25.3 Questions arising at any Board meeting are to be decided by a majority of votes.
- 25.4 In the case of an equality of votes, the Chairperson may have a second or casting vote.
- 25.5 The Chairperson or any two directors may, and the secretary must, if requested by the Chairperson or any two directors at any time, call a meeting of the Board.
- 25.6 Except in special circumstances determined by the Chairperson, at least 48 hours' notice must be given to the directors of all meetings of the Board.
- 25.7 The Board may function validly provided its number does not fall below the minimum number of directors specified in clause 23.1(**Required Minimum**). If the number of directors drops below the Required Minimum, the remaining directors may act only to appoint a new director.

26. Power of Directors

26.1 The Board has the power to do all things necessary to carry out the objects of the Company and make, amend and repeal policies and procedures of the Company.

26.2 Transaction of business outside Board meetings

The Board may transact any of its business:

- 26.2.1 by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board;
- 26.2.2 at a meeting which is held using any virtual meeting platform that is agreed to by all of the directors.

A resolution approved under the above rule is to be recorded in the minutes of the meetings of the Board.

26.3 Board delegation and Board committees

- 26.3.1 The Board may, by resolution, delegate to a director or committee of two or more directors, the exercise of such of the Board's powers (other than this power of delegation) as are specified in the resolution. The Company or the Board may by resolution, revoke wholly or in part any such delegation.
- 26.3.2 A delegation under the above clause may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.
- 26.3.3 Notwithstanding a delegation under this rule, the Board may continue to exercise all or any of the powers delegated.
- 26.3.4 A committee may elect a committee chair of its meetings. If no such person is elected, or, if at any meeting the committee chair is not present within 5 minutes after the time appointed for holding the meeting, then the members present may choose one of the members to be the committee chair of the meeting.
- 26.3.5 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the members present and voting. In case of an equality of votes the committee chair may have a second or casting vote.

27. *Honorary service by directors*

- 27.1 No director can be appointed to any salaried office of the Company or any office of the Company paid by fees, and no holder of such an office can be appointed to the Board.
- 27.2 No remuneration or other benefit in money or money's worth may be paid or given by the Company to a director except for the payment of out-of-pocket expenses incurred by the director in the performance of a duty as a director.

28. *Minutes*

- 28.1 The Board must keep minutes of meetings made in books provided for the purpose, and in particular:
 - 28.1.1 of all appointments of officers and employees made by the directors;
 - 28.1.2 of the names of the directors present at each meeting of the Board and of any committee of the Board; and
 - 28.1.3 of all resolutions and proceedings at all meetings of the Company and of directors and of committees of directors.
- 28.2 Minutes must be recorded in the minute book within 7 days of the date of the meeting to which they relate.
- 28.3 The confirmation of minutes must be the first business at the next succeeding meeting of the Company, Board or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes must be confirmed at the next succeeding meeting.
- 28.4 The minutes are to be kept in the English language.

29. *Written resolution*

- 29.1 The directors of the Company may pass a resolution without a Board 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.

- 29.2 A written resolution may consist of several documents in like form, each signed by one or more directors. A resolution bearing an electronic copy of a signature is deemed to be signed.

30. *Conduct of meeting using communications media*

- 30.1 General meetings of members (including AGM) and meetings of directors may be duly convened and held by way of telephone, video conferencing link-up or other medium for electronic communication available for such purpose from time to time as long as:

- 30.1.1 the number and category of persons participating and physically present would represent a quorum for the purposes of the constitution;
- 30.1.2 due notice of the meeting and of intention to use a medium of electronic communication has been given to all persons entitled to notice of the meeting;
- 30.1.3 each of the participants acknowledges:
 - 30.1.3.1 such participant's presence to the Chairperson of the meeting;
 - 30.1.3.2 that the participant can hear and communicate with the other participants (that is, simultaneously hear each other and to participate in discussion) and see all documents tabled at the meeting;
 - 30.1.3.3 the Chairperson of the meeting is satisfied with the identification of each of the participants at the commencement of the meeting and the presence of a quorum; and
 - 30.1.3.4 voting of the participants on all issues is able to be clearly ascertained by the chair of the meeting.

31. *Secretary*

- 31.1 The secretary must be appointed by the Board for such term, upon such conditions as it thinks fit. The secretary may be removed by the Board.

32. *Common seal*

- 32.1 The Board must provide for the safe custody of the Company's common seal. The common seal may only be used with the authority of the Board. Every instrument to which the common seal is affixed must be signed by a member of the Board and countersigned by the secretary or by a second member of the Board.

33. Notice

- 33.1 The Company may give a notice to any member either personally or by posting it to the member at the member's registered address. A notice sent by post is deemed to have been received two days after the date of posting.
- 33.2 Notice of every general meeting must be given to every member and the company's auditor.

34. Indemnity

- 34.1 To the extent permitted by law and subject to the restrictions in the Corporations Act, the Company indemnifies each person who is, or has been, a director or Secretary of the Company out of the assets of the Company, against:
 - 34.1.1 any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); or
 - 34.1.2 reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 34.2 For the purposes of clauses 34 and 35, **officer** means a director, the secretary or other officer of the Company.
- 34.3 The benefit of each indemnity given in this clause continues, even after its terms or the terms of this clause are modified or deleted, in respect of a liability arising out of acts or omissions occurring before the modifications or deletion.

35. Insurance

- 35.1 To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer, auditor or employee of the Company against any liability incurred by the person as a director, Secretary, auditor or employee of the Company.

36. Conflict of interest

- 36.1 A Board member who is directly or indirectly interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to that person's attention, declare the nature of the interest at a meeting of the Board.

- 36.2 A Board member who occupies a position or owns property, which may lead to a conflict with his or her duties or interests as a Board member, must declare the fact and the nature of the conflict.
- 36.3 A Board member must leave a meeting of the Board and take no part in the decision making when the meeting is considering:
- 36.3.1 any matter relating to the accommodation which has been provided by the Company to the Board member;
 - 36.3.2 any proposal for the supply of other services or goods to the Board member;
 - 36.3.3 the appointment, conditions of service, or remuneration of a person who belongs to the Board member's immediate family;
 - 36.3.4 any proposal for the supply of goods or services by a Board member or a person who belongs to the Board member's immediate family; or
 - 36.3.5 any other situation, which is regarded as a conflict of interest.

37. *Original subscribers*

The full names, addresses and occupations of the original subscribers were: -

(removed for privacy reasons)

