CONSTITUTION
OF
EPILEPSY AUSTRALIA
LIMITED
ACN 097 003 382

Updated 14 November 2016
## CONTENTS

<table>
<thead>
<tr>
<th>Part 1</th>
<th>Introduction</th>
<th>page 3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Part 2</td>
<td>Membership</td>
<td>page 5</td>
</tr>
<tr>
<td>Part 3</td>
<td>Contributions and Annual Subscriptions</td>
<td>page 6</td>
</tr>
<tr>
<td>Part 4</td>
<td>Cessation of Membership</td>
<td>page 7</td>
</tr>
<tr>
<td>Part 5</td>
<td>General Meetings</td>
<td>page 8</td>
</tr>
<tr>
<td>Part 6</td>
<td>Proceedings at General Meetings</td>
<td>page 9</td>
</tr>
<tr>
<td>Part 7</td>
<td>Voting at General Meetings</td>
<td>page 10</td>
</tr>
<tr>
<td>Part 8</td>
<td>Proxies</td>
<td>page 12</td>
</tr>
<tr>
<td>Part 9</td>
<td>Board of Directors and Executives</td>
<td>page 13</td>
</tr>
<tr>
<td>Part 10</td>
<td>Officers of the Company</td>
<td>page 14</td>
</tr>
<tr>
<td>Part 11</td>
<td>Powers of the Board</td>
<td>page 15</td>
</tr>
<tr>
<td>Part 12</td>
<td>Proceedings of the Board</td>
<td>page 16</td>
</tr>
<tr>
<td>Part 13</td>
<td>Guarantee</td>
<td>page 18</td>
</tr>
<tr>
<td>Part 14</td>
<td>Amendment of Constitution</td>
<td>page 18</td>
</tr>
<tr>
<td>Part 15</td>
<td>Winding Up</td>
<td>page 18</td>
</tr>
<tr>
<td>Part 16</td>
<td>Common Property</td>
<td>page 19</td>
</tr>
<tr>
<td>Part 17</td>
<td>Notices</td>
<td>page 19</td>
</tr>
</tbody>
</table>
CONSTITUTION OF EPILEPSY AUSTRALIA LIMITED ACN 097 003 382

(A COMPANY LIMITED BY GUARANTEE)

PART 1 - INTRODUCTION

1. Name

The name of the company is Epilepsy Australia Limited (“Company”).

2. The Constitution

This document is the Company’s constitution ("Constitution") and wherever its terms operate to modify or displace any replaceable rule applicable to the Company pursuant to section 135 of the Law, the Constitution prevails.

3. Definitions and Interpretation

3.1 In these articles unless the context otherwise requires:

"Additional Categories" has the meaning given in rule 6.2;

"Board" means the Board of directors of the Company; and

"Company" means Epilepsy Australia Limited ACN 097 003 382;

"Epilepsy Organisation" has the meaning given in rule 6.1;

"Law" means the Corporations Act 2001 (Cth); and

"member" has the meaning given in rule 15.1;

"President" means the president of the Company as elected by a majority of the members.

3.2 Except so far as the contrary intention appears in these articles:

3.2.1 an expression has in these articles the same meanings as in the Law; and

3.2.2 if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of these articles that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

3.3 Headings are for convenience only and do not affect the interpretation of these articles.

3.4 A reference to:

3.4.1 one gender includes the other genders;
3.4.2 the singular includes the plural and the plural includes the singular; and
3.4.2 a person includes a body corporate.

4. Purposes and objects

4.1 The purposes and objects of the Company are:

4.1.1 To support Australia’s Epilepsy Organisations in their efforts to provide benevolence and relief to members of the Australian public who are affected by epilepsy.

4.1.2 To work with, and on behalf of, Epilepsy Organisations as a national secretariat, engaging in those matters judged by Epilepsy Organisations to require the involvement of a national public benevolent institution for epilepsy.

4.1.3 In consultation with Epilepsy Organisations to directly provide benevolence and relief to members of the Australian public who are affected by epilepsy.

4.1.4 To establish working parties to effectively undertake tasks assigned by a majority of member organisations for the benefit of Australians living with epilepsy.

4.1.5 To participate in activities to educate the community and increase its awareness about the factors which effect people with epilepsy and in so doing, to work with member organisations to establish the presence of a realistic brand for epilepsy with the Australian community and to foster appropriate growth and recognition of the social capital of the Australian epilepsy movement.

4.1.6 To help ensure that services for people affected by epilepsy are integrated, flexible and accessible at neighborhood, regional, territory, state and national levels.

4.1.7 To recognize the diversity and legitimacy of the communities in which Australians live and to support the provision of epilepsy, general health and social support services within those communities to help people affected by epilepsy to be better able to take their places as fully participating members of those communities.

4.1.8 To forge relationships with organisations and corporations that promote the viability and capacity of Epilepsy Australia to function as an effective public benevolent institution.

4.1.9 To be appropriately involved in the education of people with epilepsy and their families, as well as those who support them, to help them to make informed health and lifestyle choices.
4.1.10 To promote the rights, integrity, autonomy, dignity and well-being of people with epilepsy regardless of their cultural, political, socio-economic, religious or other backgrounds or affiliations.

4.1.11 To work to ensure that epilepsy, as the most common serious brain disorder, is seen as a specialist area of health management requiring specialist expertise and skills and to therefore promote and facilitate specialist research into the medical and social aspects of epilepsy.

4.1.12 Without limiting rule 4.1.13, to maintain Australian chapter membership of the International Bureau for Epilepsy.

4.1.13 To foster liaison and co-operation with any state, national or international epilepsy or epilepsy-related organisations (including, but not limited to, Epilepsy Organisations) that can effectively enhance the work of Epilepsy Australia.

PART 2 - MEMBERSHIP

5. Membership

5.1 The existing categories of membership upon adoption of this Constitution are Epilepsy Organisations.

5.2 The Board may create additional categories of membership from time to time.

6. Admission to Membership

6.1 Epilepsy Organisations

The Board may, in its discretion, admit to membership any epilepsy organization which applies in writing to the Board for membership and which has not-for-profit purposes or objects which are, in the opinion of the Board, the same as or substantially similar to the purposes and objects in rule 4 (Epilepsy Organisation).

6.2 Additional Categories of members

The Board may, in its discretion, create additional categories of membership (Additional Categories) and admit to membership any person or organisation under such Additional Categories.

7. Register of Members

7.1 A register of members of the Company must be kept in accordance with the Law.

7.2 The following must be entered in the register in respect of each member:

7.2.1 the full name of the member;

7.2.2 the address and facsimile number, if any, of the member;
7.2.3 the date of admission to and cessation of membership;

7.2.4 the category of membership; and

7.2.5 such other information as the Board requires.

7.3 Each member must notify the Company in writing of any change in that member’s name, address or facsimile number within one (1) month after such change.

7.4 All notices given in accordance with this Constitution to the address last notified to the Company will be deemed to have been received by their recipient/s.

PART 3 - CONTRIBUTIONS AND ANNUAL SUBSCRIPTIONS

8. Contributions

8.1 Each Epilepsy Organisation must pay to the Company an annual contribution fee.

8.2 The annual contribution fee is such an amount as determined by the Board and notified to each Epilepsy Organisation from time to time.

8.3 The annual contribution fees are due and payable:

8.3.1 on or before the first (1st) day of July in each year; or

8.3.2 within thirty (30) days after the date on which the Board determines the amount of the annual contribution fees,

whichever is later.

8.4 If an Epilepsy Organisation’s annual contribution fee is not received by the Company within thirty (30) days after the due date for payment the defaulting Epilepsy Organisation immediately ceases to be a member of the Company.

8.5 On the application of an Epilepsy Organisation made before the expiry of the time for payment specified in rule 8.3, or at any time after this time the Board may grant extensions of such time for payment or part payment or no payment for such periods as it thinks fit and upon such conditions, if any, as it thinks fit.

9. Annual Subscriptions

9.1 The annual subscription fee payable by each member of an Additional Category, is such sum as determined by the Board from time to time in respect of each category of membership.

9.2 The annual subscription fee payable by a member of an Additional Category, is nil unless otherwise determined under rule 9.1.

9.3 If the annual subscription fee, if any, of a member of an Additional Category of member, remains unpaid for two (2) months after it becomes payable, the member ceases to be entitled to any of the rights and privileges of membership, until such time
as the member has paid in full all arrears, and if the Board thinks it fit to reinstate the member’s rights and privileges of membership.

9.4 The Board may at its sole discretion and at any time consider an application from a member to provide a period of grace for the payment of an annual subscription, which period may be longer than two (2) months specified in rule 9.3. The Board may also at any time consider an application from a member to waive the payment of an annual subscription for such periods as it thinks fit and upon such conditions, if any, as it thinks fit. An application from a member addressing either of the foregoing matters will be determined by ordinary resolution of the Board.

9.5 In accordance with rule 9.4, where the Board has yet to resolve an application from a member to provide a period of grace for the payment of an annual subscription or an application from a member to waive the payment of an annual subscription, the rights of the member making such application will continue to subsist, including but not limited to the right to receive notices, attend and vote at general meetings.

PART 4 - CESSATION OF MEMBERSHIP

10. Cessation

10.1 Any member may cede their membership of the Company by giving a duly executed written notice of cessation to the Company.

10.2 The cessation of a member's membership of the Company is deemed to take effect from the day of receipt of the duly executed written notice of cessation, or such later date as is provided in the notice.

10.3 Annual contribution and subscription fees are not refundable to a member upon their cessation of membership. However, a ceding member's outstanding contribution and subscription fees (if any) remain due and payable to the Company until paid or waived by ordinary resolution of the Board.

11. Cessation of Membership

11.1 A member ceases to be a member:

11.1.1 if an Epilepsy Organisation, when that member fails to pay its annual contribution fee, or cedes membership in accordance with rule 10; or

11.1.2 if a member of an Additional Category, when that member fails to pay its annual subscription fee, if any is payable, or cedes membership in accordance with rule 10.

11.2 Any member who fails to observe this Constitution may be expelled from the Company by a resolution of two thirds (2/3) of the votes of the Board present and voting at a Board meeting called especially to consider the matter at which not less than 3 directors, or such greater number of directors as the Board may prescribe, are present.
11.3 Twenty-eight (28) days' notice of the meeting referred to in rule 11.2 must be sent to each director and to the member to be expelled. The member may attend or be represented at the meeting and vote, and if an Epilepsy Organisation is proposed to be expelled pursuant to this rule 11 its representative director is not precluded from voting on the resolution for that Epilepsy Organisation's expulsion.

12. Life Members

12.1 The Company may, at an annual general meeting, appoint as a life member any person who, in the opinion of a majority of the Board, has rendered outstanding service to the Company or in the service of its purposes and objects.

12.2 A life member:

12.2.1 is entitled to attend general meetings of the Company and but is not entitled to vote;

12.2.2 is entitled to receive notices of meetings of the Company;

12.2.3 is not liable to pay any annual subscription fee;

12.2.4 is not entitled to automatically receive any benefits of membership for which the Company incurs any cost, but may receive such benefits at the Board’s absolute discretion and under such conditions as are offered by the Board.

PART 5 - GENERAL MEETINGS

13. Convening of General Meetings

13.1 Except as permitted by law, a general meeting of members, to be called the “annual general meeting”, must be held at least once in every calendar year.

13.2 The ordinary business of the annual general meeting is:

13.2.1 to confirm the minutes of the last preceding annual general meeting;

13.2.2 to receive from the Board reports upon the transactions of the Company during the last preceding financial year; and

13.2.3 to elect officers of the Company.

13.3 The Board may whenever it thinks fit convene a general meeting of members.

13.4 Except as provided in rule 13.5, no member or members are entitled to convene a general meeting.

13.5 The Board must, on the requisition in writing of not less than 40% per cent of the members of the Company, convene a general meeting of the Company.

13.6 The requisition for a general meeting must state the objects of the meeting and must be signed by the member/s making the requisition and be sent to the address of the
Company, and may consist of several documents in a like form, each signed by the member making the requisition, or, if more than one member is making the requisition, one or more of the members making the requisition.

13.7 If the Board does not cause a general meeting to be held within one month after the date on which the requisition is sent to the address of the Company, the members making the requisition, or any of them, may convene a general meeting to be held not later than 3 months after that date.

14. Notice of General Meetings

14.1 At least 14 days before the date fixed for holding a general meeting the Company must send to each member of the Company, at their address appearing in the register of members, a notice by prepaid post or email stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

14.2 A member who proposes to bring any business before a meeting may give notice in writing or by email of that business to the President, who, following receipt of such a notice, must include that business in the notice calling the next general meeting.

14.3 The accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by, any member will not invalidate the proceedings of any meeting.

14.4 Any member may be represented at any general meeting of the Company by a proxy or attorney and if so represented is deemed to be personally present.

PART 6 - PROCEEDINGS AT GENERAL MEETINGS

15. Meaning of “member”

15.1 For the purpose of ascertaining:

15.1.1 any quorum at a general meeting required by these rules; and

15.1.2 each person entitled to vote at a general meeting or join in demanding a poll,

“member” means any voting member, referred to in rule 7, who is present or in the case of an Epilepsy Organisation, whose duly appointed representative is present, in person or by proxy or attorney.

15.2 No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

15.3 Three (3) members constitute a quorum.

15.4 If a quorum is not present within thirty (30) minutes after the time appointed for the meeting:

15.4.1 where the meeting was convened upon the requisition of members the meeting is dissolved; or

15.4.2 in any other case:
the meeting stands adjourned to the day, and at the time and place, which 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

(a) if at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting the meeting is dissolved.

16. Chairperson

16.1 The President of the Company, if present, presides as chairperson at every general meeting.

16.2 Where a general meeting is held and:

17.2.1 there is no President of the Company; or

17.2.2 the President is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act,

the members present must elect any one member (or representative of a member, as the case may be) to be chairperson of the meeting.

17. Adjournment

17.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of those members present and entitled to vote, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business unfinished at the meeting at which the adjournment took place.

17.2 Where a general meeting is adjourned for twenty one (21) days or more, a notice of the adjourned meeting must be given as in the case of the general meeting.

17.3 Except as provided rules 17.1 and 17.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

PART 7 - VOTING AT GENERAL MEETINGS

18. Voting at General Meetings

18.1 Voting Rights

18.1.1 Subject to Part 6 and rule 18.1.2, at any general meeting each member present on a show of hands has one (1) vote and on a poll each member present has one (1) vote.

18.1.2 Any member holding a proxy or proxies has as many votes as the member holds a proxy or proxies for in accordance with rule 19.
18.2 Voting Disqualification

A member is not entitled to vote at a general meeting if that member's annual contribution or subscription fee, if any, is more than one (1) month in arrears at the date of the meeting or the postponed or adjourned meeting.

18.3 Power to Demand a Poll

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

18.3.1 by the chairperson; or
18.3.2 by at least three (3) members.

18.4 Evidence of Resolutions

Unless a poll is so demanded in accordance with rule 18.3, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Company, signed by the chairperson of that or the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18.5 Conduct of Poll

18.5.1 If a poll is duly demanded it must be taken in such manner and, subject to rule 18.5.2, either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.

18.5.2 A poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith without adjournment.

18.5.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

18.5.4 The demand for a poll may be withdrawn.

19.6 Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has discretion both as to use of the casting vote and as to the way in which it is used.

18.7 Objections to Exercise of Voting Rights

18.7.1 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
18.7.2 The objection must be referred to the chairperson of the meeting, whose decision is final.

18.7.3 A vote not disallowed following the objection is valid for all purposes.

PART 8 - PROXIES

19. Proxies

19.1 Appointment of proxy

A member may appoint one (1) proxy. A proxy must be a member.

19.2 Deposit of proxy and attorney instrument

19.2.1 An instrument appointing a proxy may 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 proof of the power or authority to the satisfaction of the Board is or are deposited at the registered office of the Company, or at any other place specified for that purpose in the notice convening the meeting, not less than twenty four (24) hours before the time for the holding of the meeting or adjourned meeting, as the case may be, at which the person named in the instrument proposes to vote.

19.2.2 For the purpose of rule 19.2.1 it is sufficient if the proxy is received at the registered office of the Company by facsimile transmission or by similar means of communication in a reasonably legible form. If the proxy is required to be accompanied by other documents then these documents may also be received at the registered office by facsimile transmission.

19.3 Proxy Instrument to Be in Writing

An instrument appointing a proxy must be in writing.

19.4 Form of Proxy

19.4.1 The instrument of proxy must be in the form determined by the Board but the form must:

(a) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and

(b) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

19.4.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chairperson of the meeting is appointed proxy.

19.4.3 Despite rule 19.4.1, an instrument appointing a proxy may be in the form set out in Annexure 1 to this Constitution, or in a form that is as similar to the form in Annexure 1 to this Constitution as the circumstances allow.
19.5 **Effect of Proxy Instrument**

19.5.1 An Instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

19.5.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

19.5.3 A proxy may be revoked at any time by notice in writing to the Company.

19.6 **Voting Rights of Proxies and Attorneys**

19.6.1 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.

19.6.2 A vote given in accordance with the terms of an instrument of proxy, or of a power of attorney, is valid despite:

(a) the previous death or unsoundness of mind of the principal; or

(b) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power,

if the Company has not received written notification of the death, unsoundness of mind or revocation at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

**PART 9 - BOARD OF DIRECTORS**

20. **The Board of directors**

The Board of the Company is constituted by all persons holding office as directors from time to time in accordance with rules 21, 22, and 23, as the case may be.

21. **First Board of directors**

21.1 On the date of commencement of the Company the Board of directors will be deemed to be constituted by two directors who are appointees of each Epilepsy Organisation and the officers referred to in rule 24.

21.2 A Epilepsy Organisation or its appointee must establish when called upon to do so by the Board to the satisfaction of the Board that it has, by resolution of its Committee or other governing body, authorised such appointees as it thinks fit to act as its representatives at any meeting of the Board.

22. **Appointment and removal of directors**

22.1 The Board of directors shall consist of:
22.1.1 each of the officers referred to in Part 10;
22.1.2 directors who are appointees of each Epilepsy Organisation; and
22.1.3 the directors who are appointed as chief executive officers and/or executive officers (as the case may be) of each Epilepsy Organisation.

22.2 An Epilepsy Organisation or its appointee director must establish when called upon to do so by the Board, to the satisfaction of the Board, that the relevant Epilepsy Organisation has, by resolution of its Committee or other governing body, authorised such appointee as it thinks fit to act as its representative at any meeting of the Company.

22.3 A notification in writing by an Epilepsy Organisation of its appointee director of the Company is prima facie evidence of the validity of any such appointment.

22.4 A director appointed by an Epilepsy Organisation who fails to attend three (3) consecutive meetings of the Board, without having been granted a leave of absence in writing from the President (which must not be unreasonably withheld), is deemed to have resigned as a director.

22.5 Should a director appointed by an Epilepsy Organisation cease to be a director of the Company, resign their office (including a deemed resignation under rule 22.4) or otherwise become incapable or unwilling to act, then the Epilepsy Organisation who appointed that director must by notice to the Company remove that director and appoint an appropriate replacement director for the residual term of the directorship of the departed director.

**PART 10 - OFFICERS**

23. **Officers**

23.1 As at the date of adoption of this Constitution, the officers of the Company are:

President: Robert Cole;

Vice President: Suresh Rajan; and

Treasurer: Phil Baker.

23.2 Each officer of the Company holds office until the first annual general meeting after the date of his or her appointment.

23.3 The officers of the Company must be elected at the annual general meeting of the Company.

23.4 In the event of a casual vacancy in any office referred to in rule 23.1 the Board may appoint one of its members (or in the case of Epilepsy Organisations, that members nominated representative) to the vacant office and the officer so appointed may continue in office up to and including the conclusion of the first annual general meeting following the date of his or her appointment, unless such an officer is elected to hold their office.
PART 11 - POWERS OF THE BOARD

24. General Business Management

24.1 Subject to the Law and to any other provision of these articles, the business of the Company is managed by the Board, who may pay all expenses incurred in promoting the purposes and objects of the Company, and may exercise all powers of the Company which are not, by the Law or this Constitution required to be exercised by the Company in general meeting.

24.2 No rule in this Constitution or resolution passed by the Company in general meeting can invalidate any prior act of the Board, which would have been valid if that rule or resolution had not been made or passed.

24.3 Without derogating from the generality of the powers of the Board referred to herein the Board has power to:

24.3.1 appoint from among its directors a sub-committee for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit;

24.3.2 make such by-laws rules and regulations as in the opinion of the Board are necessary for the proper control, administration and internal management of the Company’s affairs, interests, effects and property, and for the convenience, comfort and well-being of the members of the Company, and to amend the Constitution, rules, regulations or by-laws as required and provided that no such rule, regulation or by-law is inconsistent with or shall effect or repeal anything contained in this Constitution;

24.3.3 enforce the observance of the rules, regulations and by-laws in such manner as it deems fit;

24.3.4 appoint any delegate or delegates to represent the Company for any purpose with such powers as the Board considers fit;

24.3.5 engage, control and dismiss the Company’s servants, employees or paid officials and other persons referred to in the rules, regulations and by-laws on such terms and conditions as it sees fit;

24.3.6 determine who is entitled to sign or endorse on the Company’s behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes, and other documents or instruments;

24.3.7 adopt such means as it deems sufficient to bring to the notice of the members, servants and employees of the Company all rules, regulations and by-laws, and amendment and/or repeal of the same;

24.3.8 regulate the procedure at all meetings of the Company and to do any matter or thing for the purpose of complying with the provisions of the Charitable Fundraising Act 1991 (NSW), regulations made thereunder or
of any other relevant law of the Commonwealth of Australia or any State or Territory; and

24.3.9 pay the reasonable out-of-pocket expenses incurred by any director in attending to the affairs of the Board or of the Company in accordance with the annual budget set each calendar year.

24.4 Any sub-committee formed in accordance with rule 26.3.1 must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

PART 12 - PROCEEDINGS OF THE BOARD

25. Meetings of the Board

25.1 The Board may meet together for the dispatch of business at such places, and such times and dates, as the Board may determine.

25.2 Special meetings of the Board may be convened by the President or by any four directors.

26. Notice of Meeting

26.1 Notice will be given to each director of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

26.2 Written notice of each Board meeting will be delivered to each member of the Board by delivering it to him or her at a reasonable time before the meeting, and no fewer than fourteen (14) days before the meeting, by sending it by prepaid post addressed to him or her at his her usual or last known address, by hand-delivery or by email to any email address of the director notified by the director to the Company (and provided that a undeliverable message notification is not returned to the sender of the email).

27. Quorum

27.1 Any three directors constitute a quorum for the transaction of the business of a meeting of the Board.

27.2 No business will be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

28. Chairperson

At meetings of the Board the President, or in his absence the Vice-President, presides as chairperson or if both the President and the Vice-President are absent, such one of the present directors as may be chosen by a majority of the present directors will preside.
29. Voting

29.1 Questions arising at a meeting of the Board or any sub-committee appointed by the Board will be determined on a show of hands, or if demanded, by a poll taken in such manner as the person presiding at the meeting may determine.

29.2 Each director present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes or any question, the person presiding may exercise a second or casting vote.

30. Teleconference Board Meetings

30.1 For the purpose of this Constitution the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("telecommunication meeting") of a number of the directors not less than a quorum is deemed to constitute a Board meeting.

30.2 All of the provisions of this Constitution relating to a Board meeting apply to a telecommunication meeting insofar as they are not inconsistent with the provisions of this rule 30.2. The following provisions apply to a telecommunication meeting:

30.2.1 all the directors for the time being entitled to receive notice of a Board meeting are entitled to notice of the meeting;

30.2.2 all the directors participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purposes of the telecommunication meeting;

30.2.3 notice of the meeting must be given in accordance with rule 14;

32.2.4 each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part at the commencement of the meeting and each director so taking part is deemed for the purposes of this Constitution to be present at the meeting; and

32.2.5 at the commencement of the meeting each director must announce his or her presence to all other directors taking part in the meeting.

33. Minutes

33.1 The Board must cause minutes to be kept for the purposes of:

33.1.1 all appointments of officers;

33.1.2 all names of the persons present at each general meeting and meeting of the Board, and of any delegation committee or sub-committee of the Board;
33.1.3 all orders, rules, regulations and by-laws made by the Board or by any
delegated committee or sub-committee of the Board; and

33.1.4 all resolutions and proceedings of general meetings, meetings of the
Board, or delegated committee or sub-committee of the Board.

33.2 Any such minutes of any such meeting, if purporting to be signed by the Chairperson
of that meeting or of the next succeeding meeting, are prima facie evidence of the
matters stated in such minutes.

PART 13 - GUARANTEE

34. Guarantee

Every member of the Company undertakes to contribute to the assets of the
Company in the event of the Company being wound up during the time that he, she
or it is a member or within one (1) year afterwards for the payment of debts and
liabilities of the Company contracted before the time at which he, she or it ceases to
be a member and for the costs, charges and expenses of the winding up of the
Company and for the adjustment of the rights of the contributories amongst
themselves such amount as may be required, but not exceeding $10.00.

PART 14 - AMENDMENT OF CONSTITUTION

35. Amendment of Constitution

This Constitution may be amended by special resolution of the members of the
Company.

PART 15 - WINDING UP

36. Winding up

36.1 The Board may by unanimous resolution resolve to voluntarily wind up the Company.

36.2 The Company may also be voluntarily wound up by special resolution of the members
at a general meeting of the Company.

36.3 Upon any winding up the assets of the Company that remain after satisfaction of all of
the Company’s debts and liabilities are to be provided to a fund or other secular public
benevolent or charitable institution established and maintained for the purpose of
supporting any one or more of the purposes or objects of the Company in such a
manner and in such proportion as the Board determines at the time of winding up.
PART 16 - COMMON PROPERTY OF THE COMPANY

37. Common Property of the Company

37.1 All income derived by the Company and all property of the Company must be applied in furtherance of the Company’s purposes and objects, or as otherwise permitted by this Constitution.

37.2 No part of the Company’s income may be paid or transferred directly or indirectly by way of dividend, bonus or other distribution (whether profit or otherwise) to any member.

37.3 The Company is otherwise authorised and permitted to make such payments to its officers, servants and contractors (whether they be a member of the Company or not) by way of remuneration, or payment for services, as permitted by the Constitution.

PART 17 - NOTICES

38. Notices

Notices can be served by post, electronic mail, facsimile or such other means as may be generally acceptable to businesses in Australia from time to time.
Annexure 1

EPILEPSY AUSTRALIA LIMITED ACN 097 003 382
(Company)

I, ___________________________________________ of ___________________________________________
(Name) (Address)

being a member of the Company, appoint:

_________________________________________ of ___________________________________________
(Name) (Address)

or, in his or her absence, appoint:

_________________________________________ of ___________________________________________
(Name) (Address)

as my proxy to vote for me on my behalf at the [annual general/general meeting]
(delete one)

of the Company to be held on _________________ and at any adjournment of that meeting.
(day/month/year)

This form is to be used in respect of the resolution/s as follows:

Resolution: _______________________: [in favour of / against / as the proxy thinks fit].
(delete two options)

Resolution: _______________________: [in favour of / against / as the proxy thinks fit].
(delete two options)

Resolution: _______________________: [in favour of / against / as the proxy thinks fit].
(delete two options)

Signed ___________________________________________ on _______________________
(day/month/year)