

Constitution

Access Arts (CPL) Limited

MinterEllison

L A W Y E R S

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Constitution of Access Arts (CPL) Limited

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Preliminary

1. Defined terms

1.1 In this Constitution, unless the contrary intention appears:

ASIC means the Australian Securities and Investments Commission.

Auditor means the NewCo's auditor.

Client means a person with a disability who is a recipient of services from the Company.

Company means Access Arts (CPL) Limited.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Deductible Contribution means a contribution that is deductible under Items 7 or 8 of the table in subsection 30-15(2) of the ITAA 1997 and any amendment or re-enactment of these

Director includes any person occupying the position of director of the Company.

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

Former Member means a person who has, pursuant to clause 12, has ceased to be a Member.

Holding Company means CPL – Choice, Passion, Life ABN 27 009 942 269.

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

Life Member means a person admitted to membership of the Company pursuant to clause 7.3.

Member means a Life Member, a Full Member or a Supporter Member.

Full Member means a person admitted to membership of the Company pursuant to clause 7.2.

Seal means the Company's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

Supporter Member means a person who becomes a member of the Company pursuant to clause 7.4.

Treasurer means a Director elected by the Directors pursuant to clause 42.14 who is responsible for overseeing the collection, maintenance, investment, and disbursement of funds of the Company.

1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) headings are inserted for convenience and do not affect the construction of this Constitution;
- (f) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
- (g) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

3. Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

Objects

4. Objects

4.1 The objects for which the Company is established are:

- (a) to provide an opportunity for persons with a disability and persons with a disadvantage to have access to and to participate in the creative arts;
- (b) to provide a structured program of services to achieve object 4.1(a) and to integrate the program with other community services;
- (c) to tailor the services to meet the individual goals and needs of persons with a disability and persons with a disadvantage;
- (d) to achieve positive outcomes for persons with a disability and persons with a disadvantage including increased independence, employment opportunities and integration into the community;
- (e) to foster the innate creativity that the Company believes all people possess – through arts activities and events which fully involve the disabled community and integrate where possible with existing arts activities;
- (f) to research the existing facilities and venues where activities are presently conducted and other areas of concern to persons with a disability and persons with a disadvantage regarding participation in the arts;
- (g) to identify where accessibility to the arts could be improved for persons with a disability and persons with a disadvantage in the Queensland community;

- (h) to contribute to ensuring that conditions of the everyday life of persons with a disability and persons with a disadvantage are the same as, or similar to, norms and patterns which are valued in the general community.

4.2 The Company may only exercise the powers in subsection 124(1) of the Corporations Act to:

- (a) carry out the objects in clause 4.1; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).

Income and property of the Company

5. Income and property of the Company

5.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4.1.

5.2 No income or property will be paid or transferred directly or indirectly by way of bonus, dividend or other similar payment to any Member or Former Member except for payments to a Member or a Former Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent by the Member or Former Member to the Company;
- (c) for the payment of reasonable and proper rent for premises of which the Company is the lessee; or
- (d) for the payment of a premium in respect of a contract insuring a current or former officer against a liability incurred by that person in their capacity as an officer, except in circumstances prohibited by the Corporations Act.

such fund, authority or institution to be determined by the Members and in default, by application to the Supreme Court of Queensland for determination.

such fund, authority or institution to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Queensland for determination.

- (e)

Amendments

6. Amendments

If additions, alterations or amendments are made to this Constitution, that addition, alteration or amendment must be notified to the ASIC as soon as practicable after the addition, alteration or amendment has been made.

Membership

7. Admission

7.1 A natural person who wishes to become a Member must have attained the age of 18 years, or such other age as may from time to time be declared by the Corporations Act to be the age of majority.

7.2 Full Members:

- (a) are persons who are interested in furthering the objects of the Company and who have applied and are admitted to membership of the Company as Full Members by resolution of the Directors after following the application procedure set out in clause 8; or
- (b) are persons who were "Ordinary Members" of the Company, including Clients employed by the Company, under the Constitution in force immediately prior to the adoption of a Constitution containing this clause 7.2(b);

but:

- (c) do not include a person who is employed by the Company unless that person is a Full Member under clause 7.2(b).

7.3 Life Members are persons who:

- (a) in the opinion of the Directors, have rendered sustained outstanding service of significance across a wide spectrum of CPL activities or who have made a sustained outstanding contribution to those with cerebral palsy or related disabilities and are admitted as a Life Member, whether they are already a Member or not, by resolution of the Directors;
- (b) will be entitled to all the privileges of membership pertaining to a Full Member without payment of the annual subscription; and
- (c) are subject to all the provisions of this Constitution.

7.4 Supporter Members:

- (a) automatically includes:
 - (i) all persons who are Clients and who agree in writing to be bound by the terms of the Constitution (unless the Client is less than the age specified by clause 7.1, in which case a parent of the Client may, upon giving notice in writing to the Company (which, if a form of notice has been approved by the Directors, must be in that approved form), become a Supporter Member until the date on which the Client reaches the age specified by clause 7.1) except for those Clients who are:
 - (A) Life Members; or
 - (B) Full Members under clause 7.2(b);
 - (ii) each corporation that applies in writing for membership of the Company and agrees to be bound by the terms of the Constitution (provided that, if the Directors have approved a specific application form to be used by corporations, the application is in that form), with each such corporation to be automatically admitted as a Supporter Member unless the Directors decide to the contrary; and
 - (iii) an employee of the Company who applies in writing for membership of the Company and agrees to be bound by the terms of the Constitution (provided that, if the Directors have approved a specific application form to be used by

employees, the application is in that form) is deemed to have been accepted as a Supporter Member unless the Directors decide to the contrary;

- (b) if employees of the Company, are entitled, when they cease employment with the Company, to apply for Full Membership or, at their election, any other category of membership that the Supporter Member held prior to being employed by CPL (provided that, and notwithstanding any other provision of this Constitution, a person who applies for, and is admitted to, Full Membership under this clause will automatically revert to being a Supporter Member during any subsequent period that the person is employed by the Company),

but:

- (c) are not entitled to vote at any general meeting;
- (d) are not entitled to be elected as Directors; and
- (e) are only entitled to speak at general meetings at the invitation of the chairperson.

8. Application process

8.1 Applications for membership as a Full Member must be:

- (a) in writing and contain a statement to the effect that the applicant agrees to be bound by the terms of the Constitution;
- (b) signed by the applicant;
- (c) signed by one existing Member (who must not be a Supporter Member) as the proposer; and
- (d) in a form approved by the Directors in their absolute discretion.

8.2 The Directors will consider each application for membership as a Full Member at the next meeting of Directors after the application is received. In considering an application for membership as a Full Member, the Directors may:

- (a) accept or reject the application; or
- (b) ask the applicant to give more evidence of eligibility for membership.

8.3 If the Directors ask for more evidence under clause 8.2, their determination of the application for membership is deferred until the evidence is given.

8.4 The Directors do not have to give any reason for rejecting an application for membership. The applicant may, if refused membership, appeal to a general meeting. The general meeting shall be held within three months of the date of the receipt by the Directors of notice of the applicant's intention to appeal and at a time suitable to the majority of Members to attend.

8.5 As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's first annual subscription.

8.6 Subject to clause 8.7, an applicant for membership becomes a Member when, if the category of membership for which the applicant has applied requires the payment of an annual subscription, the applicant's first annual subscription is paid.

8.7 If the first annual subscription of an applicant for membership is not paid within three months after the date the applicant is notified of acceptance of their application for membership, the Directors may cancel their acceptance of the applicant for membership.

9. Rights and privileges

The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

10. Subscriptions

- 10.1 The Directors may determine, from time to time, the annual subscription payable by each category of Member provided that:
- (a) Life Members are not required to pay the annual subscription; and
 - (b) Supporter Members must only pay the annual subscription if the Directors resolve that Supporter Members must do so.
- 10.2 The annual subscription period will commence on 1 July of each year and the annual subscription will be due in advance within 30 days of this date.
- 10.3 Payment of the annual subscription must be made to the registered office of the Company or as the Directors determine by way of written notice to each Member.
- 10.4 The first annual subscription payable by persons who consented to become Members in the application for the Company's registration will be payable within 30 days of the date from which annual subscriptions are determined by the Directors.
- 10.5 The Directors may extend the due date for payment of amounts under this clause 10.
- 10.6 If a Member does not pay any annual subscription (including the first) within three calendar months after it becomes due, the Directors:
- (a) will give the Member notice of that fact; and
 - (b) if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

11. Register of Members

- 11.1 There must be a register for each category of Member.
- 11.2 The register for each category of Member must contain the following information about each Member in that category:
- (a) the Member's name and address; and
 - (b) the date on which the entry of the Member's name in the register is made.
- 11.3 The register for each category of Member must also show:
- (a) the name and details of each person who ceased being a Member in that category within the last seven years; and
 - (b) the date on which the person ceased being a Member.

12. Ceasing to be a Member

12.1 A Member will cease being a Member:

- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) subject to compliance with the requirements of clause 12.4, if a majority of the Directors present and voting at a meeting of Directors resolve to terminate the membership of a Member whose conduct in their opinion is so unbecoming to the Member or prejudicial to the interests of the Company that it renders it undesirable that that Member continue to be a Member;
- (c) if membership is forfeited under clause 8.7 or clause 10.6(b);
- (d) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence;
- (e) where the Member is not an individual, if:
 - (i) a liquidator is appointed in connection with the winding-up of the Member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the Member.

12.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription;
- (b) will not have any claim, monetary or otherwise, against the Company; and
- (c) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

12.3 If the Directors determine, in their absolute discretion, that any Member has wilfully refused or neglected to comply with the provisions of this Constitution or has been engaged in any other conduct which, in the opinion of the Directors, is unbecoming of a Member or prejudicial to the interests of the Company, then the Directors, subject to compliance with the requirements of clause 12.4, shall have power by resolution to censure the Member.

12.4 Before the Directors may pass a resolution for the purposes of clauses 12.1(b) or 12.3 in relation to a Member, the Directors must ensure that the relevant Member has been given at least 28 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed before the resolution is passed.

13. Powers of attorney

13.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company, or being a Member, that Member must deliver the instrument appointing the attorney to the Company for notation.

13.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

13.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

14. Patrons

14.1 The Directors may appoint a person to be a patron of the Company and to hold office for a period as determined by the Directors.

14.2 A patron of the Company will have all the privileges of a Full Member but will not be required to pay the annual subscription.

15. Liability

The liability of Members is limited to payment of the amount specified in clause 60.1.

General meetings

16. Calling general meeting

16.1 Any Director may, at any time, call a general meeting.

16.2 A Member may:

- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
- (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

16.3 The Directors must call annual general meetings in accordance with the Corporations Act, to be held by the Company at a date and time to be determined by the Directors.

17. Notice of general meeting

17.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

17.2 A notice calling a general meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

17.3 A notice calling an annual general meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
- (b) the election of Directors; or

- (c) the appointment and fixing of the remuneration of the Auditor.
- 17.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 16.2).
- 17.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 56.1 entitled to receive notices from the Company.
- 17.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.
- 17.7 The Auditor may attend general meetings.

Proceedings at general meetings

18. Member

In clauses 19, 20, 22 and 26, **Member** includes a Member present in person or by proxy or attorney.

19. Quorum

- 19.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 19.2 A quorum of Members is the number of Full Members and Life Members equal to five per cent of the total number of Full Members and Life Members from time to time.
- 19.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned general meeting a quorum is not present within 15 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

20. Chairperson

- 20.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every general meeting.
- 20.2 The Directors present may elect a chairperson of a general meeting if:
 - (a) there is no chairperson or deputy chairperson;
 - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.

- 20.3 If no election is made under clause 20.2, then:
- (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or willing to act as chairperson, the Members may elect one of the Members present as chairperson, so long as that Member is not a Supporter Member.
- 20.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

21. Adjournment

- 21.1 The chairperson of a general meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so by resolution.
- 21.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 21.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 21.4 Notice of an adjourned general meeting must only be given in accordance with clause 17.1 if a general meeting has been adjourned for more than 10 days. It will not be necessary to give a notice of adjournment or of the business to be transferred at an adjourned meeting.

22. Decision on questions

- 22.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 22.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 22.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 22.4 The demand for a poll may be withdrawn.
- 22.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

23. Taking a poll

- 23.1 A poll will be taken when and in the manner that the chairperson directs.
- 23.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 23.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 23.4 The chairperson's determination, if made in good faith, will be final and conclusive.

- 23.5 A poll must not be demanded on the election of the chairperson or the adjournment of a general meeting.
- 23.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

24. Casting vote of chairperson

The chairperson has a casting vote, where there is an equality of votes, in addition to the chairperson's votes as a Member, proxy or attorney.

25. Offensive material

A person may be refused admission to, or be required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

26. Entitlement to vote

- 26.1 A Member is not entitled to speak or vote at a general meeting if the Member's annual subscription is more than one month in arrears at the date of the meeting.
- 26.2 Subject to clause 26.1, only Full Members and Life Members are entitled to speak and vote at general meetings.
- 26.3 A Member entitled to vote has one vote.

27. Objections

- 27.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 27.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 27.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

28. Votes by proxy

- 28.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.

- 28.2 A proxy may be a Full Member, Life Member or Director who is not a current employee of the Company. A proxy may not be a Supporter Member.
- 28.3 A proxy may demand, or join in demanding, a poll.
- 28.4 A proxy or attorney may vote on a poll.
- 28.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

29. Document appointing proxy

- 29.1 An appointment of a proxy is valid if it is signed by the Member making the appointment, contains the information required by subsection 250A(1) of the Corporations Act and the proxy is a person permitted to be a proxy under clause 28.2. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by subsection 250A(1) of the Corporations Act.
- 29.2 The Company may send a proxy appointment form to Members in a form which has been approved by the Directors.
- 29.3 For the purposes of clause 29.1, an appointment received at an electronic address will be taken to be signed by the Member if:
- (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 29.4 A proxy's appointment is valid at an adjourned general meeting.
- 29.5 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 29.6 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 29.7 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or a Secretary.
- 29.8 An instrument appointing a proxy will, unless expressly provided in the instrument, be deemed to confer authority to agree to:
- (a) a meeting that is convened by shorter notice than is required under the Corporations Act;

- (b) a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given; and
- (c) demand or join in demanding a poll.

30. Lodgement of proxy

30.1 The written appointment of a proxy or attorney must be received by the Company at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.

30.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

- (a) the Company's registered office;
- (b) a facsimile number at the Company's registered office; or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

31. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if, before the vote was cast, the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

32. Postal Ballots

32.1 Subject to the requirements of the Corporations Act, the Directors may at any time resolve to conduct a postal ballot in lieu of a meeting for the resolution of proposals or for the election of Directors and such a ballot shall be conducted as follows:

- (a) the Directors shall nominate a ballot mail-out day, being the day on which voting papers are to be posted to all Members who would have been entitled, if present, to vote at a meeting held on that day;
- (b) for the election of Directors, the postal ballot shall be conducted so that the results of voting can be announced at the annual general meeting at which the election would otherwise have been held;
- (c) for the election of Directors, the ballot mail-out date nominated shall be 28 days before the date of the annual general meeting;
- (d) in order to meet the requirements of clause 35.5, the Directors shall:

- (i) make any decision to hold a postal ballot for the election of Directors at least 70 days before the date of the annual general meeting; and
 - (ii) 56 days before the annual general meeting, post a notice, to all Full Members and Life Members, who would have been entitled, if present, to vote at an extraordinary general meeting held on that day and to all Directors calling for nominations of persons for appointment to the position of Director.
- (e) prior to ballot mail-out day, the Directors shall appoint five scrutineers for the examination and counting of votes;
 - (f) a scrutineer must be a Member, Director or Secretary;
 - (g) a scrutineer who is nominated as a candidate for election as a Director shall cease to be a scrutineer and a replacement scrutineer shall be appointed by the Directors;
 - (h) the Directors shall set out the resolution or resolutions, or details of the election, and shall cause voting papers setting out the same and containing full directions as to the method of voting to be posted to entitled Members;
 - (i) Members entitled to vote and wishing to exercise their vote must do so in the manner indicated in the directions and return the voting papers, in the ballot envelope provided, to the Secretary at the Company address provided with the ballot papers. Voting papers must be received by the Secretary not later than 4pm, 21 days after the ballot mail-out day;
 - (j) the Secretary shall secure the ballot envelopes in a locked box;
 - (k) within seven days after the final date for receipt of voting papers, a meeting of the scrutineers shall be held at which there are at least three scrutineers shall be present. The scrutineers shall examine the voting papers and count the votes;
 - (l) the scrutineers shall reject the vote of any Member who, at the date of such meeting, was not a Full Member or Life Member. They may reject any other vote which in their view ought properly to be rejected;
 - (m) as soon as practicable after counting eligible votes, the scrutineers shall report in writing the result of the voting to the chairperson. The report, signed by all scrutineers present at the examination and counting of votes, shall include a statement of the number of votes rejected by them and the reasons for such rejection;
 - (n) the report of the scrutineers as to the result of the voting shall be conclusive;
 - (o) except for the election of Directors, a resolution passed by such a ballot shall have the same force and effect as if it were a resolution passed at a meeting of Members held on the date of the report of the scrutineers;
 - (p) for the election of Directors, the result of the ballot shall have the same force and effect as if the election had been held at the annual general meeting at which it would normally have been held; and
 - (q) the chairperson must arrange for the results of the postal ballot to be given to Members within a reasonable time after the receipt of the scrutineers' report, whether by publication in any CPL newsletter or otherwise. The result of the election of Directors shall be announced at the next annual general meeting.

32.2 For postal ballots, the provisions of clause 17 regarding notice of general meetings shall be deemed to have been met by the requirements of this clause 32 and clause 35.5.

- 32.3 Where, for any reason, the chairperson is unable to exercise any powers granted to them under this clause 32, the power shall be exercised by any Director who is deputised by the Directors to exercise such powers.

Appointment and removal of Directors

33. Number of Directors

There will not be less than seven nor more than 11 Directors unless the Company, in a general meeting by resolution, changes the maximum number.

34. Eligibility of Directors

- 34.1 Each Director must be a natural person.
- 34.2 Subject to the other provisions of this Constitution, a Director is not required to be a Member but a Director must not have been employed by the Company for at least two years prior to the date of the Director's election or appointment.
- 34.3 Each Director must represent the interests of all Members and not merely those Members associated with any particular geographic area.

35. Appointment and removal of Directors

- 35.1 The Company may, by resolution passed in general meeting:
- (a) appoint new Directors;
 - (b) subject to clause 33, increase or reduce the number of Directors;
 - (c) remove any Director before the end of the Director's period of office; and
 - (d) appoint another person in the Director's place.
- 35.2 A person appointed under clause 35.1(d) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.
- 35.3 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 35.4 Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 35.1(c), or annul the suspension and reinstate the Director.
- 35.5 Directors may be elected by postal ballot where:
- (a) the Directors give 28 days' notice to Members of the closing date for nominations for the election of Directors;
 - (b) a person, other than a retiring Director, is not eligible to be elected as a Director by postal ballot unless:
 - (i) at least 42 days notice is given; or
 - (ii) where recommended by the Directors, at least 35 days notice is given;

before the date of the annual general meeting at which the election would otherwise have been held;

- (c) a nomination in writing must be left with the Secretary at the Company's registered office;
- (d) the nomination must:
 - (i) be signed by the proposer;
 - (ii) propose a nominee for the office of Director;
 - (iii) be signed by the nominee;
 - (iv) contain the consent of the nominee to the nomination; and
 - (v) signify the candidature of the nominee for the office of Director.

36. Additional and casual Directors

- 36.1 Subject to clause 33, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 36.2 A Director appointed under clause 36.1 will hold office until the next general meeting of the Company when the Director may be re-elected.

37. Retirement

- 37.1 A Director must retire from office at the conclusion of the third annual general meeting, or the third year, after the Director was last elected, whichever is the longer period.
- 37.2 A retiring Director will be eligible for re-election.
- 37.3 At the annual general meeting, one third, or the nearest number to one third, of the Directors in office shall retire from their office.
- 37.4 The Director who has been the longest in office since their election is to retire at the annual general meeting.
- 37.5 For the purposes of clause 37.4:
 - (a) Directors who have been in office an equal length of time will, where there is no agreement between them, determine their retirement by drawing lots by the chairperson or deputy chairperson;
 - (b) Directors who have been appointed by the Directors are not included;
 - (c) where the Company in a general meeting elects a Director pursuant to clause 38.1, it may also determine in what order of rotation they are to retire.

38. Filling vacated office

- 38.1 When a Director retires at a general meeting, the Company may by ordinary resolution elect a person to fill the vacated office.
- 38.2 If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:
 - (a) it is resolved not to fill the vacated office; or

- (b) the resolution for the re-election of the Director is put and lost.

39. Nomination of Director

- 39.1 A person, other than a retiring Director, is not eligible for election as a Director at a general meeting unless the person, or a Member who intends to nominate the person, has left at the Company's registered office a written notice signed by him or her:
- (a) giving the person's consent to the nomination; and
 - (b) stating either that the person is a candidate for the office of Director or that the Member intends to propose the person for election.
- 39.2 Persons who are entitled to nominate a person for election as a Director are:
- (a) Full Members;
 - (b) Life Members; or
 - (c) Directors.
- 39.3 A notice given in accordance with clause 39.1 must be left at the Company's registered office:
- (a) at least 28 days; or
 - (b) in the case of a person recommended by the Directors, at least 21 days,
- before the relevant general meeting.
- 39.4 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least seven days before every general meeting at which an election of a Director will take place.

40. Vacation of office

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

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it;
- (c) becomes, in the opinion of the Directors, incapable of performing his or her duties;
- (d) resigns by notice in writing to the Company;
- (e) is removed by a resolution of the Company;
- (f) is absent from Directors' meetings for six consecutive months without leave of absence from the Directors;
- (g) becomes bankrupt or makes an arrangement with creditors of his or her estate; or
- (h) holds any office of profit under the Company.

Powers and duties of Directors

41. Powers and duties of Directors

- 41.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- 41.2 Without limiting the generality of clause 41.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or become liable for the payment of money or the performance of any obligation by or of any other person.
- 41.3 The Directors may confer and register the honour of Life Membership to a nominated person, pursuant to clause 7.3.
- 41.4 The Directors may confer a CPL medal for distinguished service on any person who, in the opinion of the Directors, has given distinguished voluntary service to the Company in a specific field of endeavour.
- 41.5 The Directors will not sell or dispose of the Company's main undertaking unless ratified at a general meeting.

Proceedings of Directors

42. Directors' meetings

- 42.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 42.2 Directors' meetings must be called at least once in every three months.
- 42.3 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director.
- 42.4 Directors may act notwithstanding a vacancy. However, where the number of Directors present at a meeting is below the minimum required by clause 33, the Directors may only act for the purpose of filling vacancies to increase their number to the minimum as required.
- 42.5 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 42.6 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

- 42.7 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 42.8 Subject to clause 45, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 42.9 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 42.10 A quorum is five Directors for the time being, until otherwise determined by the Directors.
- 42.11 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, subject to clause 42.4, the chairperson may call a general meeting to deal with the matter.
- 42.12 Notice of a meeting of Directors may be given in writing, or by telephone, or the meeting may be otherwise called using any technology consented to by all the Directors.
- 42.13 Directors may vote by proxy, in any meeting, where the proxy:
- (a) is a Director; and
 - (b) has been appointed in writing by the appointor.
- 42.14 The Directors may appoint a Treasurer, who will hold office from the end of the first Directors meeting after the annual general meeting until the end of the next annual general meeting, unless the Directors determine otherwise. The Treasurer will be eligible for re-election.

43. Decision on questions

- 43.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 45, each Director has one vote.
- 43.2 The chairperson of a meeting has a casting vote in addition to his or her deliberative vote.

Payments to Directors

44. Payments to Directors

No payment will be made to any Director other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director where the amount payable does not exceed an amount previously approved by the Directors; or
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service.

45. Directors' interests

- 45.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or

rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

45.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

45.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.

45.4 Subject to clause 44, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Company;
- (b) hold any office or place of profit other than as auditor in the Company; and
- (c) act in a professional capacity other than as auditor for the Company,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

45.5 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 permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

45.6 A Director may be or become a Director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

45.7 Each Director is authorised to act in the best interests of the Holding Company of the Company, including any ultimate holding company.

46. Chairperson

46.1 The Directors will elect a Director as chairperson, and another Director as deputy chairperson, of Directors' meetings and may determine the period for which the chairperson will hold office.

46.2 Subject to clause 46.1, the chairperson is eligible for re-election but may not act for more than six years.

- 46.3 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within one hour after the time appointed for the meeting to begin, or has directed that they will not be present and willing and able to act:
- (a) the deputy chairperson will conduct the meeting; or
 - (b) the Directors present must elect a Director to be chairperson of the meeting.
- 46.4 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

47. Delegation

- 47.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors, to a committee or committees.
- 47.2 The Directors may at any time revoke any delegation of power to a committee.
- 47.3 Each member of each committee must be a Director or a person that the Directors have resolved to appoint to that committee.
- 47.4 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 47.5 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 47.6 Meetings of any committee constituted under this clause 47 will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

48. Written resolutions

- 48.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 48.2 For the purposes of clause 48.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 48.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 48.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause.
- 48.5 This clause applies to meetings of Directors' committees.

49. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a committee constituted under clause 47 (as applicable); or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the committee constituted under clause 47 (as applicable) before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

50. Minutes and Registers

- 50.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
 - (c) all resolutions passed by Directors in accordance with clause 48;
 - (d) all appointments of officers;
 - (e) all orders made by the Directors and Directors' committees; and
 - (f) all disclosures of interests made under clause 45.
- 50.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 50.3 The Company must keep all registers required by this Constitution and the Corporations Act, including:
- (a) the register of Members;
 - (b) the register of charges, which includes an agreement to execute a charge whether upon demand or otherwise; and
 - (c) a register of recipients of the Company's medal for distinguished service.

Secretary

51. Secretary

- 51.1 There must be at least one Secretary appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 51.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 51.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 51.4 The Secretary must ensure that the Company complies with its obligations to keep minute books.

Seals

52. Common Seal

If the Company has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal; and
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

53. Duplicate Seal

If the Company has a seal, the Company may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face; and
- (b) must not be used except with the authority of the Directors.

Inspection of records

54. Inspection of records

- 54.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 54.2 Except as otherwise required by the Corporations Act, a Member, other than a Director, does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

55. Service of notices

- 55.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
 - (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 55.2 A notice sent by post is taken to be served:
 - (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 55.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and

- (b) on the day after its despatch.
- 55.4 If a Member does not have an address recorded in the Register, a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office.
- 55.5 A Member, whose address recorded in the Register is not in Queensland, may specify in writing an address in Queensland to be taken to be the Member's for the purposes of clause 55.
- 55.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 55.7 Subject to the Corporations Act, the signature to a written notice given by the Company may be written or printed.
- 55.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

56. Persons entitled to notice

- 56.1 Notice of every general meeting must be given to:
 - (a) every Member;
 - (b) every Director; and
 - (c) any Auditor.
- 56.2 No other person is entitled to receive notice of a general meeting.

Execution of documents

57. Execution of documents

- 57.1 The Company may execute a document:
 - (a) in accordance with subsection 127(1) of the Corporations Act;
 - (b) if the Company has a Seal, in accordance with subsection 127(2) of the Corporations Act and clauses 52 and 53; or
 - (c) in any other way approved by the Directors and permitted by law.
- 57.2 In this clause 57:
 - (a) 'document' includes cheques, bills of exchange, promissory notes and negotiable instruments; and
 - (b) 'execute' means accepted, drawn, made and endorsed.

Audit and accounts

58. Audit and accounts

- 58.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.

- 58.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.
- 58.3 The accounts must be kept at the Company's registered office or such other place as the Directors determine.

59. Auditor

A properly qualified Auditor or Auditors must be appointed by the Company as required by the Corporations Act.

Winding up

60. Winding up

- 60.1 If the Company is wound up:
- (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year,
- undertakes to contribute to the property of the Company for the:
- (c) payment of debts and liabilities of the Company (in relation to clause 60.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,
- such amount as may be required, not exceeding \$20.
- 60.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which, by its constitution, is:
- (a) required to pursue charitable purposes only;
 - (b) required to apply its profits (if any) or other income in promoting its objects; and
 - (c) prohibited from making any distribution to its Members or paying fees to its Directors,
- and any such corporation is to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Queensland for determination.

Revocation of deductible gift recipient endorsement

61. Revocation of deductible gift recipient endorsement

- 61.1 If the Company's endorsement as a deductible gift recipient in accordance with Division 30 of the ITAA 1997 is revoked, any surplus:

- (a) gifts of money or property received by the Company for the objects in clause 4.1;
- (b) Deductible Contributions received by the Company in relation to a fund-raising event held for the objects in clause 4.1;
- (c) money received by the Company because of the gifts or Deductible Contributions mentioned in paragraphs (a) and (b) including, without limitation, any money received because of investment of those gifts or Deductible Contributions; and
- (d) assets held by the Company other than those mentioned above;

will not be paid to or distributed to the Members, but will be given or transferred to another fund, authority or institution:

- (a) which is charitable at law and has objects similar to the objects of the Company in clause 4.1;
- (b) gifts to which can be deducted under Division 30 of the ITAA 1997; and
- (c) has constituent documents which prohibit the distribution of its income and property among its members on terms substantially similar to clause 5,

such fund, authority or institution to be determined by the Members and in default, by application to the Supreme Court of Queensland for determination.

Indemnity

62. Indemnity

62.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); or
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

62.2 The amount of any indemnity payable under clauses 62.1(a) or 62.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

62.3 For the purposes of this clause 62, **officer** means:

- (a) a Director;
- (b) a Secretary; or
- (c) an Auditor.

Insurance

63. Insurance premiums

63.1 The Company may pay a premium in respect of a contract insuring a person who is or has been:

- (a) a member of the Directors;
- (b) an Auditor;
- (c) a Secretary; or
- (d) any other officer,

against a liability incurred by the person in their above position, except in circumstances prohibited by the Corporations Act.