

Dated: 8 May 2017

Corporations Act Constitution

of

Alola Australia Ltd

**A Company limited by Guarantee
and not having a Share Capital**

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CONSTITUTION
of
ALOLA AUSTRALIA LTD

1 PRELIMINARY

1.1 Definitions

In this Constitution, unless the context otherwise requires:

Annual Subscription means the fee payable each year by Members, as determined by the Board under clause 2.2;

Assistant Secretary means any person so appointed by the Board under clause 9.4;

Avo [Grandmother] Advisers means the advisers appointed by the Board under clause 11.2;

Audit, Risk and Compliance Committee means the committee as appointed by the Board pursuant to clause 9.10(e)(i);

Board means the Directors acting as a board of directors;

Chairperson means the Chairperson of the Board;

Chief Executive Officer means the person appointed by the Board by Resolution pursuant to clause 12.1;

Committee means a committee appointed by the Board under clause 9.10;

Company means Alola Australia Ltd;

Directors means the directors of the Company from time to time, and except where the context requires otherwise, includes Interim Directors;

Eminent Persons Council means a Council of persons who have a demonstrated commitment to the Objectives who will provide advice from time to time as set out in clause 11.3;

Entrance Fee means the initial joining fee payable by Members, as determined by the Board under clause 2.2;

Financial Year has the same meaning as in the Law;

Fund Raising, Awareness Raising and Volunteers Committee means the Fund Raising, Awareness Raising and Volunteers Committee as appointed by the Board pursuant to clause 9.10(e)(iii);

INGO means International Non-Government Organisation;

Interim Director means a person named as such under clause 7.11;

Law means the Corporations Act 2001;

Member means a person specified in the application for the Company's registration as a person who consents to become a member of the Company, and any person who has been admitted to membership in the Company under clause 2, and in each case whose membership has not terminated in accordance with this Constitution;

Members' Register means the register of the Members to be kept in accordance with the Law;

NGO means Non-Government Organisation;

Objectives means the Objectives of the Company as set out in clause 1.5;

Patron means the person appointed by the Board pursuant to clause 11.1;

Public Fund means the fund established pursuant to clause 22.1;

Replaceable Rules means the provisions of the Law which would but for the Constitution apply as replaceable rules under section 141 of the Law;

Resolution means a resolution other than a Special Resolution;

Secretary means a person appointed as Secretary by the Board from time to time, who may or may not be a Director;

Special Resolution means, subject to the Law, a resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the Resolution;

Strategic Planning Committee means the strategic planning committee as appointed by the Board pursuant to clause 9.10(e)(ii);

Tax Act means the Income Tax Assessment Act 1997 (Commonwealth)

Vice-Chairperson means a Vice-Chairperson of the Board, as appointed by the Board from time to time;

Written or In Writing includes printing, lithography, photography and other means of representing or reproducing words in a visible form.

1.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) references to the Law, any section, regulation or schedule of the Law or any other legislation are references to that law as amended, consolidated, supplemented or replaced;
- (c) headings are for convenience only and must be ignored in interpreting this Constitution; and
- (d) references to any person include references to any individual, company, body corporate, association, partnership, firm, joint venture, trust or government agency.

1.3 Constitution subject to the Law

This Constitution is subject to the Law and where there is any inconsistency between a clause and the Law, the Law prevails to the extent of the inconsistency.

1.4 Replaceable rules not to apply

The Replaceable Rules are displaced by this Constitution and do not apply to the Company.

1.5 Objectives of the Company

- (a) The Company must pursue charitable purposes only. The Company's Objectives are:
 - (i) to establish and administer the Public Fund;
 - (ii) to raise funds for the Public Fund and invite the public to contribute;
 - (iii) to pursue awareness raising and educational activities for the objectives of the Public Fund and other charitable causes in Timor-Leste; and
 - (iv) to pursue such other charitable purposes as the Board may determine from time to time.
- (b) Clause 1.5(a) does not limit the legal capacity and powers of the Company, as set out in section 124 of the Law.

- (c) In relation to the Public Fund administered by it, the Company shall have all powers conferred on trustees by the Trustee Act 1958 (Vic), including the right to indemnity for expenses incurred in the proper administration of trusts.

1.6 Income and Property

The income of the Company must be applied in promoting the Objectives. No portion of the income or property of the Company or the Public Fund shall be paid or transferred directly or indirectly by way of dividend, distribution, fees or bonus, or otherwise, to Members or Directors of the Company.

2 MEMBERSHIP

2.1 Categories of membership

The Company will consist of such categories of Members as determined by the Board from time to time.

2.2 Admission to membership

- (a) Every applicant for membership must:
- (i) be an individual, partnership, corporation or organisation that:
 - (A) is interested in and agrees to support the Objectives of the Company;
 - (B) agrees to abide by this Constitution as amended from time to time; and
 - (C) meets any additional criteria established for membership in the Company as may be adopted by the Board and approved by the Members from time to time;
 - (ii) sign an application for membership in such form as may from time to time be prescribed by the Company; and
 - (iii) undertake, as a condition of admission, to pay to the Company such entrance fee and annual subscription as may from time to time be payable to the Company in accordance with this Constitution.
- (b) The Board may in its discretion recommend the applicant for admission as a Member.
- (c) Admission of a new Member requires the consent of the Board.

- (d) At the next meeting of the Board after the receipt of any application for membership, that application shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant;
- (e) Upon consent of the Board by resolution, and, if applicable, payment of the Entrance Fee and first Annual Subscription, the applicant shall become a Member of the Company.
- (f) If the payment of the Entrance Fee and Annual Subscription is not made within 2 calendar months after the date of the notice of the Board's acceptance of the application for membership, the Board may in its discretion cancel its acceptance of the application for membership of the Company.
- (g) The Entrance Fee and Annual Subscriptions payable by Members shall be as prescribed from time to time at the discretion of the Board. The Board, in its absolute discretion, may determine that different fees will apply to different categories of membership, and it may from time to time determine that no Entrance Fee or Annual Subscription is payable.
- (h) All Annual Subscriptions shall become due and payable in advance on 30th June in every year, or on such other date as is determined by the Board.
- (i) The Board may, if hardship or other sufficient cause is shown, reduce or remit the Entrance Fee or Annual Subscription payable by a Member.
- (j) The Secretary must enter in the Members' Register the name of any person admitted as a Member.

2.3 Rights and privileges of membership

Without limiting any other rights conferred on Members, Members have the right to receive notice of, attend and vote at any general meeting of the Company.

2.4 Cessation of membership

- (a) If the Annual Subscription of a Member remains unpaid for a period of 2 calendar months after it becomes due, then the Member may, after notice of the default has been sent to them by the Secretary, be debarred by Resolution of the Board from all privileges of membership.
- (b) The Board may reinstate the Member on payment of all arrears if the Board thinks fit to do so.
- (c) A Member may at any time, by giving notice In Writing to the Secretary, resign their membership of the Company, but shall continue to be liable for

any Annual Subscription and all arrears due and unpaid as at the date of their resignation and for all other moneys due by them to the Company and in addition for any sum not exceeding \$2 for which they are liable as a Member of the Company under clause 2.6.

- (d) Unless all the Members unanimously agree otherwise, a person will cease to be a Member if that Member wilfully refuses or neglects to comply with the provisions of this Constitution or is guilty of conduct which in the opinion of the Board is prejudicial to the interests of the Company.
- (e) The Board shall have the power by Resolution to censure, suspend or expel the Member from the Company.

2.5 Liability of Members limited

The liability of the Members of the Company is limited.

2.6 Guarantee by Members

Every Member of the Company undertakes to contribute to the property of the Company, in the event of the Company being wound up while the Member is a member or within one year after the Member ceases to be a member, for payment of the debts and liabilities of the Company contracted before the Member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of rights of the contributors among themselves, such amount as may be required, not exceeding \$2.

2.7 Friends of Alola Australia Ltd

In addition to Members of the Company, the Company may from time to time also admit other individuals, partnerships, corporations or organisations who also support the Objectives as Friends of Alola Australia Ltd. The admission requirements for Friends of Alola Australia Ltd will be at the discretion of the Board.

3 GENERAL MEETINGS

3.1 Annual general meetings

Subject to the Law, a general meeting of the Company called the "annual general meeting" must be held once in every calendar year and no later than 5 months after the end of the Financial Year of the Company. All other meetings of the Company will be called "general meetings" and may be convened at any time.

3.2 Deemed holding of annual general meeting

An annual general meeting will be deemed to have been held if the Company has held a general meeting at which Resolutions have been passed dealing with all matters required to be dealt with at an annual general meeting. This does not affect the obligation to hold an annual general meeting as required by the Law or this Constitution.

3.3 Convening of general meetings

In relation to the convening of general meetings:

- (a) the Board may convene general meetings to be held at any place the Directors think fit;
- (b) a general meeting must be convened by the Directors as soon as practicable following a requisition of Members in the manner provided for by the Law.

3.4 Notice of general meetings

- (a) Subject to the Law, at least 14 days notice of every general meeting must be given in the manner provided by this Constitution to the Members entitled to attend, and the persons entitled under this Constitution to receive notices.
- (b) Except as permitted by the Law, at least 21 days notice of every general meeting at which it is proposed to pass a Special Resolution must given in the manner provided by this Constitution to the Members entitled to attend, and the persons entitled under this Constitution to receive notices.

3.5 Contents of notice of general meetings

Every notice convening a general meeting must:

- (a) 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 to facilitate this);
- (b) set out the rights of and requirements for a Member to appoint a proxy;
- (c) be accompanied by an instrument of proxy in the form which complies with the Law and this Constitution, or in any other form as the Directors may from time prescribe or accept; and
- (d) otherwise comply with the requirements of section 249L of the Law.

3.6 Omission to give notice

Except as prescribed by the Law, the accidental omission to give notice of a meeting to any Member or the non-receipt of notice of a meeting by any Member will not invalidate any of the proceedings at that meetings.

4 PROCEEDINGS AT MEETINGS

4.1 How Members may participate

A Member may attend an annual general meeting or general meeting at which it is entitled to be present, and is deemed to be present, in any of the following ways:

- (a) in person;
- (b) by attorney;
- (c) by proxy;
- (d) as provided in clause 4.10; and
- (e) in the case of a Member that is a body corporate, by a representative appointed by section 250D of the Law.

4.2 Representatives of Bodies Corporate

Where:

- (a) a person present at a meeting is authorised to act as the representative of a body corporate at the meeting under an authority given by the body corporate under Section 250D of the Law; and
- (b) the person is not otherwise entitled to be present at the meeting;

the body corporate will, for the purposes of this Constitution, be deemed to be present in person at the meeting.

4.3 Business at annual general meeting

The business of an annual general meeting will be:

- (a) to receive and consider the profit and loss account and balance sheet of the Company;
- (b) to receive and consider the reports of the Directors and the statements of the Directors;
- (c) to receive and consider the reports of the auditors;

- (d) to elect Directors in place of any retiring Director or any Director whose office may be vacated by virtue of clause 8.1(b), 8.3 or 8.4; and
- (e) to transact any other business which may be properly brought before the meeting.

4.4 Quorum for general meeting

Subject to clause 4.5, no business will be transacted at any general meeting unless a quorum is present at the beginning of the meeting. A quorum is constituted by 3 Members of the Company present, in person or by attorney or proxy.

4.5 No quorum

- (a) If a quorum is not present within 30 minutes after the time appointed for the meeting, any meeting convened on a requisition of Members will be dissolved.
- (b) Any other meetings at which quorum is not present within 30 minutes after the time appointed for the meeting will be adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Directors may appoint by notice to the Members entitled to attend.
- (c) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be dissolved.

4.6 Chairperson of general meeting

- (a) The Chairperson or, in the Chairperson's absence, a Vice Chairperson is entitled to take the chair at every general meeting.
- (b) If there is no Chairperson or any Vice Chairperson, or if at any meeting the Chairperson or any Vice Chairperson is not present within 15 minutes after the time appointed for holding the meeting, or if the Chairperson or any Vice Chairperson is unwilling to act, the Directors present may choose a Chair.
- (c) If the Directors do not choose a Chair, the Members present must choose one of the Directors to be chair.
- (d) If no Directors are present or willing to take the chair, the Members must choose someone to be chair.

4.7 Powers of the Chairperson

At any general meeting a declaration by the Chairperson that a Resolution or Special Resolution has been carried or carried by a particular majority or not carried

and a recording of that declaration in the minute book will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that Resolution or Special Resolution.

4.8 Adjournment of general meeting

The Chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting from the time to time and from the place to place, but only business left unfinished at the original meeting may be transacted at the recommencement of that adjourned meeting.

4.9 Notice of adjourned meeting

If any general meeting is adjourned for more than 21 days, a notice of the adjournment must be given to the Members of the Company entitled to attend, in the same manner as notice was or ought to have been given of the original meeting. In the case of all other adjournments, it is not necessary to give notice of an adjournment or of the business to be transacted at the recommencement of any adjourned meeting.

4.10 Participation in general meetings

A general meeting may be held by any technology approved by the Board that gives the Members as a whole a reasonable opportunity to participate. Participation by such means shall constitute presence in person at such meeting.

5 VOTING

5.1 Resolution determined by majority

At the general meeting, unless otherwise required by this Constitution or the Law:

- (a) all questions submitted to the meeting will be decided by a simple majority of votes.
- (b) in the first instance, voting will be on a show of hands. A poll may be demanded on any question before the close of the meeting by the Chairperson, any Member, or their proxy, attorney or representative.
- (c) The Chairperson must decide in each case the manner in which a poll will be taken, and the result of the poll will be the Resolution of the meeting at which the poll was demanded.
- (d) A poll demanded on the election of the Chairperson or on a question of adjournment will be taken immediately.

- (e) Any dispute relating to the admission or rejection of a vote must be determined by the Chairperson and the Chairperson's determination made in good faith will be final and conclusive.
- (f) The demand for a poll may be withdrawn.

5.2 Votes

- (a) On a show of hands or poll every person present as a Member and entitled to vote, or as a representatives, proxy or attorney of a Member and entitled to vote, will have one vote.
- (b) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (c) Subject to clause 4.1 and 4.2, a Member may vote in person or by proxy.
- (d) A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her committee or trustee or by such other person as properly has the management of his/her estate, and any such committee, trustee or other person may vote by proxy.
- (e) No Member shall be entitled to vote at any general meeting if his or her annual subscription (if any) is more than 2 months in arrears at the date of the meeting.
- (f) The Company may hold a meeting of its Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

5.3 Attorney of Members

- (a) Any Member may appoint an attorney to act on their behalf at all meetings of the Company or all meetings of the Company during a specified period.
- (b) Before the first meeting at which the attorney acts on the Members' behalf, a power of attorney must be deposited at the Company's registered office or at any place specified in the notice convening that meeting.
- (c) At the first meeting and at any subsequent meeting to which the power of attorney may relate, the attorney must hand to the Chairperson of the meeting a properly executed declaration of non-revocation of the power of attorney.

6 PROXIES

6.1 Instruments appointing proxy

The instrument appointing a proxy must be In Writing signed by the appointer or by the appointer's attorney properly authorised In Writing, or if the appointer is a body corporate, under its common seal or signed by at least 2 of its officers.

6.2 Deposit of proxy with Company

- (a) The instrument appointing a proxy, and the original power of attorney (if any) under which it is signed or certified, must receive by the Company at least 48 hours before the time for holding the meeting by delivery to the Company's registered office, or otherwise by any other means permissible under section 250B(3) of the Law.
- (b) An instrument appointing a proxy will only be valid for 12 months from the date of its execution unless it states that it is valid for all meetings until revoked, except that any expired instrument may be used upon the recommencement of an adjourned meeting for which that instrument was originally intended.

6.3 Validity of vote given in accordance with proxy

Unless the Company has received Written notice of the matter before the start of the meeting at which a proxy or an attorney votes, a vote cast by the proxy or attorney will be valid even if, before the proxy or attorney voted:

- (a) the Member dies; or
- (b) the Member is mentally incapacitated; or
- (c) the Member revokes the proxy's or attorney's appointment; or
- (d) the Member revokes the authority under which the proxy was appointed by the third party.

6.4 Form of proxy

- (a) Every instrument of proxy must specify the Member's name and address, the Company's name, the proxy's name or the name of the office held by the proxy and the meetings at which the proxy may be used, and must otherwise comply with the provision of section 250A of the Law.
- (b) The instrument of proxy may be worded so that a proxy is directed to vote either for or against each of the Resolutions to be proposed.

- (c) Any instrument of proxy deposited in accordance with this Constitution in which the name of the appointee is not specified will be deemed to be given in favour of the Chairperson of the meeting to which it relates.

6.5 Resolution without meetings

- (a) Any Resolution, other than a Resolution to remove an auditor under section 329 of the Law, may be passed without a general meeting being held, if all the Members entitled to vote on the Resolution (or being corporations, their duly authorised representatives or attorneys) sign a statement that they are in favour of a Resolution set out in the document.
- (b) Identical copies of the documented Resolution and accompanying information may be distributed for signing by different Members.
- (c) The Resolution is passed when the last Member signs the documented Resolution.

7 DIRECTORS

7.1 Numbers of Directors

The number of Directors must not be less than 3 nor more than 10, or such other number as is determined by the Board at any time.

7.2 Residence of Directors

Directors must be natural persons, a majority of whom ordinarily reside within Australia and have a degree of responsibility to the general community in Australia.

7.3 Consent

Before being appointed as a Director a person must give the Company a signed consent to act as director, which must be retained by the Company.

7.4 Process for election and appointment of Directors

- (a) Members may elect a person as a Director by resolution passed at an annual general meeting.
- (b) Directors may appoint other persons as Directors outside of an annual general meeting:
 - (i) in order to make up a quorum for a Directors' meeting even if the total number of Directors otherwise present is not enough to make up that quorum;

- (ii) to fill a vacancy that has arisen due to the removal of a Director in accordance with clause 8.1(b); and
 - (iii) where a casual vacancy arises as outlined in clause 7.7.
- (c) If a person is appointed as a Director in accordance with clause 7.4(d)(i) or 7.4(d)(ii), the Company must confirm the appointment by resolution at the Company's next annual general meeting. If the appointment is not confirmed, the person ceases to be a Director at the end of that annual general meeting.

7.5 Chairperson

The Directors must appoint a Director to be the Chairperson. The Chairperson shall preside at all meetings of the Company and the Board. A person will cease to be the Chairperson when he or she ceases to be a Director. The Directors may revoke or vary the appointment of the Chairperson at any time. The Chairperson may appoint, with the consent of the Board, standing committees, task forces and their respective Chairperson. The Chairperson shall perform such other duties as may be prescribed from time to time by the Board and such as are necessary to fulfill the objectives of the Company.

7.6 Vice Chairperson

The Directors may appoint a Director (and may appoint an additional Director) as Vice Chairperson or Vice Chairpersons. In the absence of the Chairperson or in the event of his or her inability or refusal to act, the Vice Chairperson (or, if applicable, one of the Vice Chairpersons) shall perform the duties of the Chairperson, and when so acting, shall have all powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson (or Vice Chairpersons) shall perform such other duties as from time to time may be assigned by the Chairperson or by the Board. A person will cease to be the Vice -Chairperson when he or she ceases to be a Director. The Directors may revoke or vary the appointment of a Vice-Chairperson at any time.

7.7 Casual vacancies

The Directors have the power at any time to appoint a person qualified under clause 7.8 as a Director to fill a casual vacancy because of death, resignation, removal, disqualification or otherwise, except that the total number of Directors must not at any time exceed the maximum number of directors applicable under clause 7.1. Such appointments must comply with clause 7.2 and terminate at the end of the term for which the predecessor Director was appointed, unless terminated earlier in accordance with this Constitution.

7.8 Qualification for appointment as a Director

To be eligible to be appointed as a Director, a person must:

- (a) demonstrate a commitment in relation to the Objectives.

7.9 Auditor cannot be Director

Subject to the Law, an auditor of the Company or partner or employee or employer of an auditor cannot be appointed a Director of the Company.

7.10 Alternate Directors

No Director may appoint a person to act as an alternate Director.

7.11 Interim Directors

- (a) Upon the registration of the Company, a board of Interim Directors shall be constituted, consisting of the following persons:
 - (i) Christine Perkins
 - (ii) Robbie Campo
 - (iii) Jill Forsyth
 - (iv) Karen O'Sullivan
 - (v) Geoff Donnelly
 - (vi) Melanie Atkins
 - (vii) Rosalie Sword
- (b) The board of Interim Directors is authorised to attend to any matters as are reasonably necessary to convene and conduct the first annual general meeting, and to operate the Company until that time.

- (c) The Interim Directors are, subject to this Constitution eligible to seek election as Directors at the first annual general meeting. If an Interim Director is not elected as a Director at the first annual general meeting, that Interim Director is deemed to have retired from office at the conclusion of the first annual general meeting.
- (d) The board of Interim Directors is to ensure that the first annual general meeting is convened as soon as reasonably possible.

8 DIRECTORS' TENURE OF OFFICE

8.1 Directors' tenure of office

- (a) Subject to the Law, each Director will hold office until removed in accordance with clause 8.1(b) or 8.3 or until the Director's office is otherwise vacated in accordance with this Constitution.
- (b) Three years after the first appointment and thereafter at each annual general meeting, the office of one third of the Directors (that have served 3 years) will be vacated (in addition to any casual appointments terminated in accordance with clause 7.7). If the number of Directors is not divisible by 3, then the number of Directors who vacate office shall be determined by dividing the number of Directors (that have served 3 years) by 3 and rounding that number up to the next whole number.
- (c) The Directors to vacate their offices under clause 8.1 (b) will be chosen to do so in the following order:
 - (i) the most senior Director, based on length of service, first, and then each less senior Director and;
 - (ii) if necessary, by lot from among Directors ranking equally in seniority, based on length of service.

8.2 Retiring director eligible for re-appointment

Subject to clause 8.4, a Director who retires or whose office is vacated under this Constitution is eligible for re-appointment to the Board.

8.3 Removal of director by the Company

The Company may by Resolution remove any Director at any time.

8.4 Vacation of office

The office of a Director will be automatically vacated if the Director:

- (a) commits an act of bankruptcy or enters into an arrangement or composition with all or a substantial number of his or her creditors;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- (c) resigns office by notice in writing to the Company; or
- (d) vacates office or is prohibited from being a Director in accordance with any of the provisions of the Law or any order made under the Law.

A Director whose office is vacated under sub-clauses (a), (b), (c) or (d) will not be eligible for re-election until the disability (or disabilities) referred to is (or are) removed.

9 PROCEEDINGS OF DIRECTORS

9.1 Board meetings and quorum for Board meetings

- (a) Subject to clause 9.3, the Directors may meet for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit, but must meet at least once in every 3 month period.
- (b) The quorum will be one half of the Directors then holding office. If the number of Directors falls below 3, the Directors may act for the sole purpose of filling the casual vacancy or vacancies pursuant to clause 7.7. If the number of Directors is not divisible by 2, then the quorum shall be determined by dividing the number of Directors by 2 and rounding that number up to the next whole number.
- (c) If a quorum is present at the beginning of the meeting, it is deemed to be present throughout the meeting even if a Director leaves during the meeting, or is absent from voting, for any reason.

9.2 Conduct of Board meetings

- (a) A Directors' meeting may be called or held by telephone, email or by using any other technology consented to by all the Directors. Participation by such means shall constitute presence in person at such meetings.
- (b) The consent may be a standing one and may only be varied or withdrawn by a further ordinary Resolution of Directors.

9.3 Convening of Board meeting and place of meeting

The Board must meet whenever a meeting is called by one half of the Directors, provided that not less than 14 working days' Written notice has been given to the

other Directors. If the number of Directors is not divisible by 2, then the number of Directors required to call a meeting shall be determined by dividing the number of Directors by 2 and rounding that number up to the next whole number.

9.4 Secretary

- (a) A Secretary of the Company must be appointed by the Directors in accordance with the Law.
- (b) The Secretary must be ordinarily resident in Australia.
- (c) The Directors may also appoint an acting secretary and Assistant Secretaries.
- (d) Any appointment of a Secretary, acting secretary or Assistant Secretaries may be for such term, at such remuneration and on such conditions as the Directors think fit and any person so appointed may be removed by the Directors.
- (e) The Secretary must keep minutes that record all Resolutions and proceedings of all meetings of the Board.
- (f) The Secretary must notify members of the Board In Writing not less than 14 working days in advance of any Board meeting and will, at that time, provide the minutes of the previous Board meeting and the agenda for the coming Board meeting.

9.5 Responsibilities of the Board

- (a) The Board is responsible for, and has the sole power in respect of, the policy, practices, overall management and operation of the Company and may delegate any such responsibilities to the Chief Executive Office or its Committees or otherwise as it may determine.
- (b) Without limiting paragraph (a), the specific responsibilities of the Board include the following:
 - (i) Set strategies and corporate goals;
 - (ii) set policies governing the operation of the Company
 - (iii) consider and approve recommendations from Committees for the distribution of funds;
 - (iv) review progress in achieving the Objectives;
 - (v) restructure programs as necessary;

- (vi) appoint members to Committees;
- (vii) appoint and remove the Chief Executive Officer and approve the terms and conditions of appointment and the remuneration of the Chief Executive Officer;
- (viii) supervise the activities of the Chief Executive Officer;
- (ix) set guidelines on the admission of new Members;
- (x) set guidelines for the appointment and secondment of staff;
- (xi) determine the insurance to be effected by the Company; and
- (xii) ensure that the Company is managed in a financially responsible and prudent manner to best achieve the Objectives.

9.6 Board meeting competent to exercise all powers

A meeting of the Directors at which a quorum is present may exercise all or any of the powers and discretions vested in or exercisable by the Directors generally.

9.7 Resolution passed deemed to be determination of board

Any Resolution properly passed at a duly convened meeting of the Directors at which a quorum is present will be deemed to be a determination by all the Directors of the Board for the purposes of this Constitution.

9.8 Questions to be decided by majority

- (a) Questions arising at any meeting of the Directors will be decided by a majority of votes of Directors present and entitled to vote. In the case of an equality of votes, the Chairperson will be entitled to a second or casting vote.

9.9 Resolution in writing

- (a) A Resolution In Writing of which notice has been given to all Directors entitled to receive notice of a Meeting of the Directors, and which is signed by a majority of Directors entitled to attend and vote at meetings of the Directors, is valid as if passed at Meeting of the Directors duly convened and held.
- (b) Copies of the proposed Resolution may be distributed for signing by different Directors, but each copy must have identical wording.
- (c) The Resolution is deemed to have passed when the last Directors signs the document.

9.10 Committee powers and meetings

Pursuant to clause 9.5(b):

- (a) The Directors may delegate any of their powers to a Committee of Directors and officers, and may revoke any such delegation.
- (b) Any Committee must exercise the powers delegated to it in accordance with any directions of the Board.
- (c) The meeting and proceedings of any Committee consisting of 2 or more Directors or officers will be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors in so far as they are applicable and are not superseded by any direction made by the Board under this clause.
- (d) If not formally appointed to a Committee, the Chairperson or Vice-Chairperson will be entitled to attend meetings of each Committee as an ex-officio member.
- (e) Subject to paragraphs (a)-(d) above:
 - (i) the Board shall appoint an Audit, Risk & Compliance Committee, which consists of at least 2 and up to 3 Directors. The Audit, Risk and Compliance Committee shall:
 - (A) oversee the financial management of the Company and the operation of the Public Fund;
 - (B) liaise with the auditors;
 - (C) oversee and prepare financial statements on behalf of the Board and the Public Fund;
 - (D) report to the Board on a regular basis regarding the financial status of the Company and the Public Fund;
 - (E) oversee compliance with corporate governance and regulatory requirements of the Company; and
 - (F) Identify the risks which the organisation may face, develop a risk management plan to avoid, mitigate, minimise or manage those risks and report to the Board on a regular basis in relation to the organisation's risk management.
 - (ii) the Board may appoint a Strategic Planning Committee, which consists of at least 2 and up to 3 Directors. The Strategic Planning Committee shall:

- (A) provide recommendations to the Board in relation to strategic planning;
 - (B) make recommendations to the Board in relation to the Objectives, including recommendations as to the allocation of resources for programs and the planning, approving, monitoring, and evaluating of programs undertaken in Timor-Leste;
 - (C) evaluate the outcomes of strategies undertaken by the Company; and
 - (D) report to the Board on a regular basis on key strategic initiatives taken or to be taken by the Company; and
- (iii) the Board may appoint a Fund Raising, Awareness Raising and Volunteers Committee, which consists of at least 1 Director, and may also appoint non-director committee members to that Committee. The Fund Raising, Awareness Raising and Volunteers Committee shall:
- (A) oversee the fundraising initiatives of the Company;
 - (B) assist in the development of strategies for fundraising;
 - (C) secure sources of funding from the government, corporate and public sectors; and
 - (D) ensure financial due diligence over all fundraising activities of the Company is observed; and report to the Board on strategies and outcomes on fundraising activities of the Company.
- (f) Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- (g) Each Committee may adopt rules for its own government not inconsistent with this Constitution or with rules adopted by the Board.

9.11 Validity of acts of directors

All acts done by any meeting of the Directors or by a Committee or by any person acting as a Director are valid even if it is afterwards discovered that there was some defect in the appointment or election of any Director or person acting as a Director or that any Director was disqualified or had vacated office or was otherwise not entitled to vote or act.

9.12 Material personal interest - Director's duty to disclose

- (a) Unless an exception under the Law applies, if a Director has a material personal interest in a matter that relates to the affairs of the Company, a Director must give the other Directors notice of the interest.
- (b) The notice required by clause 9.12(a) must:
 - (i) include details of:
 - (A) the nature and extent of the interest; and
 - (B) the relation of the interest to the affairs of the Company; and
 - (ii) be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter.

9.13 Director may give standing notice about an interest

A Director with a material personal interest in a matter that relates to the affairs of the Company may give standing notice of this ongoing interest in accordance with clause 9.12 and the Law.

9.14 Voting and completion of transactions in which a Director has a material personal interest

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

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

unless:

- (c) the interest does not need to be disclosed under the Law; or
- (d) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature of their interest in the matter and its relation to the affairs of the Company; and
 - (ii) states that the Directors are satisfied that the interest should not disqualify the Director from voting or being present.

9.15 Financial benefits to related parties

The Company must not give a financial benefit to a related party of the Company unless it is authorised in accordance with the Law.

10 POWER OF DIRECTORS**10.1 Power of Directors**

- (a) Subject to the Law and this Constitution, the business of the Company will be managed by the Directors.
- (b) The Directors are entitled to be reimbursed by the Company for all expenses incurred in promoting and forming the Company.
- (c) The Directors may exercise all such powers of the Company that are not, by the Law or by this Constitution, required to be exercised by the Company in general meeting.

10.2 Powers to borrow or raise money

Without limiting clause 10.1, the Directors may from time to time borrow or raise any sum or sums of money or incur other financial obligations for the purposes of the Company and may give or take security over the repayment of such sum or sums or the payment, performance or fulfilment of any debts, liabilities, contracts or obligations incurred or undertaken by the Company on terms and conditions as they determine.

10.3 Security over Company's assets

Subject to the Law, if any Director or any other person becomes personally liable (whether as surety or otherwise) for the performance of any of the Company's obligations, the Directors may, despite their interest, execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by the way of indemnity to secure the liability.

11 CEREMONIAL OFFICES**11.1 Patron of the Company**

The Directors may appoint a person or persons to the office of Patron who will act in that office for so long as the Directors determine. The Directors will determine the nature of the role of Patron.

11.2 Avo [Grandmother] Advisers

The Directors may appoint an advisory group, to be known as the Avo [Grandmother] Advisers, consisting of respected elder Grandmothers of, or associated with Timor-Leste whose function will be to provide the Board and all Members of the Company with wise counsel on the Company's activities, especially on matters that require sensitivity and reconciliation. Unless the Directors determine otherwise, the appointment will be until the resignation of the Avo [Grandmother] Advisor.

11.3 Eminent Persons Council

The Directors may appoint persons to an Eminent Persons Council whose role will be to use their good offices to promote the Objectives of the Company and to provide advice as required by the Board, the Chairperson and other officers or delegates of the Chairperson on matters within their field of experience. Unless the Directors determine otherwise, the appointments will be until the resignation of the Eminent Person.

12 CHIEF EXECUTIVE OFFICER

12.1 Appointment of Chief Executive Officer

- (a) The Directors may appoint a person to the office of Chief Executive Officer for such term as the Directors determine.
- (b) The Board may re-appoint a Chief Executive Officer at or prior to expiry of a term of appointment.

12.2 Remuneration of the Chief Executive Officer

The Chief Executive Officer will, subject to the terms of any particular agreement entered into, receive salary as the Directors may determine.

12.3 Directors may confer powers on the Chief Executive Officer

The Directors may grant the Chief Executive Officer any of the powers exercisable by the Directors on such terms and conditions and with such restrictions as they think fit. Any powers so conferred may be concurrent with or to the exclusion of their own powers. The Directors may at any time revoke, withdraw, alter or vary all or any of those powers.

13 ATTORNEYS

13.1 Appointment of attorney

- (a) The Directors may at any time by power of attorney signed in accordance with section 127 of the Law appoint any person or persons to be the attorney or the attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as the Directors think fit.
- (b) Any appointment may be made in favour of any company or the members, directors, nominees or managers of any company or firm or in favour of any fluctuating body of persons (whether nominated by the Directors or otherwise) and any power of attorney may contain provisions for the protection or convenience of the attorney or attorneys and of persons dealing with the attorney or attorneys.

13.2 Sub-delegation of powers

Any delegate, manager, agent or attorney appointed by the Directors may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions given to them.

14 DIRECTORS' REMUNERATION

14.1 Remuneration of non-executive Directors

There will be no remuneration for services rendered as Directors.

14.2 Expenses of Directors

The Directors may be paid for all travelling and other expenses incurred by them in attending and returning from meetings of Directors, any Committee of the Directors or any general meetings of the Company or otherwise in connection with the business of the Company, as permitted by the Board such expenses being approved by the Chairperson or the Board before being incurred.

15 MINUTES AND REGISTERS TO BE KEPT

The Directors must ensure minutes of Directors meetings are prepared within one month of the relevant meeting. The minutes must contain details of:

- (a) the names of the Directors present at each meeting of the Directors and of any committee of the Directors;

- (b) all declarations made or notices given by any Director (either generally or specially) of his or her interest in any contract or proposed contract or of her holding of any office or property whereby any conflict of duty or interest may arise;
- (c) all orders made by the Directors and committee of Directors;
- (d) all Resolutions and proceedings of general meetings of the Company, meetings of the Directors and meetings of any committee of the Directors; and
- (e) Resolutions passed by Members or Directors without a meeting.

Any minutes of any general meeting of the Company, meeting of the Directors or meetings of any committee of the Directors must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting and once signed will constitute evidence of the matters stated in the minutes.

16 USE OF COMMON SEAL

If the Company has a Seal, the Directors must provide for the safe custody of the Seal. The Seal must be used only by the authority of the Board or a Committee with authority from the Board to authorise the use of the Seal. Every document to which the Seal is affixed must be signed by a Director and countersigned by another Director, the Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

17 NEGOTIABLE INSTRUMENTS

All cheques, bills of exchange, promissory notes and other negotiable instruments must be signed, drawn, accepted, made or endorsed (as the case may be) for and on behalf of the Company by such persons and in such manner as the Directors may determine.

18 REGISTERS

In accordance with the Law, the Directors must set up and maintain:

- (a) a Members' Register;
- (b) a register of charges;
- (c) if the Company issues debentures, a register of debenture holders; and
- (d) any other registers required to be kept under the Law.

The register may be kept either in a bound or loose leaf book or on computer. If a register is kept on computer, its contents must be capable of being printed out in hard copy.

19 ACCOUNTS

19.1 Accounts records

The Directors must cause accounting and other records to be kept to correctly record and explain the transactions and financial position of the Company, to enable true and fair Statements of Financial Position, Activities and Cash Flow to be prepared and to permit preparation of any other documents required by the Law or this Constitution. The records must be kept:

- (a) in such manner to enable them to be conveniently and properly audited;
- (b) for 7 years after the completion of the transactions or operations to which they relate; and
- (c) at such place as the Directors think fit and at all times be open to inspection by the Directors.

19.2 Accounts to be laid before annual general meeting

At the annual general meeting, the Directors must lay before the Company:

- (a) Statements of Financial Position, Activities and Cash Flow for the last Financial Year of the Company; and
- (b) attached to the documents referred to in paragraph 19.2(a), a report by the Directors with respect to the state of the Company's affairs, a statement by the Directors in accordance with the Law and the auditors' report in respect of the documents unless the Company in accordance with the Law has resolved not to appoint auditors.

The statements and reports must comply with all applicable provisions of the Law.

20 AUDIT

20.1 Auditors

- (a) Auditors of the Company must be appointed and removed and their remuneration, rights and duties will be regulated in accordance with the Law.

- (b) The accounts of the Company must be audited in respect of each Financial Year of the Company and the correctness of the profit and loss account, balance sheet and the account of Members' contributions must be ascertained by the auditors of the Company in accordance with the Law.

20.2 Approval of accounts

- (a) Accounts of the Company when prepared by the Directors will be conclusive except as regards any error identified within 3 months after the date of preparation.
- (b) If any error is identified within this period, the accounts must immediately corrected and will then be conclusive.

21 INSPECTION OF RECORDS

Each Member will be entitled to receive a copy of the annual financial statements of the Company within 30 days after their publication. A Member may inspect the accounting books and records of the Company upon giving reasonable notice to the Audit, Risk and Compliance Committee. The Company must allow a Member at any reasonable time to inspect and take copies of or extracts from such accounting books and records.

22 ALOLA TIMOR-LESTE RELIEF AND DEVELOPMENT FUND

22.1 Establishing and maintaining the Public Fund

- (a) The Company must establish and maintain a fund, to be called the Alola Timor-Leste Relief and Development Fund:
 - (i) to which gifts and contributions of money or property for are to be made;
 - (ii) to which any money received by the Company because of such gifts or contributions is to be credited; and
 - (iii) that does not receive any other money or property;
 - (A) receipts must be issued in the name of the Fund;
 - (B) the Fund must operate on a non-profit basis;
 - (C) the Fund must be managed by members of a Committee (the Managing Committee); and
 - (D) a majority of members of the Managing Committee must have a degree of responsibility to the general;

- (b) the ATO is to be notified of any changes to the Fund's constitution or other founding documents.

22.2 Limits on use of the Public Fund

- (a) The Company must use the property comprising the Public Fund including gifts and contributions, and any money received because of such gifts and contributions, only for the purposes of the objectives in clause 22.4.
- (b) The Company must keep the property comprising the Public Fund separate from any other funds of the Company;
- (c) If the Public Fund is specifically named in an item of a table in Subdivision 30-B of the Tax Act, or endorsed under Subdivision 30BA of the Tax Act, the Company must only receive such gifts or contributions to the Public Fund as are deductible under the Tax Act.

22.3 Winding up of the Public Fund

- (a) At the first occurrence of:
 - (i) the winding up of the Public Fund; or
 - (ii) the Company ceasing to be named in an item of a table in Subdivision 30-B of the Tax Act or endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act in relation to the Public Fund;

the Company shall transfer any surplus assets of the Public Fund to a fund selected by the Board which qualifies under the overseas aid gift provisions of the Tax Act (under Item 9.1.1 of the table set out in section 30-80(1) of the Tax Act).

22.4 Objectives of the Public Fund

The Public Fund may pursue the objectives in clauses 22.4(i) – (xiv):

Fundraising

- (i) To raise awareness and fundraise to support development, relief, welfare and other charitable programs, in Timor-Leste.

Education

- (ii) To provide educational scholarships covering traineeships, skills training and degrees for the most disadvantaged children.

- (iii) To foster closer friendship relationships aimed at promoting cultural awareness between Australian and East Timorese children, through the Friendship Schools Program.
- (iv) To develop skills and human resources within East Timorese communities through workplace training, mentoring and exchange programs.

Maternal and Child Health-Care

- (v) To contribute to a reduction in the high rates of maternal and child mortality and morbidity;
- (vi) To participate in national networks and campaigns of government and civil society organisations aimed at improving the health status of women and children.

Economic Empowerment

- (vii) To support economic independence for women through the development of sustainable industries, including East Timorese handicrafts and all training and mentoring associated with such development.

Humanitarian Assistance

- (viii) To provide humanitarian funds for the relief of women, children and their communities, including relief in the form of clothing, fabric, bed linen, kitchen utensils, sewing machines, and more.

Advocacy

- (ix) To support the formation and establishment of institutions and programs which provide advocacy designed to achieve better protection for women and strengthen the work of the National Women's Resource Centre in its advocacy on behalf of individual women victims of violence and in lobbying government and others for better protection of women's rights and interests in the legal, social, political, health and educational spheres in Timor-Leste.

Partnerships

- (x) To work in direct partnership with East Timorese Womens' Groups with a view to promoting the objectives of the Public Fund.
- (xi) To work in partnership with individuals and groups within the Australian community who want to continue to provide support, donations, solidarity, friendship and other resources for the objectives of the Public Fund.

- (xii) To work in partnership with NGOs, INGOs, government, the United Nations and associated organs and agencies to achieve the objectives of the Public Fund.
- (xiii) To promote the work and aid allocated for Timor-Leste from all Australian sources including the Government.
- (xiv) To support the work of the Fundasaun Alola in Timor-Leste in improving the status of women, promoting human rights, strengthening community participation in development and creating long-term employment opportunities.

23 NOTICES

23.1 Service of notices by Company

A notice may be given by the Company to any Member either personally, by facsimile or electronically to the relevant facsimile number or electronic address of the Member as shown on the Member's Register, by sending it by post addressed to the Member at the address shown in the Member's Register or otherwise by any other method, including by advertisement, as the Directors determine.

23.2 Posting notices to overseas Members

In the case of a Member whose registered address is outside Australia, a notice sent by post must be sent by pre-paid airmail in an envelope.

23.3 Notice deemed to be served

- (a) Any notice by advertisement will be deemed to have been served on the day of publication of the newspaper containing the advertisement.
- (b) Any notice sent by post will be deemed to have been served on the day following the day on which the notice is posted unless sent by airmail to an address outside the country in which it was posted, in which case it will be deemed to have been served on the fifth day following the day on which it is posted.
- (c) A notice sent by telex or facsimile or to the electronic address of a Member will be deemed to have been served on the same day it was sent.

23.4 Service by post

To prove service by post, it is sufficient to prove that the notice with required postage was properly addressed and posted. A certificate in writing signed by any

manager, secretary or other officer of the Company that the notice was properly addressed and posted will be conclusive evidence of such matters.

23.5 Notices to Members whose whereabouts unknown

Where:

- (a) the Company has a genuine reason to believe that a Member is not known at the address shown for that Member in the Members' Register;
- (b) the Company has subsequently made an inquiry at that address as to the whereabouts of the Member; and
- (c) the inquiry either elicits no response or a response indicating that the Member's present whereabouts are unknown,

all future notices will be deemed to be given to the Member if the notice is exhibited in the Office for a period (not including weekends and public holidays) of 48 hours and will be deemed to be duly served at the end of that period. This clause will apply unless and until the Member informs the Company of a registered place of address or that the Member has resumed residence at the Member's address shown in the Member's Register or notifies the Company of a new address to which the Company may send the Member notices (which will be deemed to be the Member's registered address).

23.6 Notice to deceased or bankrupt Members

Any notice or document given to a Member will be deemed to have been properly given despite the Member's death or bankruptcy and whether or not the Company has notice of death or bankruptcy until some other person is registered in place of the Member.

23.7 Signing of notices

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

23.8 Counting of days

Where a given number of days' notice or notice extending over any other period is required to be given, the day on which notice is deemed to be given will be included in the number of days or other period.

24 WINDING UP

24.1 Distribution of assets

- (a) Subject to clause 22.3, if upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Company but shall be given or transferred to one or more other funds, authorities or institutions which or each of which:
 - (i) has objectives similar to the Objectives of the Company; and
 - (ii) whose Constitution shall prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the Company under or by virtue of clause 1.6; and
 - (iii) is charitable at law and gifts to which can be deducted under Division 30 of the Tax Act.
- (b) The other funds, authorities or institutions referred to in 24.1(a) are to be determined by the Board at or before the time of dissolution and in default thereof by application to the courts for determination.

24.2 Fee or commission paid to liquidator to be approved in general meeting

No fee or commission will be paid by the Company to any liquidator upon any sale or realisation of the Company's undertaking or assets or any part of them except with the approval of the Company in general meeting, to be convened by notice specifying the fee or commission proposed to be paid.

25 INDEMNITY OR INSURANCE

25.1 Indemnification of officers of the Company

To the extent permitted by law:

- (a) the Company must indemnify each Director and other officers of the Company against any liability (other than legal cost) incurred in acting as a Director or officer of the Company other than:
 - (i) a liability owed to the Company or a Related Body Corporate;
 - (ii) a liability for a pecuniary penalty order under section 1317G or a compensation order under section 1317H of the Law; or
 - (iii) a liability that did not arise out of conduct in good faith;

- (b) the Company must indemnify each Director and other officer of the Company for costs and expenses incurred by a Director or officer of the Company in defending an action for a liability incurred in acting as a Director or officer of the Company except for legal costs incurred:
 - (i) in defending or resisting any proceedings, whether civil or criminal, in which the Director or officer is found to have a liability for which they could not be indemnified under subclause (a) above;
 - (ii) in defending or resisting criminal proceedings in which the Director or officer is found guilty;
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or by a liquidator for a court order if the grounds for making the order are found by the court to have been established, except for the costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order; or
 - (iv) in connection with proceedings for relief to the Director or other officer under the Law in which the relief is denied by the court; and
- (c) the Company may make a payment, or agree to make a payment, whether by way of advance, loan or otherwise, for any legal costs incurred by a Director or officer, on the condition that the Director or officer must repay the amount paid by the Company to the extent that the Company is ultimately found not liable to indemnify the Director or officer for those legal costs.

25.2 Insurance

To the extent permitted by the Law the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or other officer of the Company other than a liability arising out of:

- (a) conduct involving wilful breach of duty in relation to the Company; or
- (b) a contravention of section 182 or 183 of the Law.

Signed by:

Member Signature