

CORPORATIONS LAW
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
AUSTRALIAN & NEW ZEALAND INTENSIVE CARE SOCIETY

INTERPRETATION

1. In these Articles:
 "the Law" means the Corporations Law;
 "the Board" or **"the Board of Directors"** means the directors of the Society elected or appointed pursuant to those Articles;
 "the Society" means the **"AUSTRALIAN & NEW ZEALAND INTENSIVE CARE SOCIETY"**;
 "the unincorporated Association" means the unincorporated body known as the Australian & New Zealand Intensive Care Society whose funds and other assets and liabilities the Society is authorised to take over by clause 2(a)(ii) of the Memorandum of Association;
 "the seal" means the common seal of the Society;
 "secretary" means any person appointed to perform the duties of a secretary of the Society and includes an Honorary Secretary;
 expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
 words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Law;
2. The Society is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. The subscribers to the Memorandum of Association and such other natural persons as the Board shall admit to membership in accordance with these Articles shall be members of the Society.
4. Every applicant for membership of the Society (other than the subscribers to the Memorandum of Association and members of the unincorporated Association referred to in Article 4) shall be a natural person and proposed by one and seconded by another Full Member of the Society. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes.

5. At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.

Application may be made, and membership accepted in accordance with these Articles in respect of the following classes of membership:-

- (a) Full Member
- (b) Associate Member
- (c) Affiliate Member
- (d) Honorary Member - (being persons of distinction who, in the opinion of the Board, have made a significant contribution to Intensive Care. Honorary Members shall be exempt from payment of annual subscriptions.)

Save as set out in these Articles, the rights and benefits, duties and obligations and status of members within the various classes of membership and the introduction of additional classes of membership, or categories of membership (if any) within those classes, which may exist from time to time, may be defined by the Regulations. The decision of the Board on an application for membership and as to the class, and category (if any) of membership for which the applicant is eligible shall be final and conclusive and binding on the applicant for membership.

6. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of any applicable annual subscription. Upon payment of any applicable annual subscription the applicant shall become a member of the Society provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Society.
7. Any annual subscription payable by members of the Society shall be such as the Society in general meeting shall from time to time prescribe.
8. All annual subscriptions shall become due and payable in advance on the 1st day of January in each year (or such other date as the Board may from time to time determine).

CESSATION OF MEMBERSHIP

9. If the subscription of a member shall remain unpaid for a period of twelve (12) calendar months after it becomes due then the member may, after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer, be debarred by resolution of the Board from all privileges of membership provided that the Board may reinstate the member on payment of all arrears if the Board thinks fit to do so.

10. A member may at any time, by giving notice in writing to the Secretary, resign his membership of the Society but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other monies due by him to the Society.
11. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Society or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Society the Board shall have power by resolution to censure, fine, suspend or expel the member from the Society provided that at least one week before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall, at such meeting and before the passing of such resolution, have had an opportunity of giving, orally or in writing, any explanation he may think fit and provided further, that any such member may, by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Society in general meeting. In that event a general meeting of the Society shall be called for the purpose and if, at the meeting such a resolution be passed by a majority of those present and voting (such vote to be taken by ballot), the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

GENERAL MEETINGS

12. An Annual General Meeting of the Society shall be held in accordance with the provisions of the Law.
13. Any director may, whenever he thinks fit, convene a general meeting. General meetings shall also be convened on such requisition, or in default may be convened by such requisitionist as provided by Section 246 or 247 of the Law.
14. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Society.
15. For the purposes of Article 15 all business shall be special that is transacted at a general meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the directors and

auditors, the election of office-bearers and other directors in the place of those retiring, and the appointment of the auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten percent (10%) of the Full Members of the Society present in person shall be a quorum.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
18. The President shall preside as chairman at every general meeting of the Society, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, and if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their number to be chairman of the meeting.
19. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - (a) by the chairman; or
 - (b) by at least three Full Members present in person or by proxy.
 Unless a poll is so demanded a declaration by the chairman 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 book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion

of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

21. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
22. In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
23. A Full Member may vote in person or by proxy and on a show of hands every person present who is a Full Member shall have one vote and on a poll every Full Member present in person or by proxy shall have one vote.
24. Associate Members, Affiliate Members and Honorary Members of the Society may attend and speak at every general meeting of the Society but shall not have a vote.
25. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.
26. The instrument appointing a proxy shall not appoint any person, other than a Full Member of the Society, to act as proxy and shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
27. The instrument appointing a proxy may be in the following form or in a common or usual form.

Australian & New Zealand Intensive Care Society

I,
 of
 being a Full Member of the Australian & New Zealand Intensive Care Society hereby
 appoint
 of
 or failing him

of

as my proxy to vote for me and on my behalf at the (Annual General Meeting or general meeting as the case may be) of the Society to be held on the.....day ofand at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/*against the following resolutions.

Signed this.....day of.....

Note In the event of the Full Member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit. Only members of the Society may be appointed as a proxy.

*Strike out whichever is not desired.

28. The instrument appointing a proxy shall be deposited at the registered office of the Society or at such other place as is specified for that purpose in the notice convening the meeting, not less than seven (7) days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or may be sent by facsimile to be received at the registered office of the Society or other place so specified not less than seven (7) days before the time for holding the meeting or adjourned meeting on condition that the original of such facsimile is produced at such office before the time for holding the meeting or produced at the meeting. In default the instrument of proxy shall not be treated as valid.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE BOARD OF DIRECTORS

31. The office-bearers of the Society shall consist of a President, a Vice-President, a Secretary and an Honorary Treasurer, all of whom shall be members of the Society. A person may not hold the office of President for more than two (2) consecutive terms.
32. No person shall be entitled to be elected or appointed to the Board unless such person is a Full Member and otherwise complies with the provisions of these Articles.
33. Thereafter the Board shall consist of the office-bearers and representatives of the Regional Committees and the ANZICS Paediatric Group nominated pursuant to Article 34(b) (all of whom shall be elected or appointed as herein provided).

34. (a) At the first Annual General Meeting of the Society and at the Annual General Meeting of the Society in each year thereafter the office-bearers shall be elected from among the Full Members of the Society and such directors shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
- (b) Each Regional Committee and the ANZICS Paediatric Group shall be entitled to appoint a member to the Board and may, from time to time, remove such member and appoint another member in his place.
35. The election of office-bearers shall take place in the following manner:
- (a) Any two (2) Full Members of the Society shall be at liberty to nominate any other Full Member to serve as an office-bearer.
- (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder (which proposer and seconder shall be Full Members), shall be lodged with the Secretary at least sixty (60) days before the Annual General Meeting at which the election is to take place.
- (c) A list of the candidates' names, in alphabetical order, with the proposers' and seconders' names shall be given to all members of the Society at least fourteen (14) days immediately preceding the Annual General Meeting.
- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order. The election shall take place in such manner as the chairman of the meeting shall direct.
- (e) In case there shall not be a sufficient number of candidates nominated, the Board may fill up the remaining vacancy or vacancies.
36. The Society may from time to time by resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Board.
37. (a) Subject to Article 34(b), the Board shall have power at any time, and from time to time, to appoint any member of the Society as a director, either to fill a casual vacancy or as an addition to the existing office-bearers or other directors, but so that the total number of office-bearers and other directors shall not at any time exceed the number fixed in accordance with Articles 33 and 36. Any office-bearer or other director so appointed shall hold office only until the next following Annual General Meeting.
- (b) Notwithstanding the provisions of Article 37(a), the Board shall have power to co-opt any other member of the Society as an additional member of the Board and:-
- (i) the Board shall not co-opt any more than three (3) members at any time;
- (ii) the Board shall determine at the time of co-option whether the member shall or shall not have a vote as a member of the Board (and in the absence of any such determination, the co-opted member shall not have a vote); and

- (iii) the member co-opted shall hold office only until the next following Annual General Meeting.
38. The Society may, by ordinary resolution of which special notice pursuant to Section 227 of the Law has been given, remove any office-bearer or other director before the expiration of his period of office and may, by an ordinary resolution, appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
39. The office of a director (including an office-bearer) shall become vacant if the director -
- (a) becomes insolvent under administration or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Law;
 - (c) ceases to be a director by operation of Section 228 of the Law;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns office by notice in writing to the Society;
 - (f) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;
 - (g) holds any office of profit under the Society;
 - (c) ceases to be a member of the Society;
 - (d) is directly or indirectly interested, within the meaning of Section 231 of the Law in any contract or proposed contract with the Society provided always that nothing in this sub-article shall affect the operation of clause 3 of the Memorandum of Association of the Society; or
 - (e) is removed in accordance with Articles 34(b) and 38.

POWERS AND DUTIES OF THE BOARD

40. (a) The business of the Society shall be managed by the Board who may pay all expenses incurred in promoting and registering the Society and may exercise all such powers of the Society as are not, by the Law or these Articles, required to be exercised by the Society in general meeting subject, nevertheless, to any of these Articles, the provisions of the Law and such directions not being inconsistent with the aforesaid Articles or provisions as may be prescribed by the Society in general meeting provided that any rule, regulation or by-law of the Society issued or made by the Board may be disallowed by the Society in general meeting and provided further that no resolution passed by the Society in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed.

- (b) The Board shall have power to make Rules and Regulations and to amend, suspend or rescind the same from time to time as it thinks fit provided that such Rules and Regulations shall not be inconsistent with the provisions of the Memorandum and Articles of Association of the Society. Without restricting the generality of the foregoing, the Board shall have power to make Rules and Regulations with respect to the following:-
 - (i) The creation and maintenance of Regional Committees and other groupings within the Society.
 - (ii) The promulgation of the duties and functions of all persons in the employ of the Society.
 - (iii) The creation, appointment, direction and dissolution of Committees.
 - (iv) Subject to the Law, the appointment of auditors.
 - (v) The appointment of trustees of all or any part of the assets, property and funds of the Society.
 - (vi) The proceedings at and conduct of all meetings of members, the Board and all Committees established under the Articles.
 - (vii) Save as set out in these Articles, the rights and benefits, duties and obligations and status of members, classes and categories of members, the maintenance and amendment from time to time of the Register of Members and the rights of members and other persons to inspect the Register.
 - (viii) The discipline, suspension and expulsion of members and other procedures (including imposing any penalty or fines) as is necessary to uphold these Articles and the ethics, dignity, good reputation, standards and purposes of the Society.
 - (ix) Generally for the good order and government of the Society.
 - (x) define the rights and benefits, duties, obligations and status of members within the various classes of membership of the Society, and of the various categories of membership (if any) within those classes of membership which may exist from time to time;
 - (xi) regulate all matters relating to applications for, and admission to, membership of the Society not otherwise provided for in these Articles;
 - (xii) define and regulate the procedure and order of business of general meetings of the Society, Regional Committees and other Committees and meetings of the Board, to the extent to which this is not provided for in these Articles;
 - (xiii) define and regulate the functions, duties and responsibilities of any officer of the Society to the extent to which they are not provide for in these Articles.
- 41. The Board may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Society.
- 42. For the purpose of clause 3 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Society shall not exceed the lowest rate paid for the time being by the Commonwealth Bank in respect of term deposits.

43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two directors or in such other manner as the Board from time to time determines.
44. The Board shall cause minutes to be made -
- (a) of all appointments of officers and servants;
 - (b) of the names of the directors present at all meetings of the Society and of the Board;
 - (c) of all proceedings at all meetings of the Society and of the Board.
- Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

PROCEEDINGS OF THE BOARD OF DIRECTORS

45. (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director may at any time, and a secretary shall, on the requisition of a director, convene a meeting of the Board.
- (b) The Board may meet for the transaction of business in person or by electronic or telephonic media (where all persons participating have been identified by the chairman of the meeting and each person is able to be heard and communicate with each other person and no person may absent himself during the meeting without the prior acknowledgement of the chairman).
46. Subject to these articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the directors present shall for all purposes be deemed a determination of the directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
47. The quorum necessary for the transaction of the business of the Board shall be a majority of the total number of directors in office or such greater number as may be fixed by the directors.
48. The continuing directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by Article 47 as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the Society, but for no other purpose.
49. The President shall preside as chairman at every meeting of the Board, or if there is no President, or if at any meeting he is not present within ten minutes after the time

appointed for holding the meeting, or if being present, he is unwilling to preside, the Vice-President shall be chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be chairman of the meeting.

50. The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as the directors of the Society by the Law or the general law) to one or more committees consisting of such persons as the Board thinks fit. Between Board meetings, and subject to any resolution of the Board to the contrary or any terms, conditions or policies determined by the Board, the office-bearers (acting as a Committee of the Board) may exercise all of the powers and functions of the Board. Any Committee so formed shall conform to any regulations that may be given by the Board and subject thereto shall have power to co-opt any member or members of the Society and all members of such Committees shall have one vote.
51. (a) Every Committee or Advisory Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.
(b) A Committee shall meet for the transaction of business in person or by electronic or telephonic media (in the manner set out in Article 45(b)) as it may from time to time by resolution determine or failing such determination as the chairman of the Committee may direct.
52. All acts done by any meeting of the Board, of a Committee or by any director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, Committee or director, or that the directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director or committee member.
53. A resolution in writing signed by all directors in Australia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.
- 53A. (a) The Executive shall be comprised of the office-bearers of the Society.
(b) Subject to these Articles, the Regulations and any resolution of the Board to the contrary, the Executive shall exercise all of the powers of the Board (other than the power to make Regulations) between meetings of the Board.
(c) The provisions of Articles 45 to 53 (inclusive), in respect of proceedings of the Board, shall apply *mutatis mutandi* to proceedings of the Executive as

if, unless the context otherwise requires, a reference to the Board, therein were a reference to the Executive.

- (d) The Executive shall meet regularly, as it may determine, and:-
- (i) make such recommendations to the Board as it deems necessary regarding the finances and administration of the Society;
 - (ii) regularly review statements of expenditure, consider reports prepared by the chief executive officer of the Society, examine operating and capital expenditure budgets, and make to the Board such recommendations thereon as it considers necessary;
 - (iii) recommend, for endorsement by the Board, appropriate principles of corporate governance for the Society;
 - (iv) monitor, and regularly report to the Board in relation to, declarations of interest by members of the Board;
 - (v) perform such other duties as may be delegated or allocated by the Board.

REGIONAL COMMITTEES

54. (a) Subject to these Articles and any Regulations, the Board shall appoint a Committee for each State of the Commonwealth of Australia and for New Zealand elected by those Full Members in each State or New Zealand to carry out such duties within such State or New Zealand as may be delegated to it by the Board. (In these Articles referred to as "**Regional Committees**"). The number of members which shall compose each Regional Committee shall be determined by the Board from time to time. In addition to the members of each Regional Committee, members of the Board resident in the respective States or New Zealand shall be ex-officio members of the Regional Committee for that State or New Zealand. Each Regional Committee may appoint a Chairman, Vice- Chairman, Honorary Secretary or Honorary Treasurer, or such office-bearers as the Regional Committee thinks appropriate from time to time - subject to any Regulations to the contrary. The respective Regional Committees shall convene at least two (2) meetings in each year of the members in their respective States and in New Zealand. No person shall be appointed or elected Chairman of a Regional Committee, unless that person is a Full Member.
- (b) Regional Committees shall:-
- (i) Conduct their affairs in accordance with these Articles and subject to all Rules and Regulations of the Board.
 - (ii) Advise the Board of any matters that concern the interests of the Society and carry out other duties as may be delegated to them by the Board.
 - (iii) Submit any statement, documents or proposal affecting company policy to the Board for approval prior to promulgation.

- (iv) Have the power to co-opt in an honorary capacity where necessary the services of any person for a special purpose.
- (v) Recommend to the Board suitable applicants for membership of the Society.
- (vi) Submit to the Board an Annual Report on the proceedings of the Regional Committee at least one month prior to the Annual General Meeting of the Society.

ANZICS PAEDIATRIC GROUP

55. Subject to these Articles, the Board shall, by regulation, establish an ANZICS Paediatric Group. The Board shall, in those regulations, set out the terms of membership, election to committee and election of officebearers of the ANZICS Paediatric Group. The Chairman, for the time being, of the ANZICS Paediatric Group shall be a member of the Board of the Society.

POSTAL BALLOT

56. (a) In respect of any business which may be validly considered at any general meeting pursuant to these Articles, the Board may (in lieu of a general meeting) conduct a Postal Ballot of Full Members (in these Articles referred to as "**a Postal Ballot**") in accordance with the provisions of this Article.
- (b) At least twenty-one (21) days prior to the closing date of a Postal Ballot, the Secretary shall send to all Full Members ballot papers giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting and a voting form (all in a form and with such content as the Board may approve) and shall give all Full Members notice of the closing date of the Postal Ballot.
- (c) The Secretary shall receive all voting forms received from Full Members in respect of a Postal Ballot and shall promptly advise the Board of the result of the Postal Ballot. Any voting form received at the registered office of the Society after 5:00 p.m. on the closing date of a Postal Ballot shall be deemed to be invalid and shall not be counted.
- (d) In the event of an equal number of votes in respect of any business for which a Postal Ballot is conducted, the President shall have a second or casting vote.
- (e) In all other respects, subject to these Articles, the Board shall determine any other procedures or matters in relation to the conduct of any Postal Ballot and shall have power to make Rules and Regulations for that purpose.
- (f) In the event of any dispute by any Full Member in relation to the validity or conduct of any Postal Ballot, such Full Member shall within thirty (30) days of the closing date of such Postal Ballot, give notice in writing to the Board stating the grounds of his complaint. The Board may thereupon either itself investigate the complaint or

may appoint a Committee for the purpose. After hearing the complaint the Board shall determine the matter and its decision thereon shall be final.

SEAL

57. The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a Committee of the Board authorised by the directors in that behalf. Every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for that purpose.

ACCOUNTS

58. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided however that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five months before the date of the meeting.
59. The Board shall from time to time determine in accordance with clause 9 of the Memorandum of Association at what times and places and under what conditions or regulations, the accounting and other records of the Society shall be open to the inspection of members.

AUDIT

60. A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with Section 327 of the Law.

NOTICE

61. Any notice required by law or by or under these Articles to be given to any member shall be given by sending it by post to him at his registered address, or to the address, if any, supplied by him for the giving of notices or by sending it to an electronic address nominated by the member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post. A notice sent by electronic means, before 5pm on a business day is taken to be given on the date of transmission (otherwise, if sent after 5pm, on the business day after it is sent (provided that the sender does not receive an automated notice generated by the sender's or the recipient's email server that the electronic message was not delivered). A notice convening a general meeting may be

given to Members either personally, by post, courier, facsimile, email or any other form of electronic communication.

62. (a) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (i) every member except those members for whom the Society has no registered address or other address or an address for the giving of notices to them; and
 - (ii) the auditor or auditors for the time being of the Society.
- (b) No other person shall be entitled to receive notices of general meetings.

WINDING-UP

63. The provisions of clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

- 64 Every director, auditor, secretary and other officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the court pursuant to Section 241(2) of the Law in respect of any negligence default breach of duty or breach of trust.
65. To the relevant extent and subject to Article 66:-
- (a) the Society shall indemnify every person who is or has been an Officer against any liability incurred by that person in defending any proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the law; and
 - (b) the Society shall indemnify every person who is or has been an officer against any liability incurred by the persons, as an officer, to another person (other than the Society or a related body corporate of the Society) unless the liability arises out of conduct involving a lack of good faith;
 - (c) without limiting the effect of the foregoing, the Society may execute and deliver any deed, agreement or other document in favour of any officer or former officer to whom this Article applies confirming the indemnities contained in this Article in relation to that person (the foregoing provisions of this Article shall apply whether or not any such deed, agreement or other document is given);
 - (d) to the extent permitted by law, the Society may pay, or agree to pay, a premium in

respect of a contract insuring a person who is or has been an officer against a liability -

- (i) incurred by the person in his or her capacity as an officer or in the course of acting in connection with the affairs of the Society, or a subsidiary of the

Society, or otherwise arising out of the officer's holding such office
PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of a duty in relation to the Society, or a subsidiary of the Society, or a contravention of Sections 232(5) or (6) of the Corporations Law; and

- (ii) for costs and expenses incurred by that person in defending proceedings, whatever their income;
- (iii) no indemnity is given by the Society pursuant to this Article to any person who is or has been engaged in the full time employment of the Society against any liability incurred by that person in his or her capacity as a full time employee of the Society in any case where the Board determines that such indemnity should not be given.

66. (a) **"Proceedings"** means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an officer or in the course of acting in connection with the affairs of the Society, or otherwise arising out of the officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Society, or a subsidiary of the Society).
- (b) **"Officer"** means:-
- (i) a director, secretary or executive officer of the Society;
 - (ii) a director, secretary or executive officer of any wholly-owned subsidiary of the Society; or
 - (iii) a person appointed a trustee by, or acting as a trustee at the express request of, the Society, or a wholly-owned subsidiary of the Society.
- (c) **"Liability"** includes costs, charges, losses, damages, expenses and penalties.
- (d) **"To the relevant extent"** means -
- (i) to the extent the Society is not precluded by law from doing so;
 - (ii) where the liability is incurred in the conduct of the business of another corporation, or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation; and
 - (iii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified, and is not otherwise indemnified; and
 - (iv) where the Society is the holder of a licence under the Corporations Law, to the extent permitted by the Australian Securities and Investments Commission.

VIRTUAL MEETINGS AND HYBRID MEETINGS

67. In these Articles:

- (a) **"Hybrid Meeting"** means a meeting held at one or more physical locations linked

with one or more technologies, such that participants may participate in the meeting physically or remotely.

- (b) **"Virtual Meeting"** means a meeting held using one or more technologies where all participants participate remotely.

68. Notwithstanding any other provision of these Articles, a general meeting (including an annual general meeting) may be held at one or more locations as a Hybrid Meeting or as a Virtual Meeting, provided that:

- (a) the number of members participating is not less than the quorum required;
- (b) the members as a whole have a reasonable opportunity to participate, including allowing members to exercise orally and in writing any rights of members to ask questions and be heard;
- (c) a member who attends a general meeting remotely is taken for all purposes to be present in person at the meeting while so attending; and
- (d) the meeting is taken to occur at the registered office of the Society.

69. The Directors may determine the technology or technologies to use for conducting a general meeting as a Virtual Meeting or a Hybrid Meeting, as long as any technology used complies with any requirements of the *Corporations Act 2001* (Cth).

Name and address of Subscribers	Signatures of Subscribers	Witness to Signatures	Name and Address of Witness
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DATED the day of .