

CONSTITUTION

OF

EPILEPSY

AUSTRALIA

LIMITED

CONTENTS

Part 1 - Introduction

Part 2 - Membership.....

Part 3 - Contribution and Annual Subscription

Part 4 - Cessation of Membership.....

Part 5 - General Meetings.....

Part 6 - Proceedings at General Meetings

Part 7 - Voting at General Meetings

Part 8 - Proxies

Part 9 - Board of Directors and Executives.....

Part 10 - Officers of the Company.....

Part 11 - Powers of the Board.....

Part 12 - Proceedings of the Board

Part 13 - Guarantee

Part 14 - Amendment of Constitution.....

Part 15 - Winding Up.....

Part 16 - Common Property.....

Part 17 - Notices

CONSTITUTION OF EPILEPSY AUSTRALIA LTD

(A COMPANY LIMITED BY GUARANTEE)

PART 1 - INTRODUCTION

1. Name

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

2. The Constitution

This document is the company’s Constitution and wherever it’s contents operate to modify or displace any replaceable rule applicable to the company pursuant to paragraph 135 of Part 1.5 of the law it must be taken to prevail.

3. Definitions and Interpretation

3.1 In these articles unless the context otherwise requires:

- (1) “Company” means [*to be completed*]
- (2) “State Association” means [*to be completed*]
- (3) “The Board” means [*to be completed*]
- (4) “The law” means the Corporations Law.” means [*to be completed*]

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

- (1) an expression has in these articles the same meanings as in the Law; and
- (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 Reference to:

- (1) one gender includes the other genders;
- (2) the singular includes the plural and the plural includes the singular; and
- (3) a person includes a body corporate.

4. Purposes

4.1 The purposes and objects of the company are:

- 4.1.1 To support the Australia's state and territory epilepsy associations 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, member organisations as a national secretariat, engaging in those matters judged by member organisations to require the involvement of a national public benevolent institution for epilepsy.
- 4.1.3 In consultation with state and territory epilepsy associations 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 To foster liaison and co-operation with any state, national or international epilepsy or epilepsy related organisations that can effectively enhance the work of Epilepsy Australia.

PART 2 - MEMBERSHIP

5. Membership

5.1 The members of the company are:

- 5.1.1 the subscribers to the Constitution for a period of 3 months from the date of registration of the company;
- 5.1.2 each State Association;
- 5.1.3 such other persons, corporate or otherwise as are admitted to membership in accordance with this Constitution.

6. Categories of Membership

6.1 Subject to clause 5.1 the categories of membership are:

- 6.1.1 State Associations;
- 6.1.2 Ordinary members.

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

7. Admission to Membership

7.1 State Associations.

The Board may in its discretion admit to membership any organisation.

7.2 Ordinary and additional categories of members

The Board may in its discretion admit to membership any ordinary or additional category of member.

8. Register of Members

8.1 A register of members of the company must be kept in accordance with the law.

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

- 8.2.1 the full name of the member;
- 8.2.2 the address and facsimile number, if any, of the member;
- 8.2.3 the date of admission to and cessation of membership;
- 8.2.4 the category of membership; and
- 8.2.5 such other information as the Board requires.

8.3 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 the change.

8.4 All notices given in accordance with this Constitution to the address last notified to the company will be considered fully received.

PART 3 - CONTRIBUTIONS AND ANNUAL SUBSCRIPTIONS

9. Contributions

- 9.1 Each State Association must pay to the company an annual contribution fee.
- 9.2 The annual contribution fee is such an amount as is determined by the Board.
- 9.3 The annual contribution fees are due and payable:
- 9.3.1 on or before the first (1st) day of (month) in each year; or
- 9.3.2 within thirty (30) days after the date of the determination by the Board of the amount of the annual contribution fees
- whichever is later.
- 9.4 If a State Association's annual contribution fee is not received by the company within thirty (30) days after the due date for payment the defaulting State Association immediately ceases to be a member of the company.
- 9.5 On the application of a State Association made before the expiry of the time for payment specified in clause 9.3, the Board may grant extensions of such time for payment for such periods as they think fit and upon such conditions, if any, as they think fit.

10. Annual Subscriptions

- 10.1 The annual subscription fee payable by each ordinary or additional category of member is such sum as determined by the Board from time to time in respect of each category of membership other than for State Associations.
- 10.2 The annual subscription fee payable by an ordinary or additional category of member is nil until determined otherwise under clause 10.1.
- 10.3 If the annual subscription fee, if any, of an ordinary or 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 or privileges of membership but those may be reinstated on payment of all arrears, if the Board thinks fit to do so.

PART 4 - CESSATION OF MEMBERSHIP

11. Resignation

- 11.1 Any member may resign from membership of the company by giving written notice to the company.
- 11.2 The resignation of a member is deemed to take effect from the day of receipt of the notice of resignation or such later date as is provided in the notice.
- 11.3 Annual contribution and subscription fees are not refundable to members upon resignation.

12. Cessation of Membership

- 12.1 A member ceases to be a member:
- 12.1.1 if a State Association when it fails to pay it's annual contribution fee; or
 - 12.1.2 on the death of a member; or
 - 12.1.3 if an ordinary or additional category of member, when he/she fails to pay an annual subscription fee, if any is payable, or resigns in accordance with clause 11.
- 12.2 Any member who fails to observe this Constitution may be expelled from the Company by a resolution of a majority of two thirds (2/3) of the votes of the members of the Board present and voting at a Board meeting called specially to consider the matter at which not less than 3 members of the Board or such greater number of members of the Board as the Board may prescribe are present.
- 12.3 Twenty-eight (28) days notice of the meeting referred to in clause 12.2 must be sent to all members of the Board and to the member to be expelled. The member may attend or be represented at the meeting and during the voting and if a State Association is proposed to be expelled pursuant to this rule it's representative may vote on the resolution for it's expulsion.

13. Life Members

- 13.1 The company may, in an annual general meeting, appoint as a life member any person who, in it's opinion, has rendered outstanding service to the company or in the service of it's objectives.
- 13.2 A life member:
- 13.2.1 is entitled to attend general meetings of the company and but is not entitled to vote;
 - 13.2.2 is entitled to receive notices of meetings of the company;
 - 13.2.3 is not liable to pay any annual subscription fee;
 - 13.2.4 is not entitled to automatically receive any benefits of membership for which the company has to pay a price but may do so at the Board's absolute discretion and under such conditions as are offered by the Board.

PART 5 - GENERAL MEETINGS

14. Convening of General Meetings

- 14.1 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.

- 14.2 The ordinary business of the annual general meeting is:
- (1) to confirm the minutes of the last preceding annual general meeting;
 - (2) to receive from the Board reports upon the transactions of the company during the last preceding financial year;
 - (3) to elect officers of the company; and
- 14.3 The Board may whenever it thinks fit convene a general meeting of members.
- 14.4 Except as provided in Section 246 of the Law no member or members are entitled to convene a general meeting.
- 14.5 The Board must, on the requisition in writing of not less than 5 per cent of the members of the company, convene a general meeting of the company.
- 14.6 The requisition for a general meeting must state the objects of the meeting and must be signed by the Members 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 one or more of the Members making the requisition.
- 14.7 If the Board does not cause a general meeting to be held within one month after the date if 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.

15. Notice of General Meetings

- 15.1 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 stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 15.2 A Member desiring to bring any business before a meeting may give notice of that business in writing to the President, who must include that business in the notice calling the next general meeting after the receipt of the notice.
- 15.3 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.
- 15.4 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

16. Meaning of “Member”

16.1 For the purpose of ascertaining:

- (1) any quorum at a general meeting required by these rules; and
- (2) the person entitled to, vote at a general meeting or join in demanding a poll;

“member” means any voting member, referred to in clause 7 who is present in person or by proxy or attorney.

16.2 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.

16.3 Three (3) members constitute a quorum.

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

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

16.4.2 in any other case

- (1) 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
- (2) 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.

17. Chairperson

17.1 The President of the company, if present, presides as chairperson at every general meeting.

17.2 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 of their members to be chairperson of the meeting.

18. Adjournment

18.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, 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.

- 18.2 Where a meeting is adjourned for 21 days or more, a like notice of the adjourned meeting must be given as in the case of the general meeting.
- 18.3 Except as provided clauses 18.1 and 18.2, 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

19. Voting at General Meetings

19.1 Voting Rights

19.1.1 Subject to Rules 16.1 and 16.2 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. On a poll each member present has one (1) vote, subject to Rule 19.1.2.

19.1.2 Any member holding a proxy or proxies has as many votes as the member holds proxy or proxies for in accordance with clause 20.

19.2 Voting Disqualification

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

19.3 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 (before or on the declaration of the result of the show of hands) demanded:

- (1) by the chairperson; or
- (2) by at least three (3) members

19.4 Evidence of Resolutions

Unless a poll is so demanded, 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.

19.5 Conduct of Poll

19.5.1 If a poll is duly demanded it must be taken in such manner and subject to clause 19.5.2 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.

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

19.5.3 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.

19.5.4 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.

19.7 Objections to Exercise of Voting Rights

19.7.1 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.

19.7.2 The objection must be referred to the chairperson of the meeting, whose decision is final.

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

PART 8 - PROXIES

20. Proxies

20.1 Appointment of Proxy

A member may appoint 1 proxy. A proxy must be a member.

20.2 Deposit of Proxy and Attorney Instrument

20.2.1 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.

20.2.2 For the purpose of rule 20.2.1 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.

20.3 Proxy Instrument to Be in Writing

An instrument appointing a proxy must be in writing.

20.4 Form of Proxy

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

- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and
- (2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

20.4.2 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.

20.4.3 Despite rule 20.4.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

EPILEPSY AUSTRALIA LIMITED

ACN _____

I, _____ of _____
(Name) (Address)

being a member of the above-named 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 * or *general meeting*

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

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

Signed _____ on _____
(day/month/year)

*Strike out whichever is not desired.

+To be inserted if desired.

20.5 Effect of Proxy Instrument

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

20.5.2 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.

20.5.3 A proxy may be revoked at any time by notice in writing to the company.

20.6 Voting Rights of Proxies and Attorneys

20.6.1 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.

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

- (1) the previous death or unsoundness of mind of the principal; or
- (2) 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

21. The Board of Directors

The Board of Directors of the company is constituted by all persons holding office as Directors from time to time in accordance with clauses 22, 23, 24, 25 and 26 as the case may be.

22. First Board of Directors

22.1 On the date of commencement of the company the Board of Directors will be deemed to be constituted by one Director who is an appointee of each State Association and the Officers referred to in clause 25.

22.2 A State Association 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 authorized such appointee as it thinks fit to act as its representative at any meeting of the company.

23. Appointment of Directors

23.1 The Board of Directors shall consist of:

- (1) Directors who are appointees of each State Association; and
- (2) the Officers of the company.

23.2 A State Association or its appointee must establish when called upon to do so by the Board to the satisfaction of the company that it has by resolution of its Committee or other governing body authorized such appointee as it thinks fit to act as its representative at any meeting of the company.

23.3 A notification in writing by a State Association to the company of whom its appointee is, is prima facie evidence of the validity of any such appointment.

23.4 Should the Director appointed under clause 23.1 cease to be a member of the company, resign their office or otherwise become incapable or unwilling to act, then the State Association who appointed that Director must appoint a replacement for the residual term of the Directorship of the departed Director.

24. Unless prevented by this Constitution or otherwise resolved by the Board, the Directors and Officers so appointed under clauses 22 and 25 will hold office for two (2) years.

PART 10 - OFFICERS

25. The First Officers

On the date of commencement of the company, the officers of the company will be [*names – to be determined*]

as appointees of the State Associations of which they currently are a member or represent.

26. Officers

26.1 The Officers of the company are:

- (1) President
- (2) Senior Vice President
- (3) Treasurer.

- 26.2 Each Officer of the company holds office until the annual general meeting next after the date of his appointment pursuant to clause 25 or election.
- 26.3 The Officers of the company must be elected at the annual general meeting of the company.
- 26.4 In the event of a casual vacancy in any office referred to in clause 26.1 the Board may appoint one of its members to the vacant office and the members so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.

PART 11 - POWERS OF THE BOARD OF DIRECTORS

27. General Business Management

- 27.1 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 and forming 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.
- 27.2 No clause 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 clause or resolution had not been made or passed.
- 27.3 Without derogating from the generality of the powers of the Board referred to herein the Board has power to:
- (1) to appoint from among its members 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; any Sub-Committee so formed must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
 - (2) to 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 convenience comfort and well being of the Members of the company and to amend the Constitution such laws rules and regulations provided further that no such rules regulations or by-law are inconsistent with or shall effect or repeal anything contained in this Constitution.
 - (3) to enforce the observance of the Rules by-laws and regulations in such manner as it deems fit.
 - (4) to appoint any delegate or delegates to represent the company for any purpose with such powers as may be thought fit.

- (5) to engage control and dismiss the company's servants, employees or paid officials and other persons referred to in the by laws on such terms and conditions as it sees fit.
- (6) to 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.
- (7) to adopt such means as it deems sufficient to bring to the notice of Members and servants or employees of the company all by laws etc or alterations and repeals and all such regulations so long as they are in force are binding upon all Members servants and employees of the company.
- (8) to 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 and of regulations made thereunder or of any other relevant law of the Commonwealth of Australia or any State.
- (9) to 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 Annual Budget set each calendar year.

PART 12 - PROCEEDINGS OF THE BOARD

28. Meetings of the Board

- 28.1 The Board may meet together for the dispatch of business at such place and such times as the Board may determine.
- 28.2 Special meetings of the Board may be convened by the President or by any four Directors.

29. Notice of Meeting

- 29.1 Notice will be given to members of the Board 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.
- 29.2 Written notice of each Board meeting will be served on each member of the Board by delivering it to him or her at a reasonable time before the meeting or by sending it by prepaid post addressed to him or her at his or her usual or last known place of abode at least seven days before the date of the meeting.

30. Quorum

- 30.1 Any three members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 30.2 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.

31. Chairperson

31.1 At meetings of the Board:

- (1) the President or in his absence the Vice-President presides; or
- (2) if the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present will preside.

32. Voting

32.1 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.

32.2 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.

33. Teleconference Board Meetings

33.1 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. All the provisions of this Constitution relating to a Board meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of the clause 33.1. The following provisions apply to a telecommunication meeting:

33.1.1 all the Directors for the time being entitled to receive notice of a Board meeting are entitled to notice of a meeting;

33.1.2 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;

33.1.3 notice of the meeting may be given on the telephone or other electronic means;

33.1.4 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

33.1.5 at the commencement of the meeting each Director must announce his or her presence to all other Directors taking part in the meeting.

34. Sub Committees

The Board of Directors may exercise all the powers of the company and may appoint any sub committee whether consisting entirely of members of the Board or otherwise to act within the terms of the authority given to that sub committee by the Board.

35. Minutes

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

- (1) all appointments of officers
- (2) all names of the persons present at each meeting of the company or the Board and of any delegation committee or sub-committee of the Board.
- (3) all orders rules regulations and by-laws made by the Board or by any delegation committee or sub-committee of the Board.
- (4) all resolutions and proceedings of the general meetings and of the meetings of the Board or delegations committee or sub-committee of the Board and 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 face in evidence of the matters stated in such minutes.

PART 13 - GUARANTEE

36. 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 among themselves such amount as may be required not exceeding \$1.00.

PART 14 - AMENDMENT OF CONSTITUTION

37. Amendment of Constitution

This Constitution may be amended by resolution of a majority of the members of the Board of Directors of the company.

PART 15 - WINDING UP

38. Winding up

- 38.1 The Board may by unanimous resolution of the Board resolved to be wound up voluntarily.
- 38.2 The Board may also be wound up voluntarily by resolution of the members at a general meeting of members.
- 38.3 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 objects of the company in such a manner and proportions as the Board determines at the time of winding up.

PART 16 - COMMON PROPERTY OF THE COMPANY

39. Common Property of the Company

- 39.1 All income derived by the company and all property of the company must be applied in furtherance of the company's objectives or as permitted by this Constitution.
- 39.2 No part of the company's income may be paid or transferred directly or indirectly by way of dividend, bonus or other profit distribution to any member.
- 39.3 The company is otherwise authorised and permitted to make such payments to its officers and servants and contractors (whether they be a member of the company or not) by way of remuneration or payment for services as are permitted by the Constitution.

PART 17 - NOTICES

40. Notices

Notices can be served by post, electronic mail, facsimile or such other means as may be generally accepted in business from time to time.