
Constitution

**The Leukaemia
Foundation of Australia
Limited**

Constitution - The Leukaemia Foundation of Australia Limited

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CORPORATIONS ACT 2001 Company Limited by Guarantee

CONSTITUTION of THE LEUKAEMIA FOUNDATION OF AUSTRALIA LIMITED

PRELIMINARY

1.1 To the extent possible, the Replaceable Rules do not apply to the Company.

DEFINITIONS

1.2 In this Constitution except to the extent that the context otherwise requires:

- **'Associate'** has the meaning given to it by Section 9 of the Corporations Act;
- **'Board'** means the board of Directors for the time being of the Company elected or appointed in accordance with this Constitution;
- **'Company'** means The Leukaemia Foundation of Australia Limited;
- **'Constitution'** means the Constitution for the time being of the Company;
- **'Corporations Act'** means the *Corporations Act 2001* (C'th) as modified or re-enacted from time to time, and where appropriate, includes any regulations issued under it;
- **'Defined Diseases'** means blood cancers (including leukaemia, lymphoma, and myeloma) and related blood disorders;
- **'Delegate'** means a person duly elected or appointed by a body to represent that body in accordance with this Constitution;
- **'Director'** means a person appointed or elected as a director for the time being of the Company;
- **'Effective Date'** means the date of the general meeting of the Company in 16 April 2016;
- **'Financial Year'** means that financial year adopted by the Company;

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- **'in writing'** and **'written'** includes printing lithography and other modes of representing or reproducing words in a visible form;
- **'LFQ'** is the body corporate described as Leukaemia Foundation of Queensland.
- **'Former LFQ Members'** means the Members who were transitioned from the Leukaemia Foundation of Queensland to the membership of the Company on the Effective Date.
- **'Member'** means any person who becomes a Member of the Company;
- **'Membership'** means Membership of the Company;
- **'Regulations'** means all by-laws and rules that are made with the authority of this Constitution;
- **'Register'** means the Register of Members to be kept pursuant to the Corporations Act;
- **'Seal'** means the common seal of the Company;
- **'Special Resolution'** has the meaning assigned to it under the Corporations Act;

INTERPRETATION

- 1.3 In this Constitution except to the extent that the context otherwise requires:
- (a) words importing persons including corporations;
 - (b) words of the plural number shall include the singular and vice-versa; and
 - (c) words of the masculine gender shall include the feminine and vice-versa.

NAME, OBJECTS, POWERS AND CHARACTERISTICS

2. The name of the Company is The Leukaemia Foundation of Australia Limited.
3. The registered office of the Company will be situated at such place as the Board may determine from time to time.
4. The Company has the following objects from the Effective Date, in substitution of the objects set out in, and all other provisions of, the Memorandum of Association. For the avoidance of doubt, the Company's charitable objects (including those pursuant to which it has obtained and is entitled to retain, endorsement by the Australian Taxation Office as

a Deductible Gift Recipient) are unaltered and have, for convenience, merely been re-stated in this Constitution:-

- (a) To conduct or foster research into the cause, cure, therapy and/or effects of disease or treatments from one or more of the defined diseases;
 - (b) To support those, the carers or the families of those who have or appear to have one or more of the defined diseases;
 - (c) To provide facilities for the optimum care and treatment of patients with one or more of the defined diseases;
 - (d) To conduct, provide and/or promote educational publications or meetings or to provide grants for educational purposes in relation to the defined diseases;
 - (e) To act as an advocate for patients, groups of patients, their carers, or others involved in the provision of care, treatment and therapeutics;
 - (f) To do such other things as the board may from time to time determine in furtherance of the provision of aid generally to persons with or appearing to have one of the defined diseases.
5. The Company has the powers of a natural person.
6. The income and property of the Company, whenever derived, shall be applied solely towards the promotion of the objects of the Company as set out in this Constitution and no portion of the income and property of the Company shall be paid or transferred, directly, indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members of the Company.
7. Nothing in this Constitution shall prevent the payment:-
- (a) In good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any Member, or member of the Board of the Company, in return for any services actually rendered, or goods supplied, to the Company; or
 - (b) Of interest on money borrowed from a member of the Company at not more than commercial rates;
 - (c) Of reasonable and proper rent for premises demised or let by any Member of the Company.
8. The liability of the Members is limited.

9. Each Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up whilst a Member or within one year after ceasing to be a Member for the payment of the debts and liabilities of the Company contracted before cessation of such membership and of the costs charges and expenses of the winding up and for adjustments of the rights of the contributories among themselves such amount as may be required not exceeding \$2.00.
10. Where property remains after the winding up or dissolution of the Company and satisfaction of all its debts and liabilities, it shall not be paid or distributed among the Members of the Company but shall be given or transferred to another fund, authority or institution having objects similar to the objects of the Company, and whose memorandum of association or constitution prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of this Constitution, which fund, authority or institution is to be determined by the Members of the Company at or before the time of the dissolution.
11. The Company does not have the power to issue or allot fully or partly paid shares to any person or corporation.

Transition Reserve Powers

11A.

- (a) With an effect of ten years from the Effective Date, no Designated Queensland Properties, whether held in LFA or in LFQ may be sold, where the intention for the sale proceeds is to be applied other than for the benefit of patient support in Queensland, unless the sale is approved by a majority of the Former LFQ Members at a general meeting convened for this purpose.
- (b) For the purposes of Clause 11A(a), the following properties are the 'Designated Queensland Properties':
 - (i) Central Office, 213-217 St Pauls Terrace, Fortitude Valley QLD;
 - (ii) Clem Jones-Sunland Village, 170 Middle Street, Coopers Plains, QLD;
 - (iii) ESA Village, 41 Peter Doherty Street, Dutton Park, QLD;
 - (iv) Herston Village, 196 Herston Road, Herston, QLD; and
 - (v) Freemasons Village, 41/100 Angus Smith Drive, Douglas, QLD.

NON-PROFIT

12. The Company shall not carry on business for the purpose of profit or gain to its individual Members.

MEMBERSHIP

ADMISSION OF MEMBERS

13. Subject to this Constitution, the Members at the date of adoption of this Constitution and such other persons as the Board admits to Membership in accordance with this Constitution shall be Members of the Company.
14. Membership of the Company shall consist of:
 - (a) **Ordinary Members** – being a person or entity who is invited from time to time to be and remain a member of the Company; and
 - (b) **Honoured Members** – being a person who, in the opinion of the Board, has rendered outstanding services to the Company or to the community and is invited from time to time to be and remain an Ordinary Member of the Company but is not required to pay the annual subscription fee.
 - (c) To give effect to the intent to transition the members of LFQ from the Effective Date, those members who were LFQ members immediately prior to the Effective Date will become Ordinary Members of the Company and will be identified within the Ordinary Members register. The members entered on the Ordinary Members register in this way will be taken to be the Former LFQ Members for the purpose of the transitional reserve powers provided for in Clause 11A.
15. Each application for Membership shall be made in writing to the Company in such form as the Board may from time to time determine.
16. The Board may in its absolute discretion approve or refuse the application of any prospective Member.
17. Membership of the Company is not transferable, the rights, privileges or benefits of Membership of the Company being personal to the Member.
18. The Board shall cause to be kept in accordance with the requirements of the Corporations Act a Register of Members of the Company and such Register shall contain the following particulars:
 - (a) the name and address of each Member and a description of the type of Membership held;
 - (b) the date on which the name of each Member was entered in the Register; and

- (c) the date on which a Member ceased to be a Member.

APPLICATION FEES

- 19. Ordinary Members must pay such fee upon their application for membership as is determined by the Board from time to time.

TERMINATION OF MEMBERSHIP

- 20.1 Membership of the Company will terminate upon the death of the Member on the passing of a Special Resolution of Members to that effect or as otherwise provided in this Constitution.
- 20.2 A Member may terminate Membership of the Company by giving notice in writing to the Secretary and that termination will be effective on the date of receipt of the notice by the Secretary.
- 20.3 The Board may by resolution suspend or expel from the Company a Member on the grounds that:
 - (a) in the case of a person who has never been an Organisational Member:-
 - (i) the Member wilfully refuses or neglects to comply with the provisions of the Constitution or by-laws as adopted from time to time; or
 - (ii) the Member is guilty of conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Company;
 - (b) in the case of a person who has been an Organisational Member:-
 - (i) The Member wilfully refuses or neglects to comply with the provisions of the Constitution or by-laws as adopted from time to time; or
 - (ii) the Board gives the Member written notice requiring it to show cause why its membership should not be cancelled; and
 - (iii) the Member does not respond to such notice within a period of 30 days; or
 - (iv) the Board is not satisfied with the Member's response and the parties, having proceeded bona fide to resolve their differences by a mediation

conducted pursuant to the standard form of Mediation Agreement approved by the Queensland Law Society Inc ("QLS") (with a mediator to be agreed or failing agreement by the person appointed by the President for the time being of the QLS), have been unable to resolve those differences and the Board then unanimously (except any representative or nominee of the Member) resolves to cancel the Member's membership.

- 20.4 Where a Member's Membership rights are proposed to be terminated by resolution of the Board, the Board must give that Member:
- (a) at least one week's notice of the meeting, the substance of the allegations against it and the intended resolution; and
 - (b) an opportunity of lodging a written explanation or defence with the Secretary at least 24 hours before the meeting to consider such expulsion.
- 20.5 A Member who for whatever cause ceases to be a Member of the Company shall not have any claim monetary or otherwise on the Company's funds or property.
- 20.6 Upon ceasing to be a Member of the Company the Member shall remain liable for any monies due to the Company and unpaid at the date of it ceasing to be a Member.

SUBSCRIPTIONS

- 21.1 The Board may impose an annual subscription fee on Ordinary Members.
- 21.2 The annual subscription fee shall be such amount and due at such time as the Board may from time to time determine.
- 21.3 If the full amount of the annual subscription fee for a Member is not received by the Secretary within 28 days after the due date for payment, and the default persists for a further period of 28 days after a further written notice from the Secretary, the Board may, by resolution, cancel the Membership of the Member.

INCOME AND PROPERTY

- 22.1 The Company is to be a non-profit organisation and none of its income, property, profits or financial surplus shall be paid to the Members or Board except as provided in this Constitution.
- 22.2 The financial year of the Company shall commence on the first day of July and end on the thirtieth day of June in the following calendar year.

GENERAL ACCOUNTS

- 23.1 All the monies of the Company shall be banked in the name of the Company in a bank account at such bank as the Board may from time to time direct.
- 23.2 Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the Company. The Company shall ensure the relevant accounting and auditing requirements of the Corporations Act are duly complied with.
- 23.3 The Company shall appoint and retain a properly qualified auditor whose duties shall be determined in accordance with the Corporations Act. No Member shall be capable of acting as an auditor of the Company.
- 23.4 The Board shall distribute to all Members at the end of each financial year copies of the profit and loss account and balance sheet accompanied by a copy of the auditors report as required under the Corporations Act and shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.

INSPECTION OF RECORDS

24. The Board shall determine whether and to what extent, and at what time and place and under what conditions the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than the members of the Board, and a Member other than the members of the Board does not have the right to inspect any document of the Company except as provided by law or authorised by the Board or by the Company in general meeting.

GENERAL MEETINGS

- 25.1 The Board must hold an annual general meeting in accordance with the provisions of the Corporations Act.
- 25.2 The Board or a member of the Board may from time to time call a general meeting in accordance with the Corporations Act.

NOTICE OF GENERAL MEETING

- 26.1 Subject to the provisions of the Corporations Act, 21 days notice of a general meeting must be given to all Members.

- 26.2 A notice of general meeting shall specify the place, the day, and the hour of meeting and shall state the general nature of the business to be transacted at the meeting.

PROCEEDINGS AT GENERAL MEETING

- 27.1 No business shall be transacted at any meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 27.2 Fifteen (15) Ordinary Members present in person or by proxy shall constitute a quorum. A person attending by teleconference or other video or audio conference facility shall be deemed present in person.
- 27.3 For the purpose of determining whether a quorum is present, a person attending as a proxy, or an attorney or as representing a corporation that is a Member, shall be deemed to be a Member.

FAILURE TO ACHIEVE QUORUM

28. If a quorum is not present within half an hour from the time appointed for the meeting:
- (a) Where the meeting was convened upon the requisition of Members – the meeting shall be dissolved; or
 - (b) In any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, 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 half an hour from the time appointed for the meeting:
 - (A) ten (10) Ordinary Members present in person or by proxy constitute a quorum; or
 - (B) where ten (10) Ordinary Members are not present the meeting shall be dissolved.

APPOINTMENT AND POWERS OF CHAIRMAN OF GENERAL MEETING

- 29.1 The chairman of the Board shall preside as chairman at every general meeting of the Company.

29.2 Where a general meeting is held and:

- (a) there is no chairman; or
- (b) the chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the Members present shall elect one of their number to be chairman of the meeting.

ADJOURNMENT OF GENERAL MEETING

30.1 The chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

30.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

30.3 Except as provided by clause 30.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETING

31.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairman; or
- (b) by at least two (2) Ordinary Members present in person or by proxy.

31.2 Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried, carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceeding 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.

31.3 The demand for a poll may be withdrawn.

POLL

- 32.1 If a poll is duly demanded, it shall be taken in such manner and (subject to clause 32.2) either at once or after an internal or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 32.2 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

EQUALITY OF VOTES

33. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his deliberative vote (if any), has a casting vote.

ENTITLEMENT TO VOTE AND ATTEND MEETINGS

- 34.1 All Members are eligible to attend meetings of the Company but only Ordinary Members (and Former LFQ Members as applicable) are eligible to vote.
- 34.2 On a poll or show of hands, each Member present in person, by proxy, attorney or Delegate is entitled to one vote at general meetings of the Company.
- 34.3 If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, its committee or trustee or such other person as properly has the management of his estate may exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

APPOINTMENT OF PROXY

- 35.1 An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 35.2 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 35.3 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- 35.4 An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

[]
I/We, _____, of _____ being a Member of the above named company, appoint _____ of _____ or, in his absence, _____ of _____, as my/our proxy to vote for me/us on my/our behalf at the *annual general meeting/general meeting of the company to be held on the _____ day of _____ 20 _____ and at any adjournment of that meeting.

- + This form is to be used *in favour of/against the resolution.

Dated:

* Strike out whichever is not desired.

- + To be inserted if desired.

DEPOSIT OF PROXY AND OTHER INSTRUMENTS

36. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting.

VALIDITY OF VOTE IN CERTAIN CIRCUMSTANCES

37. A vote given in accordance with the terms of an instrument or proxy or a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

MAIL VOTES

- 38.1 Subject to this Constitution, a resolution of the Company shall be submitted to a mail vote when directed by the Board where it determines that this is appropriate given the expediency of a mail vote and urgency of the matter in question.
- 38.2 Any such mail vote shall be in accordance with the following procedure:
- (a) the Secretary shall, upon receipt of the directive as aforesaid, forthwith despatch a copy of the resolution to each Member eligible to attend a general meeting in addition to those persons entitled to vote;
 - (b) such despatch shall, at the discretion of the Board, be either by post or electronic mail and shall be accompanied by a notice stating the date upon which the voting shall close and whether the voting is by post or by electronic mail;
 - (c) the despatch of the resolution and notice shall be deemed to have been received by each person eligible to vote in the case of:
 - (i) post – two days after posting, and
 - (ii) electronic mail - at the conclusion of the day of despatch;
 - (d) all votes must be received by the Secretary in the case of:
 - (i) Postal votes – within 14 days; and
 - (ii) Electronic mail – within 48 hours of receipt at the resolution and notice or unless otherwise advised;
 - (e) Upon the close of voting, the Secretary shall forthwith examine the votes as received by him and forthwith convey by mail to the members of the Company the result of the voting so received by him;
 - (f) In the event of an equal number of votes for and against being recorded the resolutions shall be deemed to be not carried;
 - (g) A vote on any resolution so taken by post shall be as valid and binding in all respects as if the same had been taken in due manner at a duly convened meeting of the Company and shall be recorded in the minutes.

THE BOARD

39.1 There will be a maximum of 10 Directors on the Board:

- (a) with an effect of five years from the Effective Date, consisting of:
 - (i) not more than six Directors who ordinarily reside in Queensland (and who were initially nominated by LFQ); and
 - (ii) not more than four Directors who ordinarily reside outside of Queensland with not more than one Director ordinarily residing in any one State (and who were initially nominated by the Board).
- (b) from the day following five years from the Effective Date, Clause 39.1(a) will be void and the Board will consist of:
 - (i) not more than six Directors elected by the Members; and
 - (ii) not more than four Directors appointed by the Board based on skills, experience, including knowledge of blood cancers, and diversity for a term determined by the Board,

and the rotational provisions in Clauses 39.4 to 39.6 will then apply.

39.2 For a person to be appointed a director that person must be an Ordinary Member.

39.3 With effect from 5 years after the Effective Date, and subject to the Corporations Act and the rotation provisions in Clauses 39.4 to 39.6 (inclusive), a Director's term of office:

- (a) starts at the end of the annual general meeting at which the Director's election is announced; and
- (b) ends at the end of the third annual general meeting at which the Director's election is announced.

39.4 At each annual general meeting the following Directors must retire from office:

- (a) one-third of the elected Directors for the time being or if there is not three or a multiple of three, then the number nearest one-third; and
- (b) any other Director who has been in office for three years or more since the Director's election or last re-election of the Director.

- 39.5 Subject to Clause 39.3 and 39.4, the Directors to retire at an annual general meeting after the Effective Date are the Directors who have been the longest in office since their last election. If two or more persons become Directors on the same day those to retire must be determined by lot unless they otherwise agree among themselves.
- 39.6. A retiring Director shall act as a Director throughout the annual general meeting at which he or she retires.
- 39.7. An individual who has been employed by either the Company or LFQ previously is prohibited from being eligible for election or appointment to the Board for a period of five years from the date the individual ceased his or her employment.

CASUAL VACANCIES

- 39A.1 For the period of five years from the Effective Date, where a casual vacancy arises:
- (a) from a Director under 39.1(a)(i), then the other Queensland based Directors may appoint a person to be a Director to fill the casual vacancy; or
 - (b) from a Director under rule 39.1(a)(ii), then the other non-Queensland based Directors may appoint a person to be a Director to fill the casual vacancy,
- provided that the total number of Directors does not exceed the number fixed in accordance with this Constitution and the term of the appointment does not extend beyond the fifth anniversary of the Effective Date.
- 39A.2 From the date following five years from the Effective Date, where a casual vacancy arises the Board may at any time appoint a person to be a Director to fill a casual vacancy, provided that the total number of Directors may not exceed the number fixed accordance with this Constitution.
- 39A.3 A Director appointed under Clause 39A.2:
- (a) holds office only until the next annual general meeting after the appointment and is then eligible for re-election;
 - (b) must not be taken into account in determining the Directors who are to retire by rotation at that annual general meeting.

RESIGNATION AND REMOVAL OF A DIRECTOR

- 40.1 Any Director may resign at any time as a director of the Company by notice in writing delivered to the Secretary but such resignation shall only take effect at the time when such notice is received by the Secretary unless some later date is specified in the notice when it shall take effect on the later date.
- 40.2 A Director may be removed from office by a Special Resolution passed by the Ordinary Members, at a general meeting of the Company convened for that purpose, provided that at least 28 days notice of intention to move for the removal of the Director has been given to each Member of the Company. At any such general meeting the Director shall be given the opportunity to fully present his case either orally or in writing or partly by either of these means.
- 40.3 A Director who ceases to be a Director under clause 40.2 retains office until the dissolution or adjournment of the meeting at which the Director is removed.

DISQUALIFICATION

41. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director becomes vacant if that Director:-
- (a) becomes of unsound mind or a person who person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (b) dies;
 - (c) ceases to be a Member of the Company;
 - (d) becomes a bankrupt under the Bankruptcy Act; or
 - (e) misses three consecutive Directors' meeting without the permission of the rest of the Board.

PROCEEDINGS OF THE BOARD

- 42.1 The Board shall manage the business of the Company and in doing so may:
- (a) pay all expenses incurred in promoting and registering the Company; and
 - (b) exercise all powers of the Company as are not required by this Constitution to be exercised by the Company in general meeting.

- 42.2 A rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting.
- 42.3 A resolution or regulation made by the Company in general meeting shall not invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.
- 42.4 The Board shall not make rules, regulations and by-laws inconsistent with this Constitution.
- 42.5 The Board may from time to time appoint such subcommittees whether of members of the Board or not and with such powers as the Board shall think fit with power to revoke the appointment of any such subcommittee.
- 42.6 A subcommittee in the exercise of the duties delegated or assigned to it shall conform to any regulations directions or instructions that may be prescribed or given by the Board.
- 42.7 A subcommittee appointed by the Board shall be under the control and direction of the Board and shall have no direct part or power in the management of the Company.
- 42.8 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board from time to time determines.
- 42.9 The Board may exercise all of the powers of the Company to:
- (a) raise or borrow money;
 - (b) guarantee the debts, liabilities or obligations of any person;
 - (c) enter into any financing arrangement;
 - (d) mortgage or charge any property or business of the Company;
 - (e) issue debentures; and
 - (f) give any other security for a debt, liability or obligation of the Company or of any other person,

in the manner and on such terms as the Board thinks fit.

42.10 If the funds of the Company are not sufficient, the Board may recommend that a levy be imposed, in addition to the annual subscription, on each Member or class of Member, but no levy shall be imposed unless it is first approved by a majority of votes at a general meeting.

MEETINGS OF THE BOARD

43.1 The Board shall meet regularly for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

43.2 At least 48 hours prior notice of any meeting shall be given but with the approval of all members of the Board a meeting may be held on less notice. Except in the case of a meeting called upon less than 48 hours' notice an agenda shall accompany every notice of a Board meeting.

43.3 The Chairman or Secretary may convene meetings of the Board. The Secretary shall on request of two Directors convene a meeting.

43.4 At any meeting of the Board, five (5) Directors shall constitute a quorum. For a period of five years from the Effective Date, at least three of these Directors must reside in Queensland, and at least two other Directors may ordinarily reside in any other State, and at all times the number of Queensland-based Directors must be at least equal to the number of other Directors at the meeting.

43.5 The Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the Constitution as the necessary quorum of the Board the continuing Directors may only act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Company but for no other purpose.

43.6 The Chairman shall if present, able and willing preside as chairman at all meeting of the Board and if:

- (a) there is no such Chairman;
- (b) the Chairman is not present within 15 minutes after the time appointed for the meeting;
- (c) or is unable or unwilling to preside,

then a Director, appointed by the meeting, shall act as chairman of the meeting.

- 43.7 The Board shall elect one of their number to be the Chairman of the Company. For five years from the Effective Date, the Chairman must be a Director that ordinarily resides in Queensland.
- 43.8 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Board. The Chairman of the Board shall, in addition to his deliberative vote, have a second or casting vote in the event of an equality of votes.
- 43.9 Neither the holding of office as a Director nor the fiduciary relationship resulting therefrom shall:
- (a) disqualify any Director from entering into any arrangement, contract or dealing with the Company in any capacity;
 - (b) avoid or vitiate any arrangement, contract or dealing entered into by or on behalf of the Company in which a Director is in any way interested; or
 - (c) render any Director or any corporation of which a Director is an officer or member or in any way interested or an partnership of which a member of the Board is a member or in any way interested liable to account for any profit arising out of the holding of any such office or place of profit or any such arrangement contract or dealing.
- 43.10 The nature of the interest of a Director shall be disclosed by him at the meeting of the Board at which the arrangement contract or dealing is determined by the Board, if his interest then exists, or, in any other case, at the meeting of Board next following the acquisition of his interest.
- 43.11 A Director who is any way interested in any arrangement, contract or dealing as referred to in Clause 43.10 above (whether existing or proposed) may not vote in respect thereof at a meeting of the Board and shall not be counted in a quorum present at such meeting.
- 43.12 A Director may affix or attest the affixation of the seal to any instrument notwithstanding any interest which such Director has in the subject matter of that instrument or any other office or place of profit held by such member of the Board.
- 43.13 The Board may meet either in person or by telephone or by other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending

the meeting, provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

- 43.14 All acts done by any meeting of the Directors or of any subcommittee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or member of a subcommittee or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of the subcommittee.
- 43.15 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of the Director with that Director's authority is deemed to be a document in writing signed by that Director.
- 43.16 The Board may appoint one or more advisers. The advisers shall act in an advisory capacity only and shall conform to regulations imposed by the Board.
- 43.17 A Director may, with the approval of the Board, appoint a person (whether a Member of the Company or not) to be an alternate Director during such period as the Director thinks fit.
- 43.18 A Director may only appoint or terminate the appointment of an alternate Director by a notice in writing and must serve a copy of the notice on the Company.
- 43.19 The appointment of an alternate Director takes effect immediately on the signing of the notice of appointment by the Director.
- 43.20 An alternate Director is entitled to notice of Board meetings and, if the appointor of the alternate Director is not present at such a meeting, may attend and vote in place of the appointor.
- 43.21 An alternate Director is subject in all respects to the terms and conditions of this Constitution applying to the other Directors except:
- (a) the provisions of this Constitution which relate to the election of Directors and the power to appoint an alternate Director; and
 - (b) as expressly provided in this Constitution.

43.22 An alternate Director:

- (a) may attend and vote in place of the appointor at a Board meeting at which the appointor is not present;
- (b) who is also a Director, has a separate right to vote as an alternate Director;
- (c) for more than one appointor has a separate right to vote in place of each appointor;
- (d) may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate Director shall be deemed to be the exercise of the power of the appointor;
- (e) shall be deemed to be a Director for the purposes of constituting a quorum; and
- (f) is not entitled to be remunerated otherwise than out of the remuneration of the Director appointing him.

43.23 The appointment of an alternate Director is immediately terminated if:

- (a) the Director who appointed the alternate Director ceases for any reason to be a Director;
- (b) the Director who appointed the alternate Director gives notice of termination of the appointment to the Company; or
- (c) the Directors resolve to terminate the appointment after giving 7 days' notice of intention to remove the alternate Director to the Director who appointed the alternate Director.

OTHER SALARIED OFFICERS

44. The Board may appoint such officers, employees at such salaries for such periods and on such terms as it shall think fit and may subject to conditions of the employment of such officers dispense with their services and re-appoint them or appoint other officers as it thinks fit.

MINUTES

45. The Board is to ensure that minutes are duly recorded in any manner it thinks fit:

- (a) of the names of the Directors present at each meeting of the Company, the Board and of any subcommittee; and

- (b) of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and any subcommittee,

and the minutes of any meeting of the Board or of any subcommittee or of the Company, if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting, are prima facie evidence of the matters stated in the minutes.

REGULATIONS AND BY-LAWS

46. The Company and the Board shall have power at any time to make such by-laws as it may deem necessary or expedient or convenient for the proper conduct control and management of the Company and also from time to time to add to alter or repeal such by-laws provided that no such by-law shall be inconsistent with or repugnant to anything contained in this Constitution and provided also that any such by-law or alteration or repeal may be set aside or varied by ordinary resolution of a general meeting of the Company.

REGISTERED OFFICE

47. The registered office of the Company shall be at such place as the Board may from time to time determine.

SECRETARY

- 48.1 The Secretary of the Company holds office on such terms and conditions as to remuneration and otherwise, as the Board determines.
- 48.2 The Secretary shall, in addition to his or her other duties, ensure that the Company complies with the provisions of the Corporations Act relating to the Member's access to the Company's minute book.

SEAL

- 49.1 The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a subcommittee of the Directors authorised in that behalf.
- 49.2 Each instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.

NOTICES

Service

- 50.1 A notice may be given by the Company to any Member either by serving it on it personally or by sending it by post or facsimile transmission to it at its address as shown in the Register of Members or the address supplied by it to the Company for the giving of notices to it.
- 50.2 Any notice served on a Member personally is deemed to have been served when delivered. Any notice served on a Member by facsimile transmission is deemed to have been served when the transmission is sent. Any notice served on a member by mail is deemed to have been served 48 hours after posting.

PERSONS ENTITLED TO RECEIVE NOTICE OF GENERAL MEETING

- 51.1 Notice of every general meeting shall be given in the manner authorised by this Constitution to:
- (a) every Member;
 - (b) the auditor for the time being of the Company.
- 51.2 No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

52. Where property remains after the winding up or dissolution of the Company and satisfaction of all its debts and liabilities, it shall not be paid or distributed among the Members of the Company but shall be given or transferred to another fund, authority or institution having objects similar to the objects of the Company, and whose memorandum of association or constitution prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of this Constitution, which fund, authority or institution is to be determined by the Members of the Company at or before the time of the dissolution.

INDEMNITY AND INSURANCE

- 53.1 Every officer and past officer (except any auditor) of the Company must be indemnified by the Company to the fullest extent permitted by law against a liability incurred by that person as an officer of the Company or a subsidiary of the Company including, without limitation, legal costs and expenses incurred in participating or being involved in or in

defending legal proceedings. For the purposes of this clause, "legal proceedings" means any claim, action, suit or demand, enquiry, Royal Commission or other regulatory investigation, whether civil or criminal, which relates to or arises in connection with the officer being an officer of the Company or the employment of the officer with the Company

- 53.2 The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company to the fullest extent permitted by law.
- 53.3 Every employee who is not a member of the Board, Secretary or Board officer of the Company may be indemnified out of property of the Company against a liability:
- (a) incurred by the employee acting in that capacity;
 - (b) for the costs and expenses incurred by an employee:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the Corporations Act.

AMENDMENT OF CONSTITUTION

- 54.1 Subject to Clause 54.2, the Company may only modify, amend or repeal this Constitution by a Special Resolution passed by the Ordinary Members.
- 54.2 The Company may only modify, amend or repeal Clauses 11A, 39.1, 43.4, 43.7, 54.2, and 54.3 of this Constitution by a Special Resolution passed by the Members of LFA, which has the support of a majority of the Former LFQ Members.
- 54.3 This Clause 54.3 and Clause 54.2 will only be in effect for 10 years from the Effective Date, after which both will become void and cease operation and effect.