

Constitution of Life Sciences Queensland Limited

A company limited by guarantee

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Constitution of Life Sciences Queensland Limited

1 General

1.1 Name of Company

The name of the Company is Life Sciences Queensland Limited.

1.2 Liability of Members

The liability of Members is limited.

1.3 Replaceable Rules

The Replaceable Rules do not apply to the Company.

2 Definitions and interpretation

2.1 Definitions

In this document:

Term	Definition
Advisory Committee	means an Advisory Committee established under rule 13.7.
Associate Member	means a member recorded in the Register as an Associate Member.
ASIC	means the Australian Securities and Investments Commission.
Board	means the board of directors of the Company.
Business Day	means a day that is not a Saturday, Sunday or public holiday where the Office is located.
Chairman	includes an acting chairman under rule 8.5.
Committee	means the Advisory Committee and/or any Sub-Committee.
Company	means Life Sciences Queensland Limited.
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth) and <i>Corporations Regulations 2001</i> (Cth).
Director	means a person appointed or elected to the office of director of the Company and includes an alternate director appointed to the Board.

Term	Definition
Executive Officer	for the purposes of rule 20, means a person who is concerned, or takes part in, the management of the Company (regardless of the person's designation and whether or not the person is a director of the Company).
Fee Date	means 1 July each year.
Liability	for the purposes of rule 20, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Member	means any person who becomes a member under the Corporations Act or this Constitution.
Members Present	means Members present, and entitled to vote, at a general meeting of the Company in person, or by their appointed representative, proxy, or attorney.
Membership Fee	means the fee set by the Board in accordance with rule 5.12.
Office	means the registered office of the Company.
Officer	for the purposes of rule 20, means a Director or Secretary of the Company or a person: <ul style="list-style-type: none"> (a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; (b) who has the capacity to affect significantly the Company's financial standing; or (c) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board or the Company).
Ordinary Member	means a member recorded in the Register as an Ordinary Member.
Proceedings	for the purposes of rules 20.2 and 20.4 has the meaning set out in rule 20.5.
Register	means the register of Members of the Company established under the Corporations Act.
Registered Address	means the address of the Member specified in the Register or another other address notified by the Member to the Company as the place they will accept service of notices.
Replaceable Rules	means the replaceable rules under the Corporations Act and includes any replaceable rules that become or may become a provision of the Corporations Act.
Seal	means the common seal of the Company if any.
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.

Term	Definition
Sub-Committee	means a committee established under rule 13.8.

2.2 Interpretation

In this document:

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

3 Objects and powers

3.1 Objects of Company

The objects of the Company are:

- (a) to advance and promote the life sciences industry in Queensland including biomedical, (diagnostics, devices and therapeutics) and agri-industrial (food and fibre, energy, mining and environmental) products and services;
- (b) to establish a Queensland life sciences industry organisation for the benefit of participants in the industry and the community;
- (c) to promote an awareness in the public of the need for importance and benefits of participating in clinical trials;

- (d) to receive and obtain the Foundation Supporters' and any other third parties financial or in kind support for the provision of services or products for advancement and promotion of the life sciences industry in Queensland;
- (e) to receive and obtain funding from government, sponsors or any other sources for the advancement and promotion of the life sciences industry;
- (f) to assist the life sciences industry, enterprises and their participants, with business development and innovation;
- (g) to enhance the image of the Queensland life sciences industry and careers in the community by working proactively with industry stakeholders in the community;
- (h) to promote the Queensland life sciences industry within Australia and internationally;
- (i) to research, collect, plan, coordinate and provide input into national and international research and to develop education and strategies relating to education and training within the life sciences industry;
- (j) to act as advocate for the life sciences industry and its stakeholders in relation to issues arising in Queensland, nationally and internationally affecting the industry;
- (k) to promote the objects of the Company in any manner the Board considers appropriate; and
- (l) do all such other things as are incidental or conducive to the attainment of these objects.

3.2 Separate objects

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

3.3 Powers of the Company

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

3.4 No power to issue shares

The Company has no power to issue or allot shares.

4 Non-profit nature of the Company

4.1 Non-profit

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

4.2 No distribution of profits to Members on winding up

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

4.3 Limited liability on winding up

- (a) The liability of the Members is limited.
- (b) If the Company is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute to the assets of the Company for:
 - (i) the payment of the debts and liabilities of the Company contracted before the person ceased to be a Member;
 - (ii) the costs of winding up; and
 - (iii) the adjustment of the rights of the contributors among themselves.
- (c) The maximum liability of each Member under rule 4.3(b) is \$10.

5 Membership

5.1 First Members

The first Members of the Company will be those persons named as members in the application for registration of the Company.

5.2 Membership

The number of Members of the Company is unlimited.

5.3 Classes of membership

Until otherwise decided by the Members in general meeting, the classes of membership will be:

- (a) Ordinary Members, and
- (b) Associate Members.

Existing members of the Company are eligible for Ordinary or Associate membership.

5.4 Application for Ordinary Membership

Any body corporate which in the opinion of the Board:

- (a) is supportive of the objects of the Company; and
- (b) is involved in research or development or commercialisation of life sciences products and technologies associated with the objects of the Company,

may apply for Ordinary Membership of the Company:

5.5 Application for Associate Membership

Any body corporate which in the opinion of the Board:

- (a) is supportive of the objects of the Company; and
- (b) is either:
 - (i) involved in service delivery associated with the objects of the Company; or
 - (ii) is making a financial commitment to the Company as determined by the Board is required of Associate Members,

may apply for Associate Membership of the Company.

5.6 Form of Application

- (a) An application for Membership, either as an Ordinary Member or as an Associate member, must:
 - (i) be in writing in a form approved by the Board;
 - (ii) be signed by the applicant; and
 - (iii) be accompanied by any other documents or evidence as to qualification for Membership which the Board requires.
- (b) If the applicant is a body corporate it must nominate one person (**Nominated Representative**) to represent it in the Company. The application form must:
 - (i) state the name and residential address of the Nominated Representative; and
 - (ii) be signed by the Nominated Representative.
- (c) A Nominated Representative must consent to the nomination in writing.
- (d) The application must be accompanied by the Membership Fee.

5.7 Admission to Membership

- (a) The Board may in its absolute discretion accept or reject any application for membership.
- (b) The Board need give no reason for the rejection of an application for membership.
- (c) If an application for membership is rejected the Secretary must notify the applicant in writing and the Membership Fee (if any) paid by the applicant must be refunded to the applicant as soon as reasonably possible.
- (d) If an applicant is accepted for membership:

- (i) the name and details of that person must be entered in the Register of Members; and
- (ii) the Secretary must notify the applicant in writing of such acceptance.

5.8 Ordinary Members

An Ordinary Member, or their Nominated Representative, once admitted and so long as they remain an Ordinary Member are entitled to:

- (a) attend any general meeting of the Company; and
- (b) vote at any general meeting of the Company.

5.9 Associate Members

An Associate Member, or their Nominated Representative, once admitted and so long as they remain an Associate Member are entitled to:

- (a) attend any general meeting of the Company;
- (b) but are not entitled to vote at any general meeting of the Company.

5.10 Notification by Members

- (a) Each Member must promptly notify the Secretary in writing of any change in their qualification to be a Member of the Company.
- (b) Each body corporate Member must promptly notify the Secretary in writing of any change in its Nominated Representative.

5.11 Register of Members

- (a) The Secretary must ensure that a Register of Members is kept by the Company in accordance with the Corporations Act.
- (b) The following must be entered in the Register of Members in respect of each Member:
 - (i) the full name of the Member;
 - (ii) the residential address, facsimile number and electronic mail address (if any) of the Member;
 - (iii) the date of admission to and cessation of Membership;
 - (iv) the date of last payment of the Member's Membership Fee;
 - (v) the full name, address, facsimile number and electronic mail address (if any) of its Nominated Representative;
 - (vi) the class of Membership the applicant nominates or is nominated for; and
 - (vii) such other information as the Board requires.

- (c) Each Member and Nominated Representative must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within one month after the change.

5.12 Membership Fee

- (a) The Board has absolute discretion to determine from time to time, the Membership Fees or any other fees payable by Members of the Company including the power to introduce any fees that are additional to the Membership Fees that it considers are necessary and prudent, and in the best interests of the Company.
- (b) The Membership Fee payable by a Member of the Company is the sum the Board determines for each class of Membership.
- (c) All Membership Fees are due and payable in advance on the Fee Date each year.
- (d) If a person is admitted to Membership of the Company during the months of January to June the Board may reduce the Membership Fees payable by the applicant in respect of the remainder of the period until the following Fee Date.

5.13 Termination of Membership

- (a) The Board may terminate a Member's membership if the Member:
 - (i) has membership fees in arrears;
 - (ii) has conducted himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Company.
- (b) Before the Board terminates a Member's membership, the Board must give the Member written notice of its intention to terminate the Member's membership and the reason for the proposed termination.
- (c) If the reasons identified in the notice issued pursuant rule 5.13(b) remains unresolved for more than one month following the notice being issued, the Member ceases to be entitled to any of the rights or privileges of Membership.
- (d) The rights or privileges of Membership may be reinstated at the absolute discretion of the Board.

6 Financial records

6.1 Keeping of financial records

- (a) The financial year of the Company begins on 1 July and ends at 30 June in the following calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting, financial reporting, review and audit requirements of the Corporations Act.
- (c) If required by the Corporations Act, the Board must:
 - (i) notify all Members at the end of each financial year of their entitlement to receive copies of the financial report prepared by the Company including a copy of the

auditor's report, if any, and any other documentation as required by the Corporations Act;

- (ii) lay before the Members at each annual general meeting the financial statements required under rule 6.1(b).

6.2 Banking of money

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

6.3 Appointment of auditor or reviewer

If required by the Corporations Act, the Company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the Company.

6.4 Inspection of records of the Company

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

7 General meetings

7.1 General meetings

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

- (vi) who is not a Member (or a proxy, attorney or corporate representative of a Member), a Director or the auditor of the Company.
- (c) A person, whether or not a Member, who is invited by the Board or the Chairman to attend a general meeting, may be present.

7.2 Circulating resolutions

- (a) This rule 7 applies to resolutions which the Corporations Act, or this Constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Corporations Act to remove an auditor.
- (b) The Company may pass a resolution without a general meeting 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.
- (c) 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.
- (d) The resolution is passed when the last member signs.
- (e) If the Company received by facsimile transmission a copy of a document referred to in this rule 7 it is entitled to assume that the copy is a true copy.

7.3 Annual general meeting

A general meeting, to be called the annual general meeting, must be held at least once in every calendar year (after the end of the first financial year).

7.4 Notice of meeting

- (a) Subject to the provisions of the Corporations Act as to short notice, at least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Company.
- (b) The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this Constitution does not invalidate the proceedings at or any resolution passed at the meeting.
- (c) Subject to the Corporations Act, if the meeting is to be held at two or more places the notice must set out details of the technology used to conduct the meeting.

7.5 Persons entitled to notice of general meeting

- (a) Written notice of a general meeting must be given to:
 - (i) each Member;
 - (ii) each Director; and
 - (iii) the Company's auditor or reviewer (if any).
- (b) No other person is entitled to receive notice of general meetings.

7.6 Contents of notice

- (a) A notice of a general meeting must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used);
 - (ii) state the general nature of the meeting's business;
 - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - (iv) contain a statement setting out the following information:
 - (A) that the member has a right to appoint a proxy; and
 - (B) that the proxy need not be a member of the Company.

7.7 Notice of adjourned meeting

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

8 Proceedings of meetings

8.1 Business of general meetings

- (a) The business of an annual general meeting is:
 - (i) if required by the Corporations Act, to receive and consider the financial and other reports required by the Corporations Act to be laid before each annual general meeting;
 - (ii) to elect Directors pursuant to Rule 10;
 - (iii) if required by the Corporations Act, to appoint an auditor or reviewer; and
 - (iv) to transact any other business which, under this document, is required to be transacted at an annual general meeting.
- (b) All other business transacted at an annual general meeting and all business transacted at other general meetings is special business.
- (c) Except with the approval of the Board, with the permission of the Chairman or under the Corporations Act, no person may move at any meeting either:
 - (i) any resolution or any amendment of a resolution about any special business of which notice has been given under rule 7.6; or
 - (ii) any other resolution which does not constitute part of special business of which notice has been given under rule 7.6.
- (d) The auditor or reviewer, if any, and its representative may attend and be heard on any part of the business of a meeting concerning the auditor or reviewer. The auditor or

reviewer, if any, or its representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit or review, if undertaken.

8.2 Quorum

- (a) Two Members present constitute a quorum at a general meeting where the number of Members is ten or less. Where the number of Members is more than ten, the number of Members present required to constitute a quorum at a general meeting is five. If the Company at any time has only one Member, the quorum is one.
- (b) If the requisite quorum is not present at the commencement of the business of the general meeting, no business can be transacted except the election of a chairman and the adjournment of the meeting.

8.3 Adjournment in absence of quorum

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

8.4 Chairman

- (a) The Chairman of the Board is entitled to take the chair at every general meeting.
- (b) If at any general meeting:
 - (i) the Chairman of the Board is not present at the specified time for holding the meeting; or
 - (ii) the Chairman of the Board is present but is unwilling to act as chairman of the meeting,

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

8.5 Acting Chairman

If during any general meeting the Chairman acting under rule 8.4 is unwilling to act for any part of the proceedings, the Chairman may withdraw from the chair during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director or who has been nominated for election as a Director at the meeting to be acting Chairman of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings, the acting Chairman is to withdraw and the Chairman is to retake the chair.

8.6 General conduct of meeting

- (a) Except as set out in the Corporations Act, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as decided by the Chairman.

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

8.7 Adjournment

- (a) The Chairman may at any time during the course of the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting.
- (b) If the Chairman exercises a right of adjournment of a meeting under this rule, the Chairman has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the Chairman exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (c) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.8 Voting

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

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

- (a) At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the Chairman of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) A poll may be demanded by:
 - (i) the Chairman;

- (ii) at least two Members Present entitled to vote on the resolution.
- (c) No poll may be demanded on the election of a Chairman of a meeting.

8.10 Taking a poll

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

8.11 Continuation of business

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

8.12 Special meetings

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

9 Votes of members

9.1 Voting rights

- (a) The entitlement of Members to vote on a show of hands and on a poll is as set out in rule 5.8.
- (b) If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law about mental health, his committee or trustee or other person who has the management of his estate may exercise any rights of the Member about a general meeting as if the committee, trustee or other person were the Member.
- (c) A Member whose Membership Fee (if any) is more than one month in arrears at the date of the general meeting is not entitled to vote at that meeting.
- (d) Subject to rule 9.1(e), where a person may vote in more than one capacity, that person is entitled only to one vote on a show of hands.
- (e) If the person appointed as proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

9.2 Appointment of proxies

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy need not be a Member entitled in their own right to vote.

- (c) The document appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Board) must be deposited duly stamped (if necessary) at the Office, faxed to the Office or deposited, faxed or sent by electronic mail to any other place specified in the notice of meeting, at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of meeting) before the time for holding the meeting or adjourned meeting or poll at which the person named in the document proposes to vote.
- (d) No document appointing a proxy is, except as set out in this rule, valid after the expiration of 12 months after the date of its execution. Any Member may deposit at the Office a document duly stamped (if necessary) appointing a proxy and the appointment is valid for all or any stipulated meetings of the Company until revocation.

9.3 Voting by body corporate

- (a) Any body corporate, being a Member and entitled to vote, may by resolution of its directors or other governing body or by proxy document, authorise any person, though not a Member, or any person occupying a particular office, to act as its representative.
- (b) That representative is entitled to exercise for the body corporate the same powers at meetings as the body corporate is entitled to exercise.

9.4 Validity of vote

- (a) A vote given as required by the terms of a proxy document or power of attorney is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the proxy document or power of attorney in respect of which the vote is given,if no written notice of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting.
- (b) A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes on the resolution for which the proxy is proposed to be used.

9.5 Form and execution of proxy document

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

9.6 Board to issue forms of proxy

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

9.7 Attorneys of members

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

10 The Board

10.1 Directors

- (a) The names of the first Directors are those persons named as directors in the application for registration of the Company.
- (b) The first Directors will be appointed on a transitional basis for a period of not more than 6 months, by which time the election of directors under rule 10.2 will have taken place. All of the first directors will be eligible to be subsequently elected.
- (c) Subject to the transitional arrangements in rule 10.1(b), the Board will consist of at least three and not more than seven persons to be appointed as follows:
 - (i) up to five Directors elected in accordance with rule 10.2; and
 - (ii) up to two Directors appointed by the Board who have the particular skills and experience identified by the Board as appropriate.
- (d) The Board must consist of not more than seven persons.

10.2 Election of Directors

The election of Directors will occur as follows:

- (a) two Members entitled to vote under rule 5.8 may nominate any qualified person to serve as a Director;
- (b) no person is eligible for election as a Director unless the nominee gives written consent;
- (c) the nomination and consent must be left at the Office at least 25 days, and at most 35 days, before the meeting;

- (d) the candidates' names (in alphabetical order) and the proposers' and seconders' names must be forwarded to Members with the notice of annual general meeting;
- (e) at the annual general meeting each Member present and entitled to vote is entitled to cast a vote 'for' or 'against' the appointment of a named candidate for a vacant position for which they have nominated;
- (f) where the number of candidates is equal to or less than the number of available positions, no vote is necessary, and the candidates are automatically appointed to the positions for which they have nominated; and
- (g) where the number of candidates exceeds the number of available positions, Members are entitled to cast a vote 'for' or 'against' the appointment of each named candidate and the candidates receiving the highest number of votes 'for' are elected, in progressive order, until all vacant positions are filled; and
- (h) if there are insufficient nominations for available positions, the Chairman may seek the nomination of candidates at the annual general meeting.

10.3 Qualification for membership of the Board

- (a) A Director must be a Member of the Company.
- (b) All Directors must be natural persons.

10.4 Retirement of Directors

- (a) Each Director, other than the first Directors appointed during the initial transitional term:
 - (i) must retire from office at the conclusion of the third year following his or her appointment as a Director; and
 - (ii) is eligible for reappointment for up to three consecutive terms (i.e. notionally, for approximately nine years).
- (b) Notwithstanding rule 10.4(a), the Board may determine which of the Directors, are to retire from time to time and, to the extent the law permits, the date of their retirement.

10.5 Casual vacancies

- (a) The Board has power to appoint a qualified person as a Director either to fill a casual vacancy among the Board or as an addition to the existing members but so that the total number of Directors must not exceed the number fixed under this Constitution.
- (b) Except in the case of persons appointed by the Board for their particular skills or experience to fill a vacancy, any person appointed under this rule holds office until the next general meeting when an election must be held to fill the vacancy but the person is not to be taken into account in deciding the number of Directors to retire by rotation at the meeting. Any person appointed under this rule is eligible for election at that general meeting.
- (c) Persons appointed by the Board for their particular skills or experience to fill a vacancy hold office for a term to be determined by the Board not exceeding three years.

10.6 Remuneration

- (a) The non-executive directors may be remunerated for their services as directors as determined by the board from time to time.
- (b) The non-executive directors are entitled to be reimbursed for expenses incurred in performing their role as directors as determined by the board from time to time.

11 Vacation of office

11.1 Resignation

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

11.2 Removal

- (a) A Director may be removed from office by resolution of the Members present and entitled to vote at a general meeting of the Company convened for that purpose. At the meeting the Director must be given the opportunity to present his or her case orally or in writing.
- (b) A Director removed under rule 11.2(a) retains office until the dissolution or adjournment of the general meeting at which he or she is removed.

11.3 Disqualification

- (a) The office of a Director is vacated:
 - (i) upon a Director becoming an insolvent, under administration, suspending payment to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
 - (ii) upon a Director becoming a person of unsound mind or is a patient under laws about mental health, or whose estate is administered under laws about mental health;
 - (iii) upon a Director being absent from meetings of the Board for three consecutive meetings without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be given;
 - (iv) upon a Director resigning office by written notice to the Company;
 - (v) upon a Director being removed from office under the Corporations Act; or
 - (vi) upon a Director being prohibited from being a director by reason of the operation of law.
- (b) A Director who vacates office under rule 11.3(a) is not to be taken into account in deciding the number of Directors to retire by rotation at any annual general meeting.

11.4 Directors who are employees of the Company

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

12 Exercise of voting power

12.1 Exercise of voting power in other corporations

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

13 Proceedings of the Board

13.1 Procedures about Board meetings

- (a) The Board may meet together, upon each Director being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A quorum at a Board meeting will be constituted by 50% of the total number of Directors rounded up to the nearest whole number.
- (c) Notice is considered given to a Director, and all Directors are considered to have consented to the method of giving notice, if notice is sent by mail, personal delivery, facsimile transmission or by electronic mail to the usual place of residence, fax number or electronic address of the Director (if any fax number or electronic address is notified to the Company) or at any other address given to the Secretary by the member subject to the right of the Director to withdraw the consent within a reasonable period before a meeting.

13.2 Meetings by telephone or other means of communication

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

13.3 Chairman

The Board will elect a Chairman of its meetings and decide the period for the Chairman is to hold office. If at any meeting the Chairman is not present at the time specified for holding the meeting (or, if being present, the relevant Directors refuse to act as Chairman), the Directors present may choose one of their number to be Chairman of the meeting.

13.4 Votes at meetings

Questions arising at any Board meeting are decided by a majority of votes. The Chairman does not have a casting vote if the votes are equal.

13.5 Convening of meetings

A meeting of the Board must be convened if:

- (a) called by the Chairman at any time, or
- (b) called by the Secretary, upon receiving a request from at least 50% of Directors.

13.6 Powers of meetings

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

13.7 Appointment of Advisory Committee

- (a) The Board may appoint an Advisory Committee consisting of any person the Board thinks fit. Advisors will report directly to the Board. The Board may establish terms of reference for the operation of the Advisory Committee.
- (b) For the avoidance of doubt, an Advisory Committee established pursuant to rule 13.7(a) will not be delegated with any power of the Board.

13.8 Establishment of Sub-Committees and delegation of powers

- (a) The Board may appoint a Sub-Committee consisting of:
 - (i) one or more Directors; and
 - (ii) any other person the Board thinks fit.
- (b) The Board may, subject to the law, delegate any of its powers to Sub-Committees.
- (c) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

13.9 Proceedings of Sub-Committees

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

13.10 Validity of acts

- (a) Acts of the Board, a Committee or a Director, even if it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or that any of them were disqualified, are valid as if each person was duly appointed and

qualified, and continued to be a Director or a member of the Committee (as the case may be).

- (b) If the number of Directors is reduced below the minimum number fixed under this document, the continuing Directors may act to increase the number of Directors to that number, or to call a general meeting of the Company, but for no other purpose.

13.11 Resolution in writing

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

14 Powers of the Board

14.1 General powers of the Board

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

14.2 Reserved powers

Despite rule 14.1, the Company may not do any of the following matters without first passing a unanimous resolution of a meeting of Members (or circulating resolution) to that effect:

- (a) borrow moneys from any third party exceeding the amount of \$50,000;

- (b) acquire or make any investment in another company or business or incorporate any subsidiary;
- (c) enter into any partnership or joint venture with any other person or merge or amalgamate with any person; and
- (d) undertake any material financial restructuring of the Company.

14.3 Directors may contract with Company

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

15 Company Secretary

- (a) The Secretary is to be appointed by the Directors.
- (b) Only a natural person who has provided the Company with a signed consent may be Secretary.
- (c) The Secretary holds office on the terms and conditions the Board decides.

16 Other salaried officers

The Board may appoint and dismiss officers and employees on the terms it thinks fit.

17 The Seal

17.1 Company Seal is optional

The Company may have a Seal.

17.2 Affixing the Seal

- (a) The Seal must only be used with the authority of the Board.

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

17.3 Execution of documents without a Seal

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

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

17.4 Other ways of executing documents

Despite rules 17.2 and 17.3, any document including a deed, may also be signed by the Company in any other manner permitted by law.

18 Minutes

18.1 Contents of minutes

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

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

18.2 Signing of minutes

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

19 Notices

19.1 Service of notices

- (a) A notice may be given by the Company to a Member, or in the case of joint Members, to the Member whose name stands first in the Register:
 - (i) personally;
 - (ii) by leaving it at the Member's Registered Address;
 - (iii) by sending it by prepaid post or facsimile transmission to the Member's Registered Address; or
 - (iv) by sending it to the electronic address (if any) nominated by the Member.

- (b) All notices sent by prepaid post to Members whose Registered Address is not in Australia may be sent by airmail or some other way that ensures that it will be received quickly.

19.2 When notice deemed to be served

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

19.3 Member not known at Registered Address

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

19.4 Signature to notice

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

19.5 Reckoning of period of notice

Subject to the Corporations Act and this Constitution where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.

19.6 Service on deceased Members

A notice delivered or sent by post to the Registered Address of a Member under these rules is (despite that the Member is then dead and whether or not the Company has notice of the Member's death) considered served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member's heirs, executors or administrators.

19.7 Notification of change of address

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

20 Indemnity and insurance

20.1 Indemnity in favour of Directors, Secretaries and Executive Officers

Subject to the Corporations Act and rule 20.2, the Company must indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, director, Secretary or Executive Officer of the Company, other than:

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

20.2 Indemnity for legal costs

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

- (a) in defending or resisting Proceedings, in which the Director, Secretary or Executive Officer is found to have a Liability for which they could not be indemnified under rule 20.1;
- (b) in defending or resisting criminal Proceedings in which the Director, Secretary or Executive Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 20.2(c) does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) in Proceedings for relief to the Director, Secretary or Executive Officer under the Corporations Act in which the court denies the relief.

20.3 Indemnity for employees

Subject to the Corporations Act and rule 20.4, the Company may indemnify an employee, who is not a Director, Secretary or Executive Officer of the Company, to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, an Officer of the Company, other than:

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

20.4 Indemnity for legal costs of employees

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

- (a) in defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under rule 20.3;
- (b) in defending or resisting criminal Proceedings in which the Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 20.4 does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) in proceedings for relief to the Officer under the Corporations Act in which the court denies the relief.

20.5 Proceedings

For the purposes of rule 20.2 and 20.4, 'proceedings' includes the outcomes of the proceedings and any appeal about the proceedings.

20.6 Insurance for the benefit of Directors, Secretaries and Executive Officers

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

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

20.7 Insurance for other Officers

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

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

20.8 When insurance may not be provided by the Company

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

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