Dairy Industry Association of Australia Ltd

CONSTITUTION

ACN 635 171 603

ABN 98 549 642 932

Public company limited by guarantee

First incorporated on 24 March 1986 as Victorian incorporated association (registration number A0008622E)

Transferred to a company limited by guarantee on (insert date when known)

Adopted this constitution on (insert date when known) to apply from (insert date when known)

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I. GENERAL

1. Name of the Company

1.1 The name of the company is Dairy Industry Association of Australia Ltd.

2. Type of company

2.1 The Company is a not-for-profit public company limited by guarantee.

2.2 Subject to this Constitution, each Member and each Person who was a Member within 1 year of them ceasing to be a Member undertakes to contribute on the winding up of the Company to the property of the Company for:

a) payment of debts and liabilities of the Company provided that for each Person who was a Member the debts and liabilities were contracted before they ceased to be a Member;

b) payment of the costs, charges and expenses of winding up; and

c) any adjustment of the rights of the contributories among themselves.

2.3 The amount to be contributed under rule 2.2 is such amount as may be required up to the amount owed, if any, by the Member or the Person for any charges or fees related to membership up to a limit of $1.00.

3. Replaceable rules and application of the Act

3.1 This Constitution is to be interpreted subject to the Act, however, the rules that apply as replaceable rules to companies under the Act are displaced by this Constitution and do not apply to the Company except to the extent they may be repeated in this Constitution.

4. Definitions and interpretation

4.1 In this Constitution unless it is inconsistent with the subject or context in which it is used:

AGM means an annual general meeting of the Company.

ASIC means the *Australian Securities & Investments Commission*.

Board means some or all of the Directors acting as the board of directors of the Company.

Branch Committee means the body referred to in clause 45.2.

Business Day means a day not being Saturday, Sunday or a public holiday on which the banks (as defined in the *Banking Act 1959*) are open for business in Victoria.

Company means Dairy Industry Association of Australia Ltd

Constitution means this constitution as amended or supplemented from time to time.

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

Director means an individual elected or appointed from time to time to the office of director of the Company in accordance with this Constitution.

Electronic Contact Address means an electronic destination such as an email address to which notices and other material from the Company can be transmitted or made available with reasonable certainty that they will be delivered to or will be accessible by the intended recipient.

Member means a member of the Company in accordance with part II of this Constitution.

Purposes means the purposes of the Company in rule 6.

Officer has the same meaning as in the Act.

Person means an individual or any partnership, association, body or entity whether incorporated or not.

President means a Director elected or appointed from time to time to the office of President in accordance with rule 40.1 of this Constitution.

Register means the register of Members pursuant to the Act.

Representative means the individual, as advised by the Member to the Secretary from time to time, who is appointed by a body corporate that is a Member to exercise all or any of the powers that the body corporate may exercise as a Member including all the powers in accordance with the requirements of section 250D of the Act.

Secretary means any individual appointed by the Board in accordance with rule 46 to perform the duties of company secretary of the Company.

4.2 A Member is taken to be present at a general meeting if the Member is present in person or by Representative or by attorney or by proxy or, when applicable, by direct vote.

4.3 A reference in a rule in general terms to a person holding or occupying a particular position or office includes a reference to any person who occupies or performs the duties of that position or office for the time being.

4.4 In this Constitution, the following rules of interpretation apply unless the context requires otherwise:

a) a gender includes all genders;

b) singular includes plural and vice versa;

c) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;

d) a reference to a rule or sub-rule is to a rule or sub-rule of this Constitution and includes any further embedded content;

e) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it; and

f) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form.

4.5 Cross references are for convenience only. A cross reference in a particular rule identifies another rule that impinges on the interpretation of the particular rule in a key way. Not all rules that may affect the interpretation of the particular rule are cross referenced.

4.6 Headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

5. Actions authorised under law

5.1 Where the Act authorises a company to do any matter or thing if so authorised by its constitution, the Company is taken by this rule to be so authorised or permitted to do that matter or thing.

6. Purposes

6.1 The Purposes for which the Company is established are to advance the capabilities of dairy industry professionals and be a forum for the promotion of excellence in the Australian dairy industry.

6.2 The Company pursues these Purposes through a range of activities and services that may include but not be limited to:

a) facilitating the sharing of information and knowledge of interest and benefit to Members and the industry;

b) providing and promoting professional development events and education for persons engaged in or associated with the Australian dairy industry;

c) providing networking opportunities for Members;

d) recognising excellence in and service and contribution to the Australian dairy industry; and

e) doing anything ancillary to the Purposes in rule 6.1.

7. Powers

7.1 The Company may act in ways and matters consistent with the direct and indirect pursuit of its Purposes and in ways and matters incidental to its Purposes and in ways that, under the Act, a public company limited by guarantee may exercise, take or engage in if authorised by its constitution. In pursuing the Purposes, the Company may, in any manner permitted by the Act:

a) exercise any power;

b) take any action; or

c) engage in any conduct or procedure.

8. Income and property

8.1 The income and property of the Company must be applied only towards promoting the Purposes.

8.2 Subject to rule 8.3, no income or property of the Company shall be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to any Member of the Company, any former Member of the Company, any Director or any former Director or to any person claiming through such a Person.

8.3 Nothing in this Constitution shall prevent payment in good faith of:

a) reasonable and proper remuneration to any employee of the Company;

b) subject to this Constitution, reasonable and proper amounts to any Member in return for any services they render to the Company;

c) interest at a rate not exceeding interest at the rate for the time being payable to the Company's bankers for money lent or that would be lent to the Company;

d) reasonable and proper rent for premises leased by any Member to the Company;

e) reimbursement in good faith of out-of-pocket expenses incurred on behalf of the Company where such expenses have been appropriately authorised in accordance with processes as determined by the Board from time to time; and

f) any other sums payable under this Constitution.

II. MEMBERSHIP

9. Members

9.1 Apart from the individuals who were Members listed in the Register and on the application for registration of the Company at the time when this Constitution became effective (and who were the members of Dairy Industry Association of Australia Inc A0008622E), subject to rule 13, the Members of the Company are the individuals who are interested in the Purposes of the Company that agree to become Members and that the Board in its absolute discretion admits to membership in accordance with this Constitution.

9.2 There are 2 classes of membership:

a) Full Members open to individuals who, in the opinion of the Board:

i) have a professional interest in the dairy industry;

ii) support the Purposes; and

iii) satisfy any further criteria as prescribed in the by-laws.

b) Associate Members open to other individuals interested in the Purposes but who are not eligible to be Full Members.

9.3 The Board may provide for additional categories of membership within each class on such conditions as the Board determines provided that the rights of Members shall be in accordance with rule 10.

9.4 For all purposes, including purposes under the Act, a category of membership under this Constitution does not necessarily constitute a distinct class of Member.

9.5 Unless otherwise provided by the terms of membership of a class of Members the processes for changing rights of a class of Member are as specified in the Act.

9.6 The number of Members is unlimited.

10. Rights of Members

10.1 A Member has a right:

a) to attend and to speak at general meetings;

b) to nominate or to be nominated and to be appointed a Director subject to rule 28; and

c) to vote at general meetings and on resolutions put to the membership and on the election of Elected Directors provided that the Member is a Full Member and is financial (see rule 13.1h).

10.2 For the purposes of clarity, the Board may extend privileges of membership, including privileges related to access to services provided, that may differ between categories of membership and within categories of membership based on fees paid but no such privilege shall affect the rights of Members in rule 10.1.

11. Application for membership

11.1 Any eligible Person may apply for membership.

11.2 The application for membership must be submitted in writing in the form the Board prescribes from time to time. Such form must provide for the Electronic Contact Address of the applicant.

11.3 The Board may delegate the consideration and determination of any membership application.

11.4 In no case shall the Directors be required to give a reason for the rejection of any application for membership.

11.5 Subject to rule 11.4, when a decision regarding an applicant for membership has been made written notice of that decision shall be sent to the applicant.

11.6 The acceptance of an applicant to be a Member is subject to payment of any fees in accordance with rule 15 and if such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of the Company.

11.7 If the applicant has not previously been a Member and is not admitted to membership in due course then any moneys paid by them for membership must be returned to them in full.

14. Disciplining of Members

14.1 Subject to this rule the Board may resolve by a majority of at least 75% (rounded down when it is not a whole number) of Directors present and eligible to vote to expel any Member, or to suspend any Member from membership for a specified period, if the Member in the opinion of the Board:

a) has failed to comply with this Constitution;

b) has failed to comply with any code of behaviour or of conduct or of values;

c) has failed to comply with the terms of membership applicable to the Member;

d) subject to rule 13.1f) has failed to satisfy any undertaking given by the Member upon their admission to membership; or

e) has acted in a manner that renders it undesirable that the Member continues to be a Member where such action could include that the Member has acted in a manner prejudicial to the interests of the Company.

14.2 If the Board passes a resolution in accordance with rule 14.1 to expel or suspend a Member, then the Secretary must give the Member written notice:

a) setting out the resolution and the grounds upon which it was based; and

b) stating that the Member has 28 calendar days from the date of the notice to give written submissions to the Directors in response to the resolution.

14.3 If the Member gives written submissions in response to the resolution, then the Board must consider those submissions at its next meeting and the Secretary must then give the Member written notice:

a) as to whether or not the Board still intends to proceed with the resolution; and

b) if the Board does so intend, that the Member has 28 calendar days from the date of the notice to advise the Directors in writing that the Member requires the matter be referred to mediation.

14.4 If the Member does not give written submissions within the time specified in rule 14.2b) or does not give advice in writing within the time specified in rule 14.2b) & 14.3 in response to the resolution then the Board may proceed in accordance with rule 14.6.

14.5 If the matter is referred to mediation under rule 14.3 then the mediation must be conducted:

a) in such manner as the Board reasonably determines; and

b) in accordance with the rules of procedural fairness, as determined by the Board.

11.8 Subject to rules 9 & 11.6, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

12. Membership not transferable

12.1 A right, privilege or obligation that an individual has by reason of being a Member of the Company:

a) is personal to the Member and not capable of being transferred to another Person by a Member's own act or by operation of law; and

b) terminates upon the cessation of membership whether by death, resignation or otherwise, subject to rule 2.2 & 2.3.

13. Ceasing to be a Member

13.1 A Member shall cease to be a Member:

a) if the Member resigns by notice in writing;

b) if the Member ceases to be eligible for membership in accordance with rule 9.2 unless the Board resolves otherwise;

c) if the Member dies;

d) if the Member becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

e) if the Member is expelled under rule 14;

f) in any other circumstances prescribed in the terms of membership applicable to the Member or in the failure to satisfy any undertaking given by the Member upon them being admitted as a Member on the date that the Board resolves to cease the membership unless the Board resolves otherwise;

g) if the Member is convicted of an indictable offence, on the date that the Board resolves to cease the membership unless the Board resolves otherwise; or

h) if the Member has not paid moneys (including fees applicable under rule 15) due and payable to the Company within 3 months of a final request for payment of those moneys being sent to the Member and during that 3 months' period the Member is deemed to be not financial until the moneys are paid.

13.2 Any Member ceasing to be a Member:

a) shall not be entitled to any refund, in full or part, of any fee paid in accordance with rule 15; and

b) shall not be readmitted as a Member until any unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

14.6 Once the mediation is concluded or if the Member gives no advice in writing under rule 14.3 or if the Member makes no written submissions in accordance with rule 14.2b) then the Board may decide whether or not to endorse the resolution under rule 14.1 at which time the Board may resolve to implement the resolution under rule 14.1 to expel the Member by removing the Member from the Register or to suspend the Member for a specified period.

14.7 The Secretary must give written notice to the Member of the decision of the Board arising from rule 14.6.

14.8 Each party must pay an equal share of the cost of mediation.

15. Payments by Members

15.1 The Board may determine from time to time to charge Members fees comprising joining fees, annual subscriptions and specific purpose levies and charges.

15.2 The Board may determine different fees for amounts charged to Members as between categories, if any, of Members and as between Members within a category of membership. The Board may determine that no fee is payable by a Member.

15.3 Any amounts charged to Members are payable in such manner and at such times as are determined by the Board.

15.4 No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with rule 13.

III. GENERAL MEETINGS

16. Convening of a general meeting

16.1 The Board or any majority of Directors in office at the time may, whenever it or they think fit, call and arrange to hold a general meeting of the Company. The Board must call and arrange to hold an AGM in accordance with the requirements of the Act.

16.2 Apart from as provided by rule 16.1, a general meeting of the Company may be ordered by the court or be called and arranged to be held by Members by following the process in section 249 of the Act provided that the Board may accept a request from fewer Members than required under the Act.

16.3 Without requesting a general meeting, Full Members may give the Company notice of a valid resolution that they propose to move at a general meeting in accordance with the Act, except that the Board may accept such a notice that is given by fewer Members than would be required in accordance with the Act.

a) If the Company has been given notice of a valid resolution in accordance with rule 16.3, notice of the resolution is to be given to Members and the resolution is to be considered at a general meeting in accordance with this Constitution and the Act, except that, subject to rule 17, the resolution may be considered at a

general meeting that is scheduled to occur within 2 months of notice of the Members' resolution being received by the Company.

16.4 The Board may change the venue for, postpone or cancel a general meeting of the Company unless the meeting is called and arranged to be held by the Members or the court under rule 16.2. If a general meeting is called and arranged to be held under rule 16.2, the Board may make changes or cancel the meeting by following the relevant procedures in section 249 of the Act.

16.5 A general meeting of the Company may be convened to occur at 2 or more venues using any technology that gives the Members in attendance a reasonable opportunity to participate in the meeting.

16.6 A general meeting convened in accordance with rule 16.5 is not invalidated due to a failure of the technology unless the failure arose out of conduct of an Officer which was not in good faith, or which involved wilful misconduct, gross negligence, reckless behaviour or fraud.

17. Notice of a general meeting

17.1 Subject to this Constitution, at least 21 days' notice (or such other minimum period as may be prescribed by the Act) of a general meeting must be given in the manner authorised by rule 50 to each person who is at the date of the notice:

a) a Member;

b) a Director; or

c) an auditor of the Company.

17.2 A notice of a general meeting must specify:

a) the place, date and time of the meeting;

b) subject to rule 17.4, the general nature of any business to be conducted at the meeting;

c) if a special resolution is to be proposed, the details of and intention to propose it; and

d) if the meeting is to be held in 2 or more places then the technology that will be used to facilitate this.

17.3 Except as provided in rule 17.4, no business other than that specified in the notice convening a general meeting may be transacted at that general meeting.

17.4 It is not necessary for a notice of an AGM to state that the business to be transacted at the meeting includes the consideration of any annual financial report, Directors' report, any report from the auditor, the appointment of Directors, the appointment of the auditor when required or the fixing of the auditor's remuneration when required.

17.5 A Member may waive notice of a general meeting by notice in writing to the Company.

17.6 The accidental failure to give notice of any general meeting to, or the non-receipt of notice of a meeting by, any Person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

17.7 A Person's attendance at a general meeting waives any objection that that Person may have to a failure to give notice, or the giving of a defective notice, of the meeting.

17.8 Despite rule 17.1, a shorter notice period is allowed for a general meeting but only by following the requirements of section 249H of the Act.

18. Cancellation or postponement of a general meeting

18.1 The Board may cancel a general meeting of the Company that:

a) has been convened by the Board; or

b) has been convened at the requisition of a Member or Members pursuant to rule 16.2 upon receipt by the Company of written notice withdrawing the requisition signed by that Member or those Members with the consequence that there are less than half the requisitioning Members remaining who still wish for the meeting to be convened.

18.2 Subject to rule 16.4, the Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.

18.3 Where any general meeting is cancelled or postponed or the venue for the meeting is changed:

a) the Board must make a reasonable attempt to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; but

b) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

19. Quorum at a general meeting

19.1 No business may be transacted at any general meeting unless a quorum of Members entitled to vote is present at all times during the meeting.

19.2 A quorum shall be the number of Full Members present (see rule 4.2), that is equivalent to 5% of the total number of Full Members.

19.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:

a) the meeting, if convened upon the requisition of Members in accordance with rule 16.2, shall be dissolved; and

b) in any other case:

i) the meeting stands adjourned to such day, and at such time and place, as the President determines or, if no determination is made by the President, to the same day in the next week at the same time and place; and

ii) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

20. Chair of a general meeting

20.1 The President shall preside as chair at each general meeting unless:

a) there is no President;

b) the President is not present within 15 minutes after the time appointed for the meeting or, subject to rule 19.3, the time at which a quorum is present, whichever is later; or

c) the President is present within that time but is not willing to act as chair of the meeting.

20.2 When the President does not preside in accordance with rule 20.1 then:

a) the Directors present must elect as chair of the meeting another Director who is present and willing to act; and

b) if no other Director willing to act is present at the meeting, the Full Members who are present in person at the meeting may elect as chair of the meeting a Full Member who is present in person and willing to act provided the Member so elected is entitled to vote at the meeting.

20.3 Despite anything in rules 20.1 & 20.2, if the President and/or any other Director or Directors later attend a general meeting or later are willing to act in the role of chair, the relevant President or Director/s (elected if necessary as outlined in rule 20.2a) must take over as chair of the general meeting.

20.4 Subject to rule 21, the chair of a general meeting:

a) shall ensure that all items on the agenda are dealt with, and in the sequence set out, unless the Members who are present in person and have a right to vote consent to the order being changed;

b) shall conduct the meeting in a manner designed to facilitate decision making and the transaction of business; and

c) shall superintend and control the proceedings in accordance with the requirements of the relevant law, this Constitution and the broad conventions of debate.

21.10 Where a meeting is adjourned, the Board may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members or the court in accordance with rule 16.2. If a meeting is called and arranged to be held in accordance with rule 16.2 then the Board may not postpone it beyond the date by which such a meeting would be required under the Act and may not cancel it without the consent of the requisitioning Members.

22. Decisions at a general meeting

22.1 Questions arising at a general meeting are to be decided by at least a majority of votes cast by the Full Members present (see rule 4.2) at the meeting who are eligible to vote and any such decision is for all purposes a decision of the Members, except in the case of any resolution which under this Constitution or as a matter of law requires a special majority.

22.2 At any time before a vote on a motion is taken at a general meeting, a summary of the proxy position and, if applicable, direct votes received in relation to the motion must be disclosed to the meeting.

22.3 In the case of an equality of votes upon any proposed resolution the chair of the meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.

22.4 A resolution put to the vote of a general meeting must be decided on a show of hands of the Full Members present in person and eligible to vote (see rule 23.3) unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands.

22.5 Where a general meeting is called in accordance with rule 16.5 Full Members present in person via technology and who cannot be seen for a show of hands may cast their vote by voice or by electronic or other means approved by the chair of the meeting.

22.6 On a show of hands all Full Members present in person and eligible to vote have 1 vote. Any additional votes that any Member may be entitled to exercise shall not be exercisable on a show of hands but will be exercisable on a poll.

22.7 Under rule 22.4 a poll may be demanded:

a) by the chair of the meeting; or

b) by the lesser of at least 3 Full Members present (see rule 4.2) and having the right to vote on the resolution or Members with at least 5% of the votes that may be cast on the resolution on a poll.

22.8 A demand for a poll does not prevent the continuation of a general meeting for the transaction of any business other than the question on which the poll has been demanded.

22.9 At any general meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the minutes

21. Conduct of a general meeting

21.1 The chair of a general meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting:

a) impose a limit on the time that a person may speak on each motion or other item of 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 (see rule 4.2); and

b) adopt any procedures for casting or recording votes at the meeting whether on a show of hands, on the voices or a poll, including the appointment of scrutineers.

21.2 Any question arising at a general meeting relating to the order of business, subject to rules 20.4a) & 21.5, procedure or conduct of the meeting must be referred to the chair of the meeting whose decision is final.

21.3 The chair of a general meeting may take any action they consider appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave, and remain out of, the meeting any individual:

a) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or

b) who is not entitled to receive notice of the general meeting if they are not the proxy, attorney or representative of a person entitled to receive notice of the general meeting.

21.4 The chair of the meeting may delegate powers conferred by rule 21.3 to any person they think fit.

21.5 The chair of a general meeting may at any time during the course of a general meeting, and must if so directed by the meeting, adjourn from time to time and from place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting as determined by the chair of the meeting.

21.6 No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.

21.7 A resolution passed at a general meeting resumed after an adjournment is passed on the day that it is passed.

21.8 Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

21.9 Except as provided by rule 21.8, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, subject to rule 18.3.

of the proceedings of the general meeting of the Company which has been signed by the chair of the relevant general meeting or of the next succeeding general 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.

22.10 If a poll is demanded at a general meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair of the meeting directs, subject to rule 22.11, and the result of the poll will be the resolution of the meeting at which the poll was demanded, and an entry to that effect in the minutes of the proceedings of the general meeting of the Company, 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) Where a general meeting is called in accordance with rule 16.5 and a poll is demanded, Full Members present (see rule 4.2) via technology may cast their vote by informing the chair of the general meeting who must complete the poll for them in good faith on their instructions or by electronic or other means approved by the chair of the meeting.

22.11 A poll demanded at a general meeting on the election of a chair of the meeting pursuant to rule 20.2b) or on an adjournment pursuant to rule 21.5 must be taken immediately.

22.12 The demand for a poll may be withdrawn.

23. Voting rights at a general meeting

23.1 Subject to this Constitution, at a general meeting every Full Member who is entitled to vote and who is present in person has 1 vote on a show of hands.

23.2 An Appointed Director who is not a Member has a right to attend and to speak at a general meeting but has no right to a vote at a general meeting in their capacity of an Appointed Director.

23.3 At a general meeting a proxy is not entitled to a vote on a show of hands but is entitled to a vote if a poll is called.

23.4 A proxy is entitled to vote separately for each Full Member the person represents, in addition to any vote(s) they may have as a Full Member in their own right.

23.5 An objection to the qualification of a person to vote at a general meeting:

a) must be raised before or at the meeting at which the vote objected to is given or tendered; and

b) must be referred to the chair of the meeting whose decision on the qualification to vote is final.

23.6 A vote not disallowed by the chair of the meeting under rule 23.5b) is valid for all purposes.

24. Representation at a general meeting

24.1 Subject to this Constitution, each Member entitled to vote at a general meeting may vote:

a) in person including by attorney where proof of the power of attorney is provided to the Secretary at least 48 hours prior to the meeting;

b) by direct vote using electronic and/or postal means where such an option is offered by the Board; or

c) by proxy.

24.2 The general rights and procedures related to a proxy that apply in accordance with the Act apply to a proxy appointed under this Constitution.

24.3 A proxy may, but need not, be a Member or a Member who is entitled to vote.

24.4 A proxy may be appointed for all general meetings, or any number of general meetings, or for a particular general meeting.

24.5 Unless otherwise provided in the instrument, subject to rule 22.4, the instrument appointing a proxy will be taken:

a) to confer authority to agree to a meeting being convened by shorter notice than is required by the Act or by this Constitution;

b) to confer authority to speak to any proposed resolution on which the proxy may vote;

c) to confer authority to demand, or join in demanding, a poll on any resolution on which the proxy may vote in a poll;

d) to appoint the chair of the general meeting as the proxy unless the Member clearly specifies another person as proxy and that person attends the general meeting;

e) even though the instrument may refer to specific resolutions and may direct the proxy how to vote on those resolutions:

i) to vote, in a way that is consistent with any direction given by the Member on the proxy form, on any amendment moved to any of the proposed resolutions and on any motion that any of the proposed resolutions not be put or any similar motion;

ii) to vote on a poll on any procedural motion, including any motion to elect the chair, to vacate (in the case of a Member chair elected under rule 20.2b) the chair or to adjourn the meeting (including by motion that the chair leave the chair); and

iii) to act generally at the meeting; and

f) even though the instrument may refer to a specific meeting, to be held at a specific time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the rescheduled or adjourned meeting or at the new venue.

24.6 An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.

a) Where the instrument so directs the proxy how to vote and the person appointed as proxy is not the chair of the meeting and the proxy does not exercise the vote when a poll is called then the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

24.7 Subject to rule 24.10, an instrument appointing a proxy need not be in any particular form provided it is in writing, contains the Member's name and address, the Company's name, the proxy's name or the office held by the proxy, the meetings at which the appointment may be used and either:

a) be signed by the appointer or the appointer's attorney; or

b) be authenticated in such manner as the Board may determine.

24.8 A proxy may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, and the authority under which the instrument is signed or a certified copy of the authority, are received in or at a place, fax number or electronic address specified in the notice of meeting at least:

a) 48 hours (or such other minimum period as may be prescribed by the Act); or

b) such lesser period specified for this purpose in the notice calling the meeting.

24.9 For the purposes of rule 24.8:

a) the place may be the Company's registered office or other place specified in the notice and a fax number or electronic address may be the fax number or electronic address at the Company's registered office or the fax number or electronic address specified in the notice; and

b) the lesser period may be any time set by the Board before the time for holding the meeting or adjourned meeting.

24.10 The Directors may waive all or any of the requirements of rules 24.7 & 24.8 and in particular may, upon the production of such other evidence as the Directors require to prove the validity of the appointment of a proxy, accept:

a) an oral appointment of a proxy;

b) an appointment of a proxy which is not signed and executed in the manner required by rule 24.7); and

c) the deposit, tabling or production of a copy, including a copy sent by facsimile or by electronic transfer, of an instrument appointing a

proxy or of the power of attorney or other authority under which the instrument is signed.

24.11 A later appointment of a proxy or attorney revokes an earlier one if both appointments could be validly exercised at the meeting.

24.12 A vote given in accordance with the terms of an instrument appointing a proxy is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by the Company by the time and at 1 of the places at which the instrument appointing the proxy is required to be received under rules 24.8 & 24.10.

24.13 The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

24.14 The chair of a general meeting may require any person acting as a proxy to establish to the satisfaction of the chair of the meeting that the person is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish their identity, they may be excluded from voting in which case rule 24.6a) applies unless the form of proxy indicates otherwise.

25. Direct Voting

25.1 The Board may determine that at any general meeting, a Full Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A "direct vote" includes a vote delivered to the Company by post or any electronic means approved by the Board. The Board may prescribe by-laws in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.

IV. BOARD OF DIRECTORS

26. Number and nature of Directors

26.1 There must be not less than 5 and not more than 8 Directors.

26.2 Of the Directors at any time:

a) at least 5 must and up to 6 may be elected by the Full Members or appointed to fill casual vacancies in accordance with rule 29.1 and shall be designated Elected Directors; and

b) up to 2 may be from the same State or Territory as determined by their address in the Register or if they are not a Member, from their ordinary residential address.

26.3 The Board may appoint additional Directors so long as the total number of Directors is not more than 8 and such Directors shall be designated Appointed Directors.

27. Terms of Directors

27.1 Subject to rule 29.1, the term for an Elected Director shall normally be 2 years but a retiring Director who is eligible may stand for re-election or re-appointment.

27.2 Terms for Elected Directors shall commence from 1st of September in the year they were elected until 31st of August 2 years later.

27.3 The term for an Appointed Director shall be such period as the Board determines at the time of appointment up to 24 months from the date of appointment. A Member who is no longer an Appointed Director who is otherwise eligible may nominate for election or be appointed as an Elected Director.

27.4 A Director may serve as a Director for up to 8 consecutive years. At the completion of the 8th consecutive year, or if the Director ceases to be a Director for any reason during the 8th consecutive year, they are not eligible to be appointed or elected a Director until at least 2 years has passed from when they ceased to be a Director.

28. Eligibility of Directors

28.1 Elected Directors must be Full Members.

28.2 Appointed Directors may be Members but do not have to be Members.

28.3 Appointed Directors must have skills, experience, perspectives or capabilities that the Board determines from time to time are important for the Board.

28.4 To be eligible to stand for election or appointment as a Director, an individual, if a Member, must be financial and the Member must not be subject to any circumstance in accordance with rule 31.2 that would result in them ceasing to be a Director once elected or appointed.

29. Casual vacancies on the Board

29.1 If a casual vacancy in the position of an Elected Director occurs, the Board may appoint any eligible Full Member to that position after consulting with the relevant Branch Committee of the State or Territory that the vacating Director came from. Any such appointee holds office for the remainder of the term and if otherwise eligible and nominated, may stand for election as an Elected Director at the next election.

29.2 Subject to rule 28.3, if a vacancy in the position of an Appointed Director occurs, the Board may appoint any individual in accordance with rule 27.3 at any time.

29.3 The Board may act even if there are vacancies on the Board. If the number of Directors is reduced below the minimum in rule 26, however, the continuing Directors may act only:

a) in an emergency; or

b) for the purposes of appointing additional eligible individuals as Directors up to the minimum number; or

c) to convene a general meeting.

30. Election of Directors

30.1 For the purposes of the election of Elected Directors, the membership will be segmented into 6 regions as below:

a) New South Wales and Australian Capital Territory;

b) Queensland;

c) South Australia and Northern Territory;

d) Tasmania;

e) Victoria; and

f) Western Australia.

30.2 Where two or more candidates from the same region are nominated, a ballot will be held in accordance with the procedures determined by the Board for the conduct of the direct ballot by post and/or by electronic or other direct means of voting. There will be separate ballots held for each region. Only Full Members residing in that region may vote in the relevant ballot for their region.

30.3 If only one candidate is nominated from a particular region then that candidate will be deemed elected. If no nominations are received from a particular region then the position is deemed a casual vacancy.

30.4 In every odd year, elections will be held for the regions of:

a) New South Wales and Australian Capital Territory;

b) Queensland; and

c) South Australia and Northern Territory.

30.5 In every even year, elections will be held for the regions of:

a) Tasmania;

b) Victoria; and

c) Western Australia.

30.6 Subject to this clause 30, the Board may determine the procedures for the conduct of elections, the nomination process and how results are to be announced.

31. Vacation of office of Director

31.1 Any Director may resign by giving written notice to the Company through the Secretary of their intention to resign and the resignation will take effect at the time of receipt of the notice or a later time expressed in the notice provided that the time is not later than the next meeting of the Board.

31.2 The office of a Director becomes vacant if the Director:

a) is subject to any of the circumstances prescribed by the Act;

b) becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

c) dies;

d) becomes bankrupt or makes any arrangement or composition with their creditors generally;

e) is convicted on indictment of an offence and the Board does not within 2 months after that conviction resolve to confirm the Director's appointment to the office of Director;

f) is absent from all meetings of the Board during a 6 months' period, with or without the consent of the Board, unless at the next meeting of the Board, the Board resolves otherwise;

g) fails to attend face-to-face at least 2 meetings of the Board during a 12 months' period, unless at the next meeting of the Board, the Board resolves otherwise;

h) has failed to disclose a material personal interest that would be required to be disclosed under the Act unless at the next meeting of the Board, the Board resolves otherwise;

i) is an Elected Director and ceases to be a Full Member;

j) is an Elected Director and ceases to be a financial Member;

k) is removed as a Director by an ordinary resolution of the Company in general meeting, subject to the Act; or

l) is or becomes a paid employee of the Company.

32. No alternate Directors

32.1 Directors are not entitled to appoint alternate Directors.

33. Interested Directors

33.1 Subject to rule 31.2h) & 31.2l), a Director may hold any other office (other than auditor) in the Company or any related body corporate in conjunction with their directorship and may be appointed to that office upon such terms as to tenure of office and otherwise as the Directors think fit, except that the Director may not receive remuneration in that other capacity.

33.2 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect including, without limitation, any of the following:

a) selling any property to, or purchasing any property from, the Company;

b) guaranteeing the repayment of any money borrowed by the Company for a commission or profit; and

c) acting in any professional capacity, other than auditor, on behalf of the Company.

33.3 A Director who is in any way interested in any contract or arrangement or proposed contract or arrangement may, despite that interest:

a) be counted, if they are present at the time of commencing to deal with the matter, in determining whether or not a quorum is present at any meeting of the Board that is considering that contract or arrangement or proposed contract or arrangement;

b) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and

c) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement that the Company may execute.

33.4 The Board may make regulations requiring the disclosure of interests that a Director, and any person deemed by the Board to be related to or associated with the Director, may have in any matter concerning the Company or a related body corporate and any regulations made under this Constitution shall bind all Directors.

34. Payments to Directors

34.1 Directors shall not be entitled to payment of fees as a Director except that the Board may resolve to pay remuneration to a Director for services rendered as a Director in the capacity of President. However, any such payment:

a) must be fair and reasonable or more favourable to the Company;

b) must be on reasonable commercial terms;

c) may only be made if the Full Members have set an amount for remuneration of the role of President; and

d) the total amount paid in any year must not exceed the maximum amount fixed by the Full Members.

34.2 Having regard to rule 8.2, payments may be made to any Director for:

a) out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board; and

b) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and is not more than an amount which commercially would be reasonable for the service.

35. Powers and duties of Directors

35.1 The Directors are responsible for the control, ultimate management and conduct of the Company. The Board may exercise to the exclusion of the Company in general meeting all the powers of a company that are not required by the Act or by this Constitution to be exercised by the Company in general meeting.

35.2 The Board may determine how money and other assets of the Company are managed and how payments are made by or on behalf of the Company.

35.3 The Board may from time to time confer upon any Director for the time being or any other person or office or operational committee as they may select such of the powers exercisable under this Constitution by the Board as it may think fit from time to time and to be exercised for such purposes and on such terms and conditions and with such restrictions as it may think expedient.

a) Powers conferred under rule 35.3 may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any such powers with or without cause subject to any applicable contract between the Company and the relevant person and subject to any applicable industrial law.

35.4 In exercising any power, the Directors must do so in accordance with any duties and obligations imposed on them by the Act.

35.5 The Board may adopt from time to time by laws for the proper administration of the Company.

35.6 Subject to rule 21.2 any question or dispute relating to or arising from this Constitution shall be referred to the Board for determination provided that nothing in this Constitution reduces any rights a Member may have at law.

36. Proceedings of Directors

36.1 The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.

36.2 The planned contemporaneous linking together of Directors by technologies, such as telephone or other electronic means, that are consented to by all Directors at least annually and that allow reasonable

interaction between all participating Directors, constitutes a Board meeting provided the number of Directors participating is sufficient to constitute a quorum.

a) All provisions of this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of Directors by such technologies.

36.3 A Director participating in a meeting by technology in accordance with rule 36.2 is taken to be present in person at the meeting.

36.4 A meeting by means of technology is to be taken to be held at the place determined by the chair of the meeting provided that at least 1 of the Directors involved was at that place for the duration of the meeting.

37. Convening of a Board meeting

37.1 The President or any 2 or more Directors may, whenever they think fit, convene a Board meeting.

37.2 A Secretary must, when requested by the President or on the written requisition of any 2 or more Directors, convene a Board meeting.

38. Notice of a Board meeting

38.1 Subject to this Constitution, notice of a Board meeting must be given to each individual who is at the time of giving the notice a Director, other than a Director on leave of absence approved by the Board.

38.2 Only Directors have a right to notice of a meeting of the Directors and to attend a meeting of the Board. Any other person in attendance is in attendance at the invitation of the Board and must leave if directed to by the chair of the meeting.

38.3 A notice of a Board meeting:

a) must specify the time and place of the meeting;

b) should where practicable state the nature of the business to be transacted at the meeting;

c) may be given immediately before the meeting;

d) may be given in person or by post or by telephone, fax, email or other electronic means; and

e) if technological connection of Directors is to be involved, must identify how that connection is to be made.

38.4 Unless special circumstances apply, at least 7 days' notice of a meeting of the Directors should be given.

38.5 A Director may waive notice of any Board meeting by notifying the Secretary to that effect in person or by post or by telephone, fax, email or other electronic means.

38.6 The non-receipt of notice of a Board meeting by, or failure to give notice of a meeting to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting:

a) if the non-receipt or failure occurred by accident or error;

b) if before or after the meeting, the Director;

c) has waived or waives notice of that meeting under rule 38.5; or

d) has notified or notifies the Secretary of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax, email or other electronic means; or

e) the Director attended the meeting.

38.7 Attendance by a Director at a Board meeting waives any objection that the Director may have to a failure to give notice of the meeting.

39. Quorum at a Board meeting

39.1 No business may be transacted at a Board meeting unless a quorum of Directors is present during the time the business is dealt with, subject to rule 39.3.

39.2 A quorum at a Board meeting is a majority of Directors in office.

39.3 A Director who is present and is disqualified from voting on a matter pursuant to rule 33 shall be counted in the quorum despite that disqualification, even if they do not participate in that part of the meeting from which they are disqualified from voting.

40. President and Vice President

40.1 The Board must elect, from amongst their number, 1 Director to the position of President and 1 Director to the position of Vice President at least annually and in any event at the first meeting of the Board following the 1st September. Subject to this rule, the Board may determine the period for which a Director is to be President or Vice President.

40.2 The President and Vice President has such powers and duties as specified in this Constitution, as required by law and as determined by the Board.

40.3 The President must if present within 15 minutes after the time appointed for the holding of the meeting, and if willing to act, preside as chair of each Board meeting.

a) If the President is absent or is unable or unwilling to act, then the Vice President shall preside and if the Vice President is not present or is unable or is unwilling to act, the remaining Directors shall choose another Director who is able and willing to act to preside as chair at the meeting or for part of the meeting.

40.4 Despite anything in rule 40.3a) if the President later attends a Board meeting or is later willing to act then they must take the role of chair of the meeting.

41. Decisions of Directors

41.1 A Board meeting at which a quorum is present is a meeting of the Board and is competent to exercise all or any of the authorities, powers and

discretions vested in or exercisable by the Directors under this Constitution.

41.2 Subject to rule 14.1, questions arising at a meeting of the Board are to be decided by at least a simple majority of votes cast by the Directors present and entitled to vote and any such decision is for all purposes a determination of the Board.

41.3 In the case of an equality of votes upon any proposed resolution the chair of the meeting, in addition to any deliberative vote, does not have a casting vote and the resolution is not passed.

42. Circulating resolutions

42.1 The Directors may pass a resolution without a Board meeting if the Directors entitled to vote on the resolution sign a document containing a statement of the resolution set out in the document. For this purpose, signatures can be contained in more than 1 document and can include electronically transmitted signatures.

42.2 A resolution under rule 42.1 shall be deemed to have been passed if the Directors who have responded have signed a document containing a statement that they are in favour of the resolution set out in the document provided that the number of Directors in favour is sufficient for a quorum at a Board meeting in accordance with rule 39.2.

42.3 Resolutions passed in accordance with rule 42.2 are to be taken to have been passed on the date that is the later of:

a) the date 1 week after the resolution was distributed to Directors or such other date as may be specified in the document accompanying the proposed resolution; or

b) on the date the resolution was assented to by the final Director whose support resulted in the number of Directors in favour of the resolution equalling the number that is a quorum in favour.

42.4 For rule 42.1 a Director may signify assent to a document by signing the document or by notifying the Secretary of the Director's assent in person or by post or by telephone, fax, email or other electronic means.

42.5 Where a Director signifies assent to a document other than by signing the document, the Director must by way of confirmation sign the document at the next Board meeting attended by that Director, but failure to do so does not invalidate the resolution to which the document relates.

43. Committees of the Board

43.1 The Board may form and delegate any of its powers to a committee of the Board consisting of such Directors and other individuals as the Board thinks fit and may from time to time revoke such delegation. Subject to rule 43.5 all such committees of the Board must be chaired by a Director.

43.2 A committee of the Board must, in exercise of the powers delegated to it, conform to any directions and restrictions that may be imposed on it

by the Board. A power so exercised will be taken to be exercised by the Board.

43.3 Subject to rule 43.2 the meetings and proceedings of any committee of the Board consisting of more than 1 individual will be governed, so far as they can and with such changes as are necessary, by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.

43.4 A minute of all the proceedings and resolutions of every committee of the Board shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act and this Constitution to be made, entered and signed. A copy of these Committee minutes shall be tabled at the next practicable Board meeting.

43.5 If the Board establishes an audit-type committee of the Board it will consist of at least 3 individuals including at least 1 Director. Notwithstanding rule 43.1 the chair may be, but need not be, a Director.

a) The President shall not be eligible to be a member of such an audit-type committee of the Board.

43.6 Subject to rule 43.5 the Board may delegate any of its powers to 1 Director or an Officer.

a) A Director or Officer to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board.

44. Validity of acts of Directors

44.1 All acts done at any meeting of the Board or a committee of the Board attended by an individual acting as a Director shall be valid even if it is later discovered that there was a defect in the appointment of the individual as a Director or the individual being disqualified to be a Director or having vacated office or the Director or individual not being entitled to vote, provided the circumstance was not known by the Director or individual or committee of the Board when the act was done.

V. ADMINISTRATION

45. Branches

45.1 Branches are geographical segments of the membership representing one or more State or Territory of Australia. The Board may establish, dissolve and amend Branches according to the needs of the Company.

45.2 Each Branch shall have a Branch Committee.

45.3 The Branch Committees must comply with any by-laws or terms or conditions set by the Board to govern the operations of the Branch.

46. Secretary

46.1 The Board must appoint at least 1 Secretary who may, but need not, be a Director or a Member or an employee.

46.2 The Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board determines.

46.3 The Board may remove any Secretary so appointed, subject to the terms of any contract and the law.

47. Minutes

47.1 The Board must ensure that minutes of proceedings and resolutions of general meetings of the Company and of Board meetings (including committees of the Board) are recorded in books kept for that purpose within 1 month following the relevant meeting.

47.2 The Board must ensure that minutes of resolutions passed by the Board and committees of the Board without a meeting are recorded in books kept for the purpose within 1 month after the resolution is passed.

47.3 The minutes of a meeting must be signed within a reasonable time after the meeting by the chair of the meeting or the chair of the following meeting.

47.4 The minutes of a passing of a resolution without a meeting must be signed by a Director within a reasonable time after the resolution is passed.

47.5 A minute that is recorded and signed in accordance with rule 47 is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

48. Inspection of records

48.1 The Board must ensure that the minute books for general meetings are open for inspection by Members free of charge.

48.2 Subject to rule 48.1, the Board may determine whether and to what extent, and at what times and places and under what conditions, the minute books, financial records and other documents of the Company or any of them, will be open to inspection by Members other than Directors.

48.3 A Member other than a Director does not have the right to inspect any books, records or documents of the Company except as provided by law or authorised by the Board.

48.4 Notwithstanding rule 48.2, a previous Director has a right to inspect minute books and related papers for meetings of the Directors and committees of the Board for the period covering when they were a Director.

49. Accounts and audit

49.1 The Company must prepare and deal with such accounts as are required by the Act.

49.2 If required by the Act, the Board must cause the financial records of the Company to be audited in accordance with the requirements of the Act.

49.3 The financial year shall be the period of 12 months ending on 31 December, unless the Board determines a different end date.

50. Notices

50.1 A notice may be given by the Company to a Member:

a) by serving it on the Member personally;

b) by sending it by prepaid post to the Member's address as shown in the Register;

c) by sending it to the fax number, Electronic Contact Address or such other address the Member has supplied to the Company for the giving of notices;

d) by making a copy of it accessible electronically on a website of, or related to, the Company and advising the Member of its availability via the Electronic Contact Address; or

e) by publishing it in a regular newsletter publication of the Company to Members which publication may be printed or be electronic or internet based.

50.2 The fact that a Member has supplied a fax number or email or other electronic address for the giving of notices:

a) does not require the Company to give any notice to that person by fax or email or other electronic means; or

b) does not prevent the Company from giving notice to that person in the manner envisaged by rule 50.1.

50.3 Any Member who has not provided to the Company a place of address or Electronic Contact Address for inclusion in the Register as the place at or via which notices may be given to the Member shall not be entitled to receive any notice, subject to rule 50.6.

50.4 Subject to this Constitution, a notice may be given by the Company to any Director either by serving it personally at, or by sending it by prepaid post to, the Director's usual residential or business address, or by sending it to the fax number, Electronic Contact Address, or such other address as the Director has supplied to the Company for the giving of notices.

50.5 Subject to this Constitution, a notice may be given by a Member or a Director to the Company by serving it on the Company at, or by sending it by prepaid post to, the registered office or principal place of business if any of the Company or by sending it to the principal fax number or principal electronic address of the Company at its registered office or principal place of business, if any.

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

51. Time of service of notices

51.1 Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:

a) in the case of a notice of a general meeting – on the Business Day after the date of its posting; or

b) in any other case – 3 Business Days after it is posted.

51.2 Where a notice is sent by fax or email or other electronic means, service of the notice is to be taken to be effected on the Business Day after the date it is sent.

51.3 Where the Company gives a notice under rule 50.1d), service of the notice is to be taken to be effected when the notice was first so made accessible.

51.4 When the Company gives notice under rule 50.1e), service of the notice is to be taken to be effected on the Business Day after the day on which the notice was first published.

51.5 Rules 50 & 51 apply, so far as they can and with such changes as are necessary as determined by the Board, to the service of any other communication or document.

52. Execution of documents

52.1 The Company may execute a document only if authorised:

a) by the Board; or

b) in accordance with any delegation made by the Board.

52.2 Without limiting the manner in which the Company may execute any approved contract, including as permitted under the Act, the Company may execute any agreement, deed or other document by:

a) 2 Directors signing the same; or

b) 1 Director and 1 Secretary signing the same.

52.3 Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be executed effectively by the Company.

52.4 The Board may at any time determine that the Company shall have a common seal and if so:

a) the Board must provide for its safe custody; and

b) it may only be used as authorised by the Directors.

53. Indemnity and insurance

53.1 Subject to rule 53.2, the Company must indemnify each individual who is a Director or a Secretary on a full indemnity basis and to the full extent permitted by law against all liabilities, including a loss, liability, cost, charge or expense, incurred by the Director or Secretary, including without limitation:

a) a liability for negligence; and

b) a liability for reasonable legal costs.

53.2 The indemnity in rule 53.1 does not operate in relation to any liability which:

a) is a liability of the Company or any of its related bodies corporate;

b) is a liability for a pecuniary penalty order under the Act or a compensation order under the Act; or

c) arises out of conduct of the Director or Secretary which was not in good faith, or which involved wilful misconduct, gross negligence, reckless misbehaviour or fraud.

53.3 The indemnity in rule 53.1:

a) does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void, unenforceable or not permitted by law; and

b) does not operate in respect of any liability of the Director or Secretary to the extent that that liability is covered by insurance.

53.4 For each Director and Secretary against any liability incurred by them as a Director or Secretary including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal, and whatever their outcome the Company may, to the extent permitted by law:

a) purchase and maintain insurance; or

b) pay or agree to pay a premium for insurance.

54. Winding up

54.1 If any property remains following the winding up or dissolution of the Company after satisfaction of all its debts and liabilities, this property will not be paid to or distributed amongst Members, but will be given or transferred to another institution or body corporate that has:

a) purposes that are similar to the Purposes;

b) a constitution that requires its income and property to be applied to promoting its purposes; and

c) a constitution that prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by rule 8.1.

54.2 The identity of the institution or body corporate is to be determined by the Full Members at or before the time of dissolution and failing such determination being made, by the Directors at or before the time of dissolution and failing such determination by application to the court for determination.

55. Changes to this Constitution

55.1 This Constitution may only be amended in accordance with the Act.

56. Transitional provisions

56.1 In this rule 56, **DIAA Inc** means Dairy Industry Association of Australia Inc (incorporation number A0008622E)

56.2 On registration of the Company all Members listed in the register of members of DIAA Inc shall become Members of the Company in the following classes:

a) Members with an entitlement to vote become Full Members in accordance with this Constitution;

b) associate members and other members without an entitlement to vote become Associate Members in accordance with this Constitution.

56.3 On registration of the Company:

a) the State Representative Council of DIAA Inc shall cease but the voting members of the State Representative Council shall continue as Directors in accordance with this Constitution subject to their consent even if that results in there being more Directors than are permitted under rule 26.1. For clarity, the State Representative Council members without voting rights as listed in rules 44(4) and 44(5) of the constitution of DIAA Inc will not continue as Directors.

b) The terms of Directors under rule 56.3 will end immediately prior to the commencement of the terms of Directors elected under rule 56.4.

56.4 Despite rules 30.4 and 30.5, the Board will call an election for all 6 Elected Director positions as soon as reasonably practical after registration of the Company. Directors so elected will commence their term at a date that will be set by the Board that is no later than 3 weeks after the completion of any ballots and will end their term as follows:

a) Elected Directors elected by the following regions will serve until 31st August 2021 unless their term ceases earlier in accordance with this Constitution, but may be eligible for re-election:

i) New South Wales and Australian Capital Territory;

ii) Queensland; and

iii) South Australia and Northern Territory.

b) Elected Directors elected by the following regions will serve until 31st August 2022 unless their term ceases earlier in accordance with this Constitution, but may be eligible for re-election:

i) Tasmania;

ii) Victoria; and

iii) Western Australia.

56.5 For the purposes of determining the term limits under rule 27.4 any continuous period that a Director has served prior to their first election under this Constitution will not count.

56.6 Appointed Directors – there are no Appointed Directors in office when this Constitution becomes effective. The Board from when this Constitution becomes effective may appoint Appointed Directors in accordance with rules 26.2 & 27.3 even if that results in the total number of Directors exceeding the limit in total rule 26.1

56.7 President - the President in office when this Constitution becomes effective becomes the President in accordance with rule 40.1 until they are replaced as President in accordance with this Constitution.

56.8 Vice President – the Vice President in office when this Constitution becomes effective becomes the Vice President in accordance with rule 40.1 until they are replaced as Vice President in accordance with this Constitution.

56.9 The remaining office bearers under the constitution that is replaced by this constitution (Immediate Past President, Secretary and Treasurer) cease to be office bearers in those roles when this Constitution becomes effective but remain Directors.

56.10 Immediately there are no Directors in office whose term limits are subject to rule 56.5 then rule 56 shall cease to have a purpose and shall be removed from the Constitution and be replaced with the word 'deleted (date)'.

END OF CONSTITUTION