

CONSTITUTION

SILVER WATTLE QUAKER CENTRE LIMITED

ACN 146 723 202

A COMPANY LIMITED BY GUARANTEE

Constitution of SILVER WATTLE QUAKER CENTRE LIMITED

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Preliminary

1. General

1.1 Name of Company

The name of the Company is Silver Wattle Quaker Centre Limited.

1.2 Replaceable rules

This Constitution takes the place of the Replaceable Rules.

2. Defined terms & interpretation

2.1 In this Constitution unless the contrary intention appears:

Advisory Committee means the Committee established under clause 7.

AGM means Annual General Meeting.

Auditor means the Company's auditor.

Board means the board of Directors of the Company

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

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time.

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

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

Friend means a member of the Religious Society of Friends (Quakers), in Australia (Inc.).

Financial Year means a 12 month period ending on 30 June.

Member means a member under clause 6 (except in clauses 4.3, 7, 8 and 9) .

Office means the Company's registered office.

Register means the register of Members of the Company.

Registered Address means the last known address of a Member as noted in the Register.

Replaceable Rules means all or any of the replaceable rules contained in the Act from time to time and includes any replaceable rule that was or may become, a provision of the Act;

Responsible Person means an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on the Australian Stock Exchange; or
- (e) has received formal recognition from government for services to the community;

Society means the Religious Society of Friends (Quakers), in Australia (Inc.)

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

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

2.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the Corporations Act have the same meaning in this Constitution; and
- (d) headings are for ease of reference only and do not affect the construction of this Constitution.

- 2.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the Corporations Act that deals with the same matter as the clause.

3. Objects

- 3.1 The object of the Company is to establish the Silver Wattle Quaker Centre as a place to promote social and religious education, witness and service.
- 3.2 In pursuing that object, the Company will:
- (a) Develop, articulate and foster the vision and strategic goals of the *Silver Wattle Quaker Centre*, ensuring the Quaker identity and character of the institution;
 - (b) Assure the financial viability of *Silver Wattle Quaker Centre*;
 - (c) Consider and approve a budget each year and monitor income and expenditure against this budget;
 - (d) Prepare and approve capital expenditure plans;
 - (e) Plan for future expenditure in line with available income;
 - (f) Establish, and be Trustee of, a Trust to be known as 'Silver Wattle Quaker Education Building Fund', for the sole purpose of providing money for the acquisition, construction or maintenance of a building used, or to be used, as a school or college, by a government, a public authority or a non-profit society or association;
 - (g) Focus on strategic planning not day-to-day operational management;
 - (h) Ensure *Silver Wattle* operates in compliance with applicable laws and regulations, and cultivates good relations with other institutions and the wider community;
 - (i) Select, appoint and nurture the Director and staff of the Silver Wattle Quaker Centre;
 - (j) Review and evaluate the programs and performance of staff;
 - (k) Review policies and procedures, and establish new policies and procedures as appropriate;

- (l) Establish an Advisory Committee in accordance with clause 7 of this Constitution.
- (m) Establish a Committee for Programs and Learning, consisting of 3 Friends, with the Director (*ex-officio*) (though the Committee may co-opt other persons from time to time to be on the Committee for particular purposes, as the Committee considers necessary, without obtaining the approval of the Board). The responsibilities of the Committee will be to:
 - (i) Identify, encourage, support and provide guidance and resources to those who offer themselves as course teachers, leaders or facilitators at *Silver Wattle*;
 - (ii) Work with leaders and facilitators to ensure suitable resources are available;
 - (iii) Review the overall programs and individual courses, to ensure the offerings address spiritual transformation which is the foundational focus of *Silver Wattle* in a balanced manner;
 - (iv) Provide suitable support to course leaders, by
 - o Making contact before and after their work at *Silver Wattle*;
 - o Being available as a 'listening-ear' should this be needed;
 - o upholding in prayer the program, and in particular the current leaders or facilitators.
- (n) Establish a Committee of Elders, consisting of 3 Friends with the status within the Society of 'Elder', with the Director (*ex-officio*). The responsibilities of the Committee will be to:
 - (i) Identify, encourage, support and provide guidance and resources to those Friends who offer themselves for service to *Silver Wattle* as Elder;
 - (ii) Hold the AQC staff and Working Group to account;
 - (iii) Provide suitable support (through themselves or other Elders) to the current resident Elder, by being available as a 'listening-ear' should this be needed;
 - (iv) To uphold in prayer the AQC program, and in particular the current Resident Elder;

- (v) To be in touch with the Resident Elder before they take up their duties, and at the end of their duties.
 - (o) Establish, from time to time as appropriate, other Committees, including *ad hoc* Committees to advise on particular issues, which may involve people, with relevant expertise who may not be Quakers.
- 3.3 The Company may only exercise the powers in section 124(1)¹ of the Corporations Act to:
- (a) carry out the objects in this clause 3; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 3.3(a).

4. The Company

4.1 Public Company limited by Guarantee

The Company is a public company limited by guarantee.

4.2 Non-profit

- (a) The income, property, profits and financial surplus of the Company, whenever derived, must be applied solely towards the promotion of the objects of the Company as set out in this Constitution.
 - (b) The Company is a non-profit organisation and must not carry on business for the purpose of profit or gain to its Members. Further, no portion of its income, property, profits and financial surplus may be paid, distributed to or transferred, directly, indirectly, by way of dividend, property, bonus or otherwise by way of profit, to the Members, or the Directors, or their relatives, except as provided by this Constitution.
- (c) Nothing in this Constitution prevents:
- (i) the payment, in good faith, of reasonable and proper remuneration to

¹ Section 124(1) lists the powers of a company, including all powers of an individual and of a body corporate.

any officer or servant of the Company, including the Silver Wattle Director, or to any Member, or Director, in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business;

- (ii) the payment of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

4.3 No distribution of profits to Members on winding up

- (a) If the Company is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities are to be given or transferred to another body corporate which:

- (i) by its constitution, is:

- a. required to pursue objects similar to the objects of the Company;
- b. required to apply its profits (if any) or other income in promoting its objects;
- c. prohibiting from making any distribution to its members or paying fees to its directors; and

- (ii) is approved by the Australian Commissioner of Taxation as an institution exempt from income tax.

- (b) The Directors may determine the identity of the institution or institutions for the purpose of paragraph 4.3(a) at the time of dissolution.

- (c) If the Directors fail to determine the identity of the institution or institutions under paragraph 4.3(b), the Supreme Court of the Australian Capital Territory may make that determination.

5. Guarantee of Members

- 5.1 In the event that the Company is wound up, each Member undertakes to contribute a maximum of \$10.00 to the Company for payment of:

- (a) the debts and liabilities of the Company;
- (b) the costs, charges and expenses of any winding up.

6. Membership

6.1 Admission

- (a) The number of Members will not exceed 12.
- (b) The Members of the Company are:
 - (ii) the persons who consented to become Members in the application for registration of the Company; and
 - (iii) any person admitted to membership in accordance with this clause 6.
- (c) Any person committed to the promoting the objects of the Company may be admitted to membership.
- (d) Applications for membership of the Company must be made in writing and be signed by the applicant. The Directors will consider each application for membership at the next Directors' meeting after the application is received.
- (e) The Directors may accept a person into membership in their absolute discretion.

6.2 Ceasing to be a Member

- (a) Members may resign their membership by written notice to the Secretary.
- (b) The Board may, by special resolution, but subject to the Rules of natural justice, terminate the membership of any Member. The Board may make by-laws regarding the terms and conditions on which membership may be terminated and the process to be followed.
- (c) A person who has ceased to be a Member may be readmitted to membership in accordance with the normal requirements for membership.
- (d) A Member who ceases to be a Member continues to be liable for the Guarantee.

7 Powers of Attorney

- (a) If a Member executes or proposes to execute any document or do any act by or through an attorney that affects the Company or the Member's

membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for noting.

- (b) If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- (c) The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

8. Advisory Committee

- 8.1 The Board shall establish a committee known as an Advisory Committee and appoint and remove, or make provision for the appointment and removal, of members of the Advisory Committee.
- 8.2 The Advisory Committee shall consist of 3 members, at least 2 of whom shall be members of the Society.
- 8.3 The Company may increase the number of members of the Advisory Committee to a number not exceeding 7, provided at least two-thirds of Committee are Members of the Society. The Advisory Committee shall oversee and review the control, management and direction of the property *Silver Wattle*, and the company, and all its affairs and business.
- 8.4 The key responsibilities of the Advisory Committee are:
 - (a) To support and foster the vision and strategic goals of *Silver Wattle* ensuring the Quaker identity and character of the institution;
 - (b) To provide timely, accurate and pertinent advice to the Board;
 - (c) To audit and review the financial viability of *Silver Wattle Quaker Centre*, and the management of the Silver Wattle Quaker Education Building Fund (the Fund) by the Company (as Trustee) and the discharge by the Company of its obligations as Trustee of the Fund;
 - (d) With the Trustee to focus on strategic planning not day-to-day operational management;

- (e) To ensure *Silver Wattle Quaker Centre* operates in compliance with applicable laws and regulations, and cultivates good relations with other institutions and the wider community;
 - (f) To review policies and procedures, and establish new policies and procedures as appropriate;
 - (g) To receive and consider nominations for Directors of the Board and for any individual Trustees and to agree on such appointments before advice to the Board of Directors;
 - (h) To recommend from time to time to the Company, or other Trustees of the Fund, that any Trustee or Director or other controlling body of the Trustees be removed; or that any other Trustee or additional Trustees or Director of the Company or other controlling body of the Trustees, be appointed.
- 8.5 The Advisory Committee shall meet at least once a year to consider the composition of the Trustees, and to nominate Trustees to replace those retiring, to replace casual vacancies; and to nominate persons for appointment to the Board in the event of a vacancy.
- 8.6 The Advisory Committee shall seek, receive and consider nominations for Directors and for any individual Trustees.
- 8.7 The Advisory committee shall agree and forward such nominations to the Board for the Board to confirm at its absolute discretion.

9. Conduct of meetings by Committees

- 9.1 Subject to clause 9.2, the Advisory Committee, the Committee for Programs and Learning, the Committee of Elders, and any other Committee established by the Board, shall conduct their business 'in the manner of Friends', meaning that decisions will be made in meeting for worship for business as the Clerk discerns the sense of the meeting, as led by the Spirit.
- 9.2 If a Committee is unable to make a decision in the manner specified in clause 9.1, and in the opinion of the Clerk, as chair of the meeting, the making of the decision should not be delayed, the matter will be decided by majority vote (with the Clerk having a casting vote in the event there is an equality of votes).

- 9.3 All members of a Committee must participate in the making of a decision in accordance with clauses 9.1. or 9.2 unless the Member advises the Clerk that he or she does not wish to participate, or the Clerk is unable to contact the member after reasonable attempts to do so.

General meetings

10. Calling general meeting

- 10.1 The Directors may, at any time, call a general meeting.²

11. Notice of general meeting

- 11.1 Subject to the provisions of the Corporations Act relating to agreements for shorter notice, a minimum of 21 days notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day on which notice is given) shall be given to Members.

- 11.2 A notice:

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

- 11.3 The business to be transacted at an AGM may, regardless of whether stated in the notice, include:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
- (b) the appointment and fixing of the remuneration of the Auditor.

² The first annual general meeting of the Company must be held within 18 months after the incorporation of the Company (section 250N(1) of *Corporations Act 2001*). The Company must hold an annual general meeting once each calendar year and within 5 months after the end of its financial year (section 250N(2) of *Corporations Act 2001*).

- 11.4 The Directors may postpone or cancel any general meeting whenever they think fit.
- 11.5 The Directors must give notice to all Members and other persons referred to in clause 41.1 of:
- (a) the postponement or cancellation of a general meeting;
 - (b) the place, date and time of any new meeting.
- 11.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or other person referred to in clause 41.1 or the non-receipt of a notice (or form) by any Member or other person referred to in clause 41.1 does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

12 Member

- 12.1 In clauses 13 (Quorum), 14 (Clerk), 16 (Questions by Members of Auditors), and 18 (Decision on questions), **Member** includes a Member present in person or by proxy or attorney.

13 Quorum

- 13.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 13.2 For a meeting other than a meeting held following the adjournment of a meeting in accordance with paragraph 13.3(b), a simple majority shall constitute a quorum, except where there is only 1 Member of the Company.
- 13.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:

- (j) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
- (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

13.4 For the purposes of sub-paragraph 13.3(b)(ii), 2 Members present shall constitute a quorum.

14 Clerk

14.1 Subject to clause 14.2, the Clerk of the Board, or in the Clerk's absence, the Assistant Clerk – being Directors elected to those positions under clause 27 - shall preside as chair at every general meeting.

14.2 The Directors present may elect a Clerk of a general meeting to chair the meeting if:

- (a) there is no Clerk or Assistant Clerk; or
- (b) neither the Clerk nor Assistant Clerk is present within 15 minutes after the time appointed for holding the general meeting; or
- (c) the Clerk and Assistant Clerk are unwilling to act as chairperson of the general meeting.

14.3 If no election is made under clause 14.2, then:

- (a) the Members may elect one of the Directors present as Clerk of the general meeting; or
- (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as Clerk of the general meeting.

15 Adjournment

15.1 The Clerk of a general meeting at which a quorum is present:

- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
- (b) must adjourn the general meeting if the meeting directs him or her to do so.

15.2 An adjourned general meeting may take place at a different venue to the initial general meeting.

15.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

16 Questions by Members of Auditors

16.1 If the Auditor or their representative is at the AGM, the Clerk must allow a reasonable opportunity for the Members as a whole at the meeting to ask the Auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

17 Auditor's right to be heard at meetings of Members

- (a) The Auditor is entitled to attend and be heard at meetings of Members.
- (b) The Auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as Auditor.
- (c) The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

18. Decision on questions

18.1 Subject to the requirements of the Corporations Act, decisions will be made 'in the manner of Friends', meaning that decisions will be made in meeting for worship as the Clerk of the meeting discerns the sense of the meeting, as led by the Spirit.

18.1 In the event that a decision cannot be reached in the manner of Friends, subject to the Corporations Act in relation to special resolutions and clause 18.2, a resolution is carried at a general meeting if a majority of the votes cast on the resolution are in favour of the resolution.

18.2 Each person present at the meeting and entitled to vote is entitled to 1 vote.

18.3 The Clerk of a general meeting will have a casting vote in addition to the Clerk's votes as a Member, proxy or attorney, in the event that there is an equality of votes and the Clerk is satisfied that in the interests of the Company a decision must be made without delay.

- 18.4 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by any Member or the Clerk of the meeting.
- 18.5 A poll may be demanded before a vote is taken or before or after the voting results on a show of hands are declared.
- 18.6 Unless a poll is demanded:
- (a) a declaration by the Clerk that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting, are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 18.7 The demand for a poll may be withdrawn.
- 18.8 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.
- 18.9 If there is a dispute at a general meeting about a question of procedure, the Clerk of the general meeting may determine the question.

19. Taking a poll

- 19.1 A poll will be taken when and in the manner that the Clerk of the general meeting directs.
- 19.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 19.3 The Clerk of a general meeting may determine any dispute about the admission or rejection of a vote on a poll.
- 19.4 The Clerk's determination, if made in good faith, will be final and conclusive.
- 19.5 A poll demanded on the election of the Clerk or the adjournment of a general meeting must be taken immediately.
- 19.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

Votes of Members

20. Objections

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

21. Votes by proxy

- 21.1 If a Member appoints a proxy or an attorney, the proxy or attorney may not vote on a show of hands.
- 21.2 A proxy need not be a Member.
- 21.3 A proxy may demand or join in demanding a poll.
- 21.4 A proxy or attorney may vote on a poll.
- 21.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

22. Document appointing proxy

- 22.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by section 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 22.2 For the purposes of clause 22.1, an appointment received at an electronic address will be taken to be signed by the Member if:
 - (1) a personal identification code allocated by the Company to the Member has been included with the appointment; or

- (2) the appointment has been verified in another manner approved by the Directors.

22.3 A proxy's appointment is valid at an adjourned general meeting.

22.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.

22.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:

- (1) to vote on:

- (a) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
- (b) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and

- (2) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

22.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the Clerk may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

23. Lodgement of proxy

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

- (1) the time for holding the general meeting or adjourned general meeting at which the appointee is intended to vote; or
- (2) the taking of a poll on which the appointee is intended to vote.

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

- (1) the Office;
- (2) a facsimile number at the Office; or
- (3) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

24. Validity

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

- (1) died;
- (2) became mentally incapacitated; or
- (3) revoked the proxy or power,

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

Appointment and removal of Directors

25. Appointment of Directors

25.1 The Directors of the Company may appoint a person as a Director who is recommended by the Advisory Committee pursuant to clause 8. All Directors must be members of the Society and adhere to the Quaker faith.

25.2 The Silver Wattle Director will be a Director, subject to clause 26.

25.3 The Board shall include a majority of Responsible Persons.

25.4 The number of directors shall not exceed 5, including the Silver Wattle Director.

25.6 Each Director will be appointed for a term of 3 years, but is eligible to be re-appointed.

- 25.7 Following the appointment of a person as a Director, the Company must confirm the appointment by resolution at the next AGM. If the appointment is not confirmed, the person ceases to be a Director at the end of the AGM.

26. Vacation of office

- 26.1 The office of a Director immediately becomes vacant if:
- (a) the Director:
 - (i) is prohibited by the Corporations Act or other legislation from holding office or continuing as a Director;
 - (ii) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it;
 - (b) resigns by notice in writing to the Company;
 - (c) is removed by a resolution of the Company in general meeting;
 - (d) the Director's term of appointment ends.
- 26.2 Despite clause 25.2, if the Silver Wattle Director ceases to be a Director of the Company by resolution of the Company in general meeting, his or her appointment as Silver Wattle Director may be continued by the Board in its absolute discretion, and for such period as determined by the Board - except that the Board cannot extend the appointment beyond the next AGM unless the AGM, or a prior general meeting of the Company, agrees that the Board may appoint the Silver Wattle Director to that position for a further, specified, period.

27. CLERK

- 27.1 The Directors shall at the first Directors' meeting following each AGM, select a Director as Clerk of the Board, to chair meetings of the Board and general meetings of the Company, including the AGM.
- 27.2 The Clerk's term of office, as Clerk, shall expire at the conclusion of the next AGM following the meeting at which the Clerk was elected.
- 27.3 A retiring Clerk is eligible for re-election as Clerk.

27.4 The Directors may elect a Director as Assistant Clerk to act as Clerk in the Clerk's absence.

27.5 The Directors present may elect a Clerk of a Directors' meeting if:

- (1) there is no Clerk or Assistant Clerk; or
- (2) neither the Clerk nor Assistant Clerk is present within 15 minutes after the time appointed for holding the Directors' meeting; or
- (3) the Clerk or Assistant Clerk are unwilling to act as chairperson of the Directors' meeting.

Powers and duties of Directors

28. Directors to manage Company

28.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.

29. Directors' meetings

29.1 A Director may at any time, and the Secretary must on the request of a Director, call a meeting of the Board.

29.2 A Directors' meeting must be called on at least 48 hours notice of a meeting to each Director.

29.3 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

29.4 The Directors need not all be physically present in the same place for a Directors' meeting to be held.

29.5 A Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

29.6 The Directors may meet together, adjourn and conduct their meetings as they think fit.

29.7 A quorum is a majority of Directors for the time being.

29.8 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson of the meeting of Directors may call a general meeting to deal with the matter.

29.9 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

30. Decision on questions

30.1 Subject to this Constitution (including clause 31), questions arising at a meeting of Directors are to be decided 'in the manner of Friends', meaning that decisions will be made in meeting for worship for business as the Clerk discerns the sense of the meeting, as led by the Spirit.

30.2 If the meeting of Directors is unable to make a decision in the manner specified in clause 30.1, the question will be decided by a majority of votes of the Directors present and voting and each Director has one vote.

30.3 If there is an equality of votes, the Clerk of the meeting of Directors will have a casting vote in addition to his or her deliberative vote.

31. Written resolutions

31.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

31.2 For the purposes of clause 31.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

31.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

31.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 31.

32. Validity of acts of Directors

32.1 If it is discovered that:

- (1) there was a defect in the appointment of a person as a Director; or

- (2) any of the circumstances specified in clause 26 applied to a person appointed as a Director,

all acts of the Directors before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

33. Minutes and Registers

33.1 The Directors must cause minutes to be made of:

- (1) the names of the Directors present at all Directors' meetings and meetings of Board Committees;
- (2) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Board Committees;
- (3) all resolutions passed by Directors in accordance with clause 31;
- (4) all appointments of officers; and
- (5) all orders made by the Directors and Board Committees.

33.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

33.3 The Company must keep all registers required by this Constitution and the Corporations Act.

34. Silver Wattle Director

34.1 The Directors may appoint any person, including a Director, to the position of Silver Wattle Director for the period and on the terms (including as to remuneration) that the Directors see fit.

34.2 Subject to clause 26, the Silver Wattle Director will be a Director pursuant to clause 25.2.

Secretary

35. Secretary

35.1 There must be at least one secretary of the Company, appointed by the Directors for a term and at remuneration and on conditions determined by them.

- 35.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 35.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 35.4 If the Silver Wattle Director is appointed as Secretary, the Silver Wattle Director will not be entitled to any remuneration in addition to his or her remuneration as Silver Wattle Director.

Seals

36. Common Seal

- 36.1 If the Company has a Seal:
- (1) the Directors must provide for the safe custody of the Seal;
 - (2) the Seal must not be used without the authority of the Directors;
 - (3) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

37. Duplicate Seal

- 37.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:
- (1) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
 - (2) must not be used except with the authority of the Directors.

Audit and accounts

38. Audit and accounts

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

Inspection of records

39. Inspection of records

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

Notices

40. Service of notices

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

- 40.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 40.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- 40.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 40.7 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- 40.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

41. Persons entitled to notice

- 41.1 Notice of every general meeting must be given to:
- (1) every Member;
 - (2) every Director and Secretary; and
 - (3) the Auditor.
- 41.2 No other person is entitled to receive notice of a general meeting.

Indemnity

42. Indemnity

- 42.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 42.2 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as an officer

of a subsidiary of the Company where the Company requested the officer to accept that appointment).

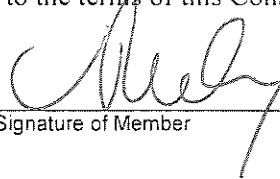
42.3 The amount of any indemnity payable under clauses 42.1 or 42.2 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

42.4 For the purposes of this clause 42, **officer** means:


- (1) a Director; or
- (2) a Secretary.

Signing page

I, the undersigned, being the person specified in the application for the Company's registration as a person who consents to become a Member, agree to the terms of this Constitution:


Signature of Member ←

JAMES STEWART NGELY
Name of Member (print)


Signature of witness ←

RACHEL CLAIRE FRENCH
Name of witness (print)

Date: 6/10/10