

# Constitution of WWF-Australia

World Wide Fund for Nature Australia ABN 57 001 594 074

November 2021

The Corporations Act

A public company limited by guarantee

Incorporated in Australia

Registered in New South Wales

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Constitution of World Wide Fund for Nature Australia (ACN 001 594 074) a public Company limited by guarantee

## GENERAL

### 1. DEFINITIONS

The following definitions apply in this Constitution unless the context requires otherwise:

Body Corporate means any partnership, association and body corporate, unincorporated body and any other entity or association recognised by law.

Chair means the person occupying the position of Chair under rule 23.

Company means World Wide Fund for Nature Australia (ABN 57 001 594 074).

Company Proxy has the meaning given in rule 33(c).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth) and the Corporations Regulations.

Director means a person appointed or elected to the office of director of the Company in accordance with this Constitution.

Executive Council means the body constituted by the Articles of Association of the Company, superseded by the adoption of this Constitution, with substantially the same functions, duties and powers of the board of Directors under this Constitution.

Executive Council Member means a member of the Executive Council.

Governor Present means, in connection with a meeting:

- (a) the Governor present at the venue or venues for the meeting, in person, by proxy or by an attorney: and
- (b) if the meeting is conducted pursuant to rule 20(c), the Governor participating in the meeting by using any technology, by means of audio communication or audio and visual communication.

Nominating Committee has the meaning given in rule 46(d).

Office-Bearers means the office-bearers of the Company holding office immediately prior to adoption of this Constitution.

person and words importing persons means any person including Bodies Corporate as well as individuals.

Prescribed Rate means the base rate charged by the Company's principal banker to corporate customers from time to time in respect of overdraft loans in excess of \$100,000 calculated on a daily basis and a year of 365 days.

Seal means any common seal or duplicate common seal of the Company.

Secretary means a person appointed as, or to perform the duties of, secretary of the Company.

Trustee is a term used in the Articles of Association of the Company, superseded by the adoption of this Constitution, to describe a Governor of the Company.

### 2. INTERPRETATION

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise.

- (a) The singular includes the plural and conversely.
- (b) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.

- (c) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (d) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution.

### 3. REPLACEABLE RULES

The replaceable rules contained in the Corporations Act do not apply to the Company.

### 4. PREVIOUS CONSTITUTION SUPERSEDED

This Constitution supersedes the constitution taken to be in force immediately before the adoption of this Constitution.

### 5. TRANSITIONAL

Everything done under any previous constitution of the Company continues to have the same operation and effect after the adoption of this Constitution as if properly done under this Constitution. In particular:

- (a) every Office-Bearer, Executive Council Member and Secretary in office immediately before adoption of this Constitution is taken to have been appointed respectively as Chairman of the Board (in the case of the President), Deputy Chairman (in the case of each Vice President), a Director (in the case of each Executive Council Member) and the Secretary, and continues in office, under this Constitution; and
- (b) any Seal adopted by the Company before the adoption of this Constitution is taken to be a Seal properly adopted under this Constitution.

### 6. OBJECTS

Without in any way derogating from the legal capacity and powers of the Company under section 124 of the Corporations Act, the objects of the Company are:

- (a) To assist in and encourage the conservation and protection for mankind of nature in all its forms and the natural environment, including fauna, flora, landscape, water, soils and other natural resources.
- (b) To promote and support education and research in furtherance of nature protection and conservation and to organise conferences, symposia, seminars, lectures and meetings in connection therewith.
- (c) To engage in activities to support natural resource management and community development, including activities which contribute or endeavor to contribute to the achievement of the United Nations Sustainable Development Goals, or any successor to the Goals, where to do so is in furtherance of the objects of the Company.
- (d) To accept any gifts, demises or bequests of real or personal property (including, without limitation, shares, options, warrants, units and other securities, and goods or services in kind) or any income therefrom or interest therein whether subject to any special trust or not for any one or more of the objects of the Company, provided that in case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (e) To take such steps by personal or written appeals public meetings advertisements or otherwise as may from time to time be deemed expedient for the purposes of publicising and promoting the activities of the Company and of procuring contributions to the funds of the Company in the shape of donations, subscriptions, subsidies or otherwise.
- (f) In furtherance of the objects of the Company, to hold or arrange competitions and provide or contribute towards the provision of prizes awards and distinctions in connection therewith, provided that no member of the Company shall receive any prize, award or distinction in monetary value except as a

successful competitor at any competition held or promoted by the Company or as reimbursement of the cost of the holding or promotion of which the Company may have subscribed out of its income or property and which under the regulations affecting the said competition may be awarded to him.

- (g) To administer and disburse funds or other property of the Company and provide other assistance in furtherance of the objects of the Company.
- (h) In furtherance of the objects of the Company, to co-operate and exchange information and enter into agreements and act in consultation with the World Wide Fund for Nature which has its headquarters in Switzerland and with the various similar national organisations associated therewith whose objectives are altogether or in part similar to those of the Company.
- (i) In furtherance of the objects of the Company, to co-operate, exchange information, enter into agreements and act in consultation with scientific, technical, conservation and other organisations in Australia and elsewhere whose objects are altogether or in part similar to those of the Company.
- (j) In furtherance of the objects of the Company, to subscribe to become a member of and co-operate with or amalgamate with or assist in the establishment of any other association or organisation whether incorporated or not whose objects are altogether or in part similar to those of the Company.
- (k) To purchase, apply for or otherwise acquire any privileges, exemptions, certificates, licences, patents, copyrights, trademarks, service marks or the like which may be deemed necessary or convenient for any of the objects or purposes of the Company and to transfer and otherwise deal with the same.
- (l) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be deemed necessary or convenient for any of the objects or purposes of the Company, but subject always to the proviso in rule 6(d).
- (m) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions applicable to subscriptions, donations, gifts, demises and bequests to the Company and otherwise which the Company may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (n) To appoint, employ, remove or suspend such experts, consultants, managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the administration and other purposes of the Company.
- (o) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, parks, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to continue to, subsidise, or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alternation or control thereof.
- (p) To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (q) To borrow, raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and to pay off any such securities.
- (r) To operate bank accounts and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (s) In furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (t) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.

- (u) To print and publish any scientific or educational works or any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (v) In furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (w) In furtherance of the objects of the Company, to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (x) In furtherance of the objects of the Company to undertake international projects related to aid and development and which are consistent with and supportive of the objectives and purposes of the Australian Council for Overseas Aid.
- (y) To do all such other acts, matters and things and to enter into and make such agreements and undertake and execute such trusts as are incidental or conducive to the attainment of the above objects or any of them and the exercise of the powers of the Company.
- (z) From time to time to make, rescind, add to or amend such by-laws or regulations not inconsistent with any statute or with this Constitution for the time being in force for the regulation or control of any of the property or affairs of the Company as may be deemed necessary or desirable.

The Company may carry out any one or more of the above objects independently or exclusively of the remainder of such objects. Notwithstanding the foregoing, the Company must not:

- (i) engage in, fund or otherwise support any activity that is directed towards evangelism, the promotion of religious or political causes or political parties, or the provision of human welfare; or
- (ii) act as a mere conduit for the donation of money or property to other institutions, bodies or persons within the meaning of section 30-60(d) of the *Income Tax Assessment Act, 1997* (Cth).

## 7. APPLICATION OF INCOME AND PROPERTY

- (a) Subject to rules 7(b) and 8, the profits (if any) or other income and property of the Company must be applied solely towards the promotion of the objects of the Company and no portion of it may be paid or transferred, directly or indirectly, to any Governor whether by way of dividend, bonus or otherwise.
- (b) Nothing in rule 7(a) prevents any payment in good faith by the Company of:
  - (i) reasonable and proper remuneration to any Governor for any services actually rendered or goods supplied in the ordinary and usual course of business to the Company;
  - (ii) reimbursement for expenses properly incurred by a Governor on behalf of the Company where the amount payable does not exceed an amount previously approved by the Directors;
  - (iii) reasonable and proper rent for premises let or demised by any Governor to the Company;
  - (iv) moneys to any Governor, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service and the amount payable are approved by the Directors and where the amount payable is not more than an amount which commercially would be reasonable payment for the service; or
  - (v) interest at a rate not exceeding the Prescribed Rate on money borrowed from Governors.

## 8. NO FEES FOR DIRECTORS

The Company must not pay fees to Directors but the Company may make payments in good faith for:

- (a) the payment of or reimbursement for all travelling and other expenses properly incurred by Directors in attending and returning from any meeting of the Directors, committee of the Directors, general meetings of the Company or otherwise in connection with the business or affairs of the Company where the

amount payable does not exceed an amount previously approved by the Directors;

- (b) moneys to any director, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service and the amount payable are approved by the Directors and where the amount payable is not more than the amount which commercially would be reasonable payment for the service.
- (c) any indemnity, exemption or insurance premium in respect of a liability incurred as an officer of the Company or an agreement to give an indemnity or exemption or pay an insurance premium of that kind, to which section 212(1) of the Corporations Act refers or the provision of a financial benefit to an officer of the Company to which section 212(2) of the Corporations Act refers.

## 9. LIMITED LIABILITY

The liability of the Governors is limited.

## 10. EXTENT OF LIABILITY

Each Governor undertakes to contribute to the property of the Company if the Company is wound up while he, she or it is a Governor or within 1 year after he or she has ceased to be a Governor, for payment of the Company's debts and liabilities contracted before he or she ceases to be a Governor and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$50.00.

## 11. GOVERNORS

- (a) The Directors may determine a maximum number of Governors. Until the Directors determine otherwise, the maximum number is 100. The minimum number of Governors is 30.
- (b) The Governors of the Company are:
  - (i) the Governors as at the date of adoption of this Constitution; and
  - (ii) any other persons admitted as Governors of the Company in accordance with this Constitution.
- (c) Governors must be natural persons and aged 18 years or over.
- (d) No employee of the Company is eligible for nomination as a Governor.
- (e) Governors are members of the Company within the meaning of Section 231 of the Corporations Act.

## 12. CLASSES AND PROCEDURES

Subject to the Corporations Act, the Directors may:

- (a) prescribe different classes of Governors with preferred, deferred or other special rights, privileges, obligations or otherwise, and vary or cancel the rights, privileges, obligations or otherwise attached to a class of, and reclassify, existing Governors;
- (b) prescribe conditions for eligibility to become a Governor of the Company and amend or revoke those conditions; and
- (c) prescribe procedures for applying to become a Governor of the Company and amend or revoke those procedures, on any terms the Directors consider appropriate.

## 13. ADMISSION OF GOVERNORS

- (a) Every applicant to become a Governor of the Company must be proposed by 1 Governor and seconded by another Governor both of whom know the applicant personally.



- (b) An application to become a Governor must be in writing, signed by the proposer and seconder and in a form prescribed by the Directors from time to time.
- (c) The application must be considered at the next meeting of Directors after receipt of an application to become a Governor. The Directors in their absolute discretion may decide whether or not to admit the applicant.
- (d) The Directors are not required to give any reason for accepting or rejecting an application and a person whose application is rejected has no right of appeal.
- (e) When an application to become a Governor has been decided, the Secretary (or another person appointed by the Directors for that purpose) must give notice in writing to the applicant of the decision. The notice to the applicant may be given in the manner set out in rule 51 as if it were a notice to a Governor.
- (f) On acceptance of the application and the giving of notice under rule 13(e), the applicant immediately becomes a Governor.
- (g) At the next annual general meeting following admission of a Governor, any other Governor may, if notice of the proposed resolution has been given in the Notice of Meeting referred to in rule 21 relating to the annual general meeting, move that the action of the Directors in admitting the Governor not be ratified. If the resolution is passed at the annual general meeting by a majority of the Governors Present, the Governor shall, with effect from the conclusion of the meeting, cease to be a Governor. If no such resolution is passed in relation to any Governor admitted since the previous annual general meeting, the action of the Directors in admitting that Governor will be deemed to have been ratified by the Governors.

#### 14. ENTRANCE FEES AND ANNUAL SUBSCRIPTION

- (a) Unless and until the Directors otherwise determine, no entrance fee is payable on admission as a Governor and no annual subscriptions are payable by Governors.
- (b) Governors are required actively to promote and support the objects for which the Company is established.

#### 15. RESIGNATION OF A GOVERNOR

At any time, by giving notice in writing to the Secretary, a Governor may resign as a Governor of the Company. The resignation is effective on the date of receipt of the notice by the Secretary.

#### 16. TERM OF APPOINTMENT AS GOVERNORS

Subject to rules 17 and 18, a Governor shall cease to be a Governor of the Company on the earlier of:

- (a) the conclusion of the fourth annual general meeting after the date on which he or she became a Governor, provided that the Directors may, at any time and from time to time, extend the date of cessation to a time which is not later than the conclusion of the fourth annual general meeting after:
  - (i) the date upon which his or her appointment as a Governor expired; or
  - (ii) if the term of the Governor's appointment has previously been extended under this rule, the date upon which his or her appointment as a Governor was last extended; and
- (b) the date upon which the Directors in their absolute discretion determine that he or she has ceased actively to promote and support the objects for which the Company is established,

provided further that, notwithstanding rule 16(a), the term of appointment of a Governor who is also a Director will be deemed to continue for so long as he or she continues to hold that office.

## 17. MISCONDUCT OF A GOVERNOR

- (a) If any Governor:
  - (i) is in breach of the provisions of this Constitution; or
  - (ii) is guilty of any act or omission which, in the opinion of the Directors is unbecoming of a Governor, or prejudicial to the interest of the Company,

the Directors may do any one or more of fine, caution, censure, suspend the Governor or some or all of the Governor's rights, privileges or obligations as a Governor, or, instead of the foregoing, expel the Governor from the Company.
- (b) The Directors must not fine, caution, censure, suspend or expel a Governor or a Governor's rights, privileges or obligations, under rule 17(a) unless:
  - (i) at least 7 days' notice is given to the Governor stating the date, time and place at which the question of the fine, caution, censure, suspension or expulsion of that Governor is to be considered by the Directors, and the nature of the alleged misconduct; and
  - (ii) the Governor is given the opportunity to give to the Directors, orally or in writing, any explanation or defence that the Governor may think fit.
- (c) Subject to rule 17(b) and (d), a Governor who is fined, cautioned, censured, suspended or expelled under rule 17(a) has no right of appeal.
- (d) If the Governor does not give notice to the Secretary on or before the end of the period of 7 days referred to in rule 17(b)(i) that the Governor wishes to have the decision dealt with by the Company in general meeting, the decision of the Directors takes effect at the end of that period.
- (e) If the Governor gives notice under rule 17(d), an extraordinary general meeting shall be convened at which the Governors Present shall, by a majority of two-thirds of their number, determine whether to endorse, amend or revoke the Directors' decision with immediate effect. In the absence of such a determination, the Directors' decision shall stand.

## 18. OTHER GROUNDS FOR CESSATION

A Governor's appointment as a Governor of the Company automatically ceases on the date that the Governor:

- (a) dies;
- (b) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health;
- (c) becomes bankrupt; or
- (d) is imprisoned for any period or is convicted of a felony or an indictable offence.

## 19. LIABILITY AFTER CESSATION

Any Governor ceasing to be a Governor:

- (a) remains liable for and must pay to the Company all moneys which were due by the Governor and unpaid on the date of ceasing to be a Governor; and
- (b) remains liable for amounts which the Governor is or may become liable to pay under rule 10.

## 20. GENERAL MEETINGS

- (a) By resolution of the Directors the Company may call a general meeting of the Company to be held at the time and place and in the manner determined by the Directors.
- (b) By resolution of the Directors, the Company may cancel or postpone a general meeting or change the

place at which it is to be held by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation or postponement would be contrary to the Corporations Act. Any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

- (c) To the extent permitted by the *Corporations Act*, a virtual general meeting of the Company may be held (including for an annual general meeting) using any technology, by means of audio communication or audio and visual communication, that:
  - (i) allows for all Governors participating and constituting a quorum to simultaneously hear each other throughout the meeting;
  - (ii) gives Governors a reasonable opportunity to participate in the proceedings without being physically present in a determined place;
  - (iii) gives Governors the ability to ask questions about management; and
  - (iv) enables Governors to vote by a poll.
- (d) If a virtual general meeting is held by means of audio communication or audio and visual communication under rule 20(c):
  - (i) a Governor simultaneously participating in the meeting is taken to be present at the meeting; and
  - (ii) the Directors will not be required to determine a place at which the meeting was held.
- (e) For the purposes of rule 20(c) and (d), a virtual general meeting includes a general meeting that is held at one or more physical venues and using virtual meeting technology.

## 21. NOTICE OF GENERAL MEETINGS

A notice of a general meeting is to specify the place and time of the meeting, the general nature of the business to be transacted at the meeting and any other matters required by the Corporations Act. The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate any resolution passed at the meeting.

## 22. QUORUM

- (a) No business may be transacted at any general meeting except, subject to rule 23, the election of the Chair unless a quorum of Governors is present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, 6 Governors Present constitutes a quorum.
- (c) If there is not a quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the Chair or the Directors adjourn the meeting to a date, time and place determined by the Chair or the Directors. If no quorum is present at any adjourned meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

## 23. CONDUCT OF MEETINGS

- (a) Subject to rule 23(b), the Chairman of the Board or, in the Chairman's absence, the most senior Deputy Chairman available is entitled to preside as Chair at every general meeting.
- (b) Where a general meeting is held and:
  - (i) there is no Chairman of the Board or Deputy Chairman; or
  - (ii) the Chairman of the Board or a Deputy Chairman is not present within 15 minutes after the time appointed for the meeting or does not wish to act as Chair of the meeting,

the Directors present may choose 1 of their number or, in the absence of all Directors or if none of the Directors present wish to act, the Governors Present may elect 1 of their number to be Chair of the meeting.

- (c) The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the Chair.
- (d) The Chair may make rulings without putting the question (or any question) to the vote if the Chair considers action is required to ensure the orderly conduct of the meeting.
- (e) At any time the Chair considers it necessary or desirable for the proper and orderly conduct of the meeting, the Chair may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Governors Present.
- (f) Any determination by the Chair in relation to matters of procedure (including any procedural motions moved at, or put to, any meeting) or any other matter arising directly or indirectly from the business is final (including any procedural motions moved at, or put to, any meeting). Any challenge to a right to vote (whether on a show of hands or on a poll) or to a determination to allow or disregard to vote may only be made at the meeting and may be determined by the Chair whose decision is final.
- (g) If a person purports to cast a vote in contravention of the Corporations Act, the Chair may determine that the vote be disregarded and treated as not having been cast.
- (h) Nothing contained in this rule limits the powers conferred on a Chair of a meeting by law.

#### 24. ADJOURNMENTS

During the course of the meeting the Chair may adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the Chair. If the Chair exercises a right of adjournment of a meeting under this rule, the Chair has the sole discretion to decide whether to seek the approval of the Governors Present to the adjournment and, unless the Chair exercises that discretion, no vote may be taken by the Governors Present in respect of the adjournment. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### 25. VOTING AT GENERAL MEETINGS

- (a) Subject to rule 25(d), each question submitted to a general meeting is to be decided by a show of hands of the Governors Present and entitled to vote, unless a poll is demanded.
- (b) Unless a poll is demanded, a declaration by the Chair following a vote on a show of hands that a resolution has been passed or lost is conclusive.
- (c) A poll may be demanded by Governors in accordance with sections 250K and 250L of the Corporations Act (and not otherwise) or by the Chair. No poll may be demanded on the election of a Chair of a meeting or, unless the Chair otherwise determines, the adjournment of a meeting. A demand for a poll may be withdrawn.
- (d) Despite rule 25(a), any resolution submitted to a general meeting conducted pursuant to rule 20(c) is to be decided on a poll of Governors Present.

#### 26. SPECIAL MEETINGS

All the provisions of this Constitution as to general meetings apply to any special meeting of any class of Governors which may be held under the operation of this Constitution or the Corporations Act.

#### 27. PROCEDURE FOR POLLS

- (a) When demanded, a poll may be taken in the manner and at the time the Chair directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant

meeting or afterwards) as the Chair considers appropriate.

- (c) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

## 28. CHAIR HAS CASTING VOTE

In the case of an equality of votes on a show of hands or on a poll the Chair of the meeting has a casting vote in addition to any vote to which the Chair may be entitled as a Governor or as a proxy, attorney or properly appointed representative of a Governor.

## 29. REPRESENTATION AND VOTING OF GOVERNORS

Subject to this Constitution and any rights or restrictions for the time being attached to any class or classes of Governors:

- (a) at meetings of Governors or classes of Governors each Governor entitled to attend and vote may attend and vote in person or by proxy, by attorney or by representative, and where the meeting is held under rule 20(c), the Governor, proxy, attorney or representative (as the case may be) may attend and vote virtually by means of any technology;
- (b) on a show of hands:
  - (i) subject to rule 29(b)(ii) and (iii), each Governor Present has 1 vote;
  - (ii) where a person is entitled to vote because of rule 29(b)(i) in more than 1 capacity, that person is entitled only to 1 vote; and
  - (iii) where a Governor has appointed more than 1 person as proxy or attorney for the Governor, none of the proxies or attorney is entitled to vote; and
- (c) on a poll, only Governors Present may vote and every Governor Present having the right to vote on the resolution has 1 vote.

## 30. RESTRICTION ON VOTING RIGHTS

A Governor is not entitled to attend or vote at a general meeting unless all sums (if any) presently payable by the Governor by virtue of being a Governor of the Company have been paid.

## 31. QUALIFICATION OF PROXIES

A proxy need not be a Governor.

## 32. FORM OF PROXY

- (a) A Governor who is entitled to attend and vote at a meeting of the Company may appoint a person as a proxy to attend and vote for the Governor in accordance with the Corporations Act but not otherwise. A proxy appointed in accordance with the Corporations Act to attend and vote may exercise the rights of the Governor on the basis and subject to the restrictions provided in the Corporations Act but not otherwise.
- (b) A form of appointment of a proxy is valid if it is in accordance with the Corporations Act or in any form (including electronic) which the Directors may prescribe or accept.
- (c) Any appointment of a proxy under this rule 32 which is incomplete may be completed by the Secretary on the authority of the Directors and the Directors may authorise completion of the proxy by the

insertion of the name of any Director as the person in whose favour the proxy is given.

- (d) Where a notice of meeting provides for electronic lodgement of proxies, a proxy lodged at the electronic address specified in the notice is taken to have been received at the registered office and validated by the Governor if there is compliance with the requirements set out in the notice.

### 33. VALIDITY OF PROXIES

- (a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:

- (i) the previous death or unsoundness of mind of the principal; or  
(ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind, revocation or transfer (as the case may be) has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit or specified by the Corporations Act) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

- (b) A proxy is not revoked by the principal attending and taking part in the meeting unless the principal actually votes at the meeting on a resolution for which the proxy is proposed to be used.
- (c) Voting instructions given by a Governor to a Director or employee of the Company who is appointed as proxy (**Company Proxy**) are valid only if contained in the form of appointment of the Company Proxy or, in the case of new instructions or variations to earlier instructions, the new or varied instructions are only valid if either they are received at the registered office of the Company at least 48 hours before the meeting or adjourned meeting by a notice in writing signed by the Governor or they are otherwise validated by the Governor in a manner acceptable to the Directors in their discretion prior to the commencement of the meeting.

### 34. APPOINTMENT OF DIRECTORS

- (a) The number of Directors must be not less than 5 nor more than 12 unless otherwise determined in general meeting by special resolution of the Company. Each Director is to be a natural person.
- (b) A Director must be a Governor.
- (c) (i) The Directors may at any time appoint; and  
(ii) subject to rule 35(e), the Company may in general meeting elect or re-elect,

any Governor as a Director either to fill a vacancy or as an addition to the board of Directors but so that the number of Directors does not exceed the maximum number determined by rule 34(a). In the case of re-election of a Governor, the Governor's re-election must have been approved by the Nominating Committee.

### 35. TERM OF APPOINTMENT AS DIRECTORS

- (a) A Director appointed by the Directors pursuant to rule 34(c) must retire from office at the conclusion of the first annual general meeting after the Director was appointed, but shall be eligible for election.
- (b) A retiring Director is eligible for re-election if his or her nomination for re-election has been approved by the Nominating Committee.
- (c) When a Director retires at an annual general meeting, the Company may by ordinary resolution elect a Governor to fill the vacated office. Directors elected at an annual general meeting of the Company hold office, subject to the later provisions of this rule 35(c) and rule 35(d), until the third annual general meeting next following their election, but (subject to rule 35(d)) they shall be eligible for re-election. At every annual general meeting no less than one-quarter of the Directors or, if their number is not a multiple in order of 4, then the number nearest to one-quarter (and if necessary to ensure compliance

with this rule this will be rounded down) must retire from office and, if eligible, may be re-elected under this rule 35. To ensure compliance with this rule, the Directors to retire in a particular year will be the Directors longest in office since being elected or last re-elected. Between Directors who were elected on the same day, the Director to retire will be decided by lot unless they otherwise agree.

- (d) No Director having served a total of 6 consecutive years in office from the time he or she was first elected as a Director shall be eligible for re-election for a further consecutive period of office. This rule shall not apply in the following circumstances:
- (i) provided his or her nomination has been approved by the Nominating Committee, each Director may be re-elected on not more than 2 occasions for a period which expires at the conclusion of the next annual general meeting;
  - (ii) re-election of a Governor as a Director, if that Governor's nomination for re-election as a Director has been approved by the Nominating Committee, after the person has ceased to be a Director for a period during which not less than 1 annual general meeting has been held; or
  - (iii) the Chairman of the Board, to whom rule 38 applies.
- (e) A Governor is not eligible for election as a Director at a general meeting unless the Governor who intends to propose the Governor and the Governor who intends to second the proposal, have given written notice of the Governor's candidature, signed by the proposer, the seconder and the candidate, at least 14 days before the meeting at which the election is to take place.
- (f) A written notice listing all vacancies in respect of Directors and each candidate for election or re-election, in alphabetical order, must be posted in a conspicuous place in the registered office of the Company for at least 7 days immediately before the meeting at which the election is to take place.
- (g) The Governors in general meeting may, by ordinary resolution of the Governors Present, remove any Director or other officer from office and may, by a similar resolution, appoint another Governor in his or her stead.
- (h) Despite the preceding provisions of this rule 35, a Director who was an Executive Council Member as at the date of adoption of this Constitution may be re-elected in accordance with rule 35(d)(i) on more than 2 occasions provided his or her period in office does not extend beyond the conclusion of the annual general meeting to be held in 2006 (unless he or she is subsequently re-elected as a Director in accordance with rule 35(d)(ii)).

### 36. VACATION OF OFFICE

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) ceases to be a Governor;
- (b) 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;
- (c) resigns by notice in writing to the Company;
- (d) is absent without the consent of the Directors from meetings of the Directors held during a continuous period of 6 months; or
- (e) dies.

### 37. DIRECTORS MAY LEND TO THE COMPANY

Any Director may lend money to the Company at interest (at a rate not to exceed the rates then charged by trading banks in respect of secured loans made in Sydney, New South Wales) with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by the Company and underwrite or guarantee the subscription of securities of any corporation in which the Company may be interested without being disqualified in respect of the office of Director and without being liable to account

to the Company for the commission or profit.

### 38. APPOINTMENT OF CHAIRMAN AND DEPUTY CHAIRMEN

- (a) The Directors shall elect one of their number as Chairman of the Board. The Chairman of the Board may elect also or in the alternative to be referred to by the title of "President". The Chairman will hold office until the later of 3 years and the third annual general meeting after his or her election, but (subject to rule 38(b)) shall be eligible for re-election.
- (b) The Directors may re-elect the retiring Chairman as Chairman of the Board for a further term expiring on the third annual general meeting after his or her re-election.
- (c) No Director may serve as Chairman of the Board for a period during which more than 6 annual general meetings occur.
- (d) A Director who has served as Chairman of the Board shall, on ceasing to be the Chairman, if he or she has been a Director for 8 or more years, cease to a Director.
- (e) The Directors may elect any number of Directors as Deputy Chairmen of the Board and shall, subject to rule 35, decide the period of which each Deputy Chairman is to hold office. If the Chairman of the Board has elected to be referred to by the title of "President", Deputy Chairmen will be referred to by the title of "Deputy President".
- (f) Subject to rule 35(d), each Deputy Chairman of the Board is, if nominated for re-election by the Nominating Committee, eligible for re-election.
- (g) Despite the preceding provisions of this rule 38, the President as at the date of adoption of this Constitution may be re-elected as Chairman of the Board for a further term or terms expiring not later than the conclusion of the annual general meeting to be held in 2023.

### 39. POWERS OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

- (a) The business of the Company is managed by the Directors, who 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.
- (b) The Directors may, on the terms and conditions and with any restrictions as they determine, delegate any of the powers exercisable by them and may at any time withdraw, suspend or vary any of the powers which have been so delegated.
- (c) The Directors may, on the terms and conditions and with any restrictions as they determine, delegate to a Chief Executive Officer any of the powers exercisable by them and may at any time withdraw, suspend or vary any of those powers conferred on the Chief Executive Officer.

### 40. SECRETARIES

- (a) The Secretary must be a Governor, but need not be a Director.
- (b) The Directors may appoint more than 1 Secretary.

### 41. PROCEEDINGS

- (a) The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they determine. The Directors must so meet not less than twice a year.
- (b) Until otherwise determined by the Directors, 4 Directors form a quorum. Notice of meeting of the Directors may be given by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director or by any technology agreed by all the Directors.



#### 42. MEETINGS BY TECHNOLOGY

- (a) For the purposes of the Corporations Act, each Director, by consenting to be a Director (or by reason of the adoption of this Constitution), consents to the use of each of the following technologies for holding a Directors meeting:
- (i) video;
  - (ii) telephone;
  - (iii) electronic mail;
  - (iv) any other technology which permits each Director to communicate with every other Director; or
  - (v) any combination of these technologies.

A Director may withdraw the consent given under this rule in accordance with the Corporations Act.

- (b) Where the Directors are not all in attendance at 1 place and are holding a meeting using technology and each Director can communicate with the other Directors:
- (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
  - (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in the 1 location.

#### 43. CHAIR OF BOARD MEETINGS

- (a) Subject to rule 43(b), the Chairman of the Board or, in the Chairman's absence, the most senior Deputy Chairman available is entitled to preside as Chair at every meeting of Directors.
- (b) Where a meeting of Directors is held and:
- (i) there is no Chairman of the Board or Deputy Chairman; or
  - (ii) the Chairman of the Board or a Deputy Chairman is not present at the time appointed for the holding of the meeting or does not wish to act as Chair of the meeting,
- the Directors present may elect 1 of their number to be Chair of the meeting.

#### 44. DIRECTORS' VOTING RIGHTS AND EXERCISE OF POWERS

- (a) Subject to this Constitution, questions arising at a meeting of Directors are decided by a majority of votes of Directors present and voting.
- (b) In the case of an equality of votes, the Chair of the meeting has a casting vote in addition to the Chair's deliberative vote.
- (c) Subject to rule 45 and the Corporations Act, a Director:
- (i) who has an interest in a matter may vote in respect of that matter if it comes before the Directors and be counted as part of the quorum; and
  - (ii) may enter into contracts with, or otherwise have dealings with, the Company.

#### 45. MATERIAL PERSONAL INTERESTS

- (a) A Director is not disqualified from the Director's office by contracting with the Company or any related body corporate of the Company in any capacity by reason of holding the office of Director.
- (b) In relation to a contract or arrangement in which a Director has a material personal interest:

- (i) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
  - (ii) a contract or arrangement made by the Company or any related body corporate with a Director may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and
  - (iii) the Director will not be liable to account to the Company for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.
- (c) Subject to rule 45(d), a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of his or her interest.
- (d) A Director with a material personal interest in a matter that relates to the affairs of the Company is not required to give notice in the following circumstances:
- (i) if all of the following conditions are met:
    - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company;
    - (B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and
    - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
  - (ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Corporations Act and that standing notice is still effective in relation to the interest; or
  - (iii) as otherwise permitted under the Corporations Act.
- (e) Notices of material personal interest given by Directors must:
- (i) give details of the nature and extent of the Director's interest and the relation of the interest to the affairs of the Company;
  - (ii) be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter; and
  - (iii) be recorded in the minutes of the Directors' meeting at which the notice is given.
- (f) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not be present while the matter is being considered at the meeting or vote on the matter, except in the following circumstances:
- (i) if the material personal interest is not required to be disclosed under this rule or under the Corporations Act; or
  - (ii) if the Directors who do not have a material personal interest in the matter have passed a resolution that:
    - (A) identified the Director, the nature and the extent of the Director's interest in the matter and its relation to the affairs of the Company; and
    - (B) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present; or
  - (iii) as otherwise permitted under the Corporations Act.
- (g) Nothing in this rule affects the duty of a Director:
- (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Directors' duties or interests as a Director, to declare at a meeting of Directors, the fact and the nature, character and extent of the conflict; or
  - (ii) to comply with the Corporations Act.

#### 46. COMMITTEES

- (a) The Directors may delegate any of their powers to committees consisting of any 1 or more Directors or any other person or persons as the Directors think fit. In the exercise of delegated power, any committee formed or person or persons appointed to the committee must conform to any regulations that may be imposed by the Directors. A delegate of the Directors may be authorised to sub-delegate any of the powers for the time being vested in the delegate.
- (b) The meetings and proceedings of any committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Directors so far as they are applicable and are not in conflict with, or superseded by, any regulations made by the Directors under rule 46(a).
- (c) Nothing in this rule 46 limits the power of the Directors to delegate.
- (d) Despite rule 46(a), there shall be constituted as a standing committee of the Board a committee known as the “Nominating Committee”. The following shall apply to the Nominating Committee:
  - (i) The Nominating Committee shall be comprised of such of the Directors as the Directors shall determine, provided that no Director shall be eligible to serve as a member of the Nominating Committee during the 12 months prior to the date on which that Director, being eligible for re-election, could if he or she so elects, offer himself or herself for re-election;
  - (ii) Subject to the proviso in rule 46(d)(i), the Directors shall decide the period for which each member of the Nominating Committee is to hold office; and
  - (iii) Subject to any regulations which may be imposed on the Nominating Committee by the Directors and to any other powers or other functions delegated to the Nominating Committee by the Directors, the functions of the Nominating Committee are:
    - (A) to perform the duties of the Directors under rules 13 and 16 relating to the admission or rejection of applicants to become Governors of the Company and the extension or otherwise of their terms of appointment;
    - (B) to nominate Governors for re-election as Directors; and
    - (C) to nominate Directors for election or re-election as Deputy Chairmen of the Board.

#### 47. SUPPORTER GROUPS

The Directors may:

- (a) prescribe different classes of non-members (who will not be Governors) with rights, privileges and obligations, and vary or cancel the rights, privileges and obligations attached to a class of, and reclassify, existing non-members;
  - (b) prescribes conditions for eligibility for each category of non-member and amend or revoke those conditions; and
  - (c) prescribe procedures for applying for each category of non-member and amend, or revoke those procedures,
- on any terms the Directors consider appropriate.

#### 48. WRITTEN RESOLUTIONS

A resolution in writing signed by all Directors or a resolution in writing of which notice has been given to all Directors and which is signed by a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Directors) is a valid resolution of the Directors and is effective when signed by the last of all the Directors or the last of the Directors constituting the majority, as required. The resolution may consist of several documents in the same form each signed by 1 or more of the Directors. A facsimile transmission or other document produced by mechanical or

electronic means under the name of a Director with the Director's authority is considered a document in writing signed by the Director and is deemed to be signed when received in legible form.

#### 49. DEFECTS IN APPOINTMENTS

- (a) All actions at any meeting of the Directors or by a committee or by any person acting as a Director are, despite the fact that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been properly appointed and was qualified and continued to be a Director or a member of the committee.
- (b) If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the Company but for no other purpose.

#### 50. SEALS AND THEIR USE

The Company may have a common seal and a duplicate common seal which are to be used by the Company as determined by the Directors.

#### 51. NOTICES GENERALLY

- (a) Any Governor who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.
- (b) A notice may be given by the Company to any Governor by, in its discretion:
  - (i) serving it on the Governor personally;
  - (ii) sending it by post to the Governor or leaving it at the address supplied by the Governor to the Company for the giving of notices;
  - (iii) sending it to the fax number supplied by the Governor to the Company for the giving of notices;
  - (iv) sending it electronically to the electronic mail address given by the Governor to the Company for giving notices; or
  - (v) serving it in any manner contemplated in this rule 51(b) on a Governor's attorney as specified by the Governor in a notice given under rule 51(c).
- (c) By written notice to the Secretary left at or sent to the registered office of the Company, a Governor may request that all notices to be given by the Company or the Directors be served on the Governor's attorney at an address specified in the notice and the Company may do so in its discretion.
- (d) Notice to a Governor whose address for notices is outside Australia may be sent by airmail, air courier, fax or electronic mail.
- (e) Any notice sent by post is considered to have been served at the expiration of 24 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Governor personally is considered to have been served when delivered. Any notice served on a Governor by facsimile or other electronic transmission is considered to have been served when the transmission is sent.

#### 52. WINDING UP

If, on the winding up of the Company, whether voluntarily or otherwise, there remains any property of the Company, after satisfaction of all the Company's liabilities, the assets must not be paid to or distributed among the Governors of the Company, but must be distributed to:

- (a) one or more institutions determined by the Company in general meeting before the winding up the Company:
  - (i) having objects similar to the objects of the Company; and
  - (ii) whose constitution prohibits the distribution of income and property to an extent at least as great as that imposed on the Company under rule 7; or
- (b) if there are no institutions meeting the requirements of paragraph (a), to one or more funds, authorities or institutions (whether or not a Governor of the Company) determined by the Company in general meeting before the winding up of the Company, the objects of which are charitable and gifts and contributions to which are deductible under Subdivision 30A of the *Income Tax Assessment Act 1997* (Cth);
- (c) if the Company in general meeting does not make a determination pursuant to paragraphs (a) or (b), to one or more funds, authorities or institutions meeting the requirements of either paragraphs (a) or (b) determined by the persons who were the Directors of the Company at the time the Company was wound up.

### 53. INDEMNITY OF OFFICERS, INSURANCE AND ACCESS

- (a) The Company is to indemnify each officer of the Company out of the assets of the Company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer.
- (b) Where the Directors consider it appropriate, the Company may execute a documentary indemnity in any form in favour of any officer of the Company or a subsidiary.
- (c) Where the Directors consider it appropriate, the Company may:
  - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Company against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer; and
  - (ii) bind itself in any contract or deed with any officer of the Company to make the payments.
- (d) Where the Directors consider it appropriate, the Company may:
  - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
  - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this rule 53:
  - (i) **officer** means each of the following:
    - (A) an Office-Bearer;
    - (B) a Director or Secretary; and
    - (C) a person appointed as a trustee by, or acting as a trustee at the request of, the Company, and includes a former officer.
  - (ii) **duties of the officer** includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Company or, where applicable, the subsidiary of the Company to any other corporation.
  - (iii) **to the relevant extent** means:
    - (A) to the extent the Company is not precluded by law from doing so;
    - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy); and

- (C) where the liability is incurred in or arising out of 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.
- (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

#### 54. MODIFICATION OR REPLACEMENT

This Constitution may be modified or repealed and replaced in the manner prescribed by the Corporations Act, but no such modification or repeal and replacement shall be effective under the provision of the *Charitable Fundraising Act, 1991* (NSW) or similar legislation, unless a true copy thereof is submitted to the relevant Minister or other relevant authority within 28 days of its adoption.

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies (New South Wales) Code

(Sub-section 72(9))

Registered No.:

211450-42

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF COMPANY

This is to certify that

WORLD WILDLIFE FUND AUSTRALIA

which was on the twenty-ninth day of June, 1978, incorporated

under the Companies Act, 1961 as a public company,

on the second day of March, 1990 changed its name to

WORLD WIDE FUND FOR NATURE AUSTRALIA

and that the company is a public company, and is a company limited by guarantee.

Given under the seal of the National Companies and Securities Commission at

Sydney on this second day of March, 19 90.



*R. Hancock*

A person authorised by the Corporate Affairs Commission of New South Wales Delegate of the National Companies and Securities Commission.

211450



#30

NEW SOUTH WALES, }  
TO WIT. }

Companies Act, 1961  
Section 24(1)

# LICENSE

WHEREAS it has been proved to the satisfaction of me, the Attorney-General of the State of New South Wales that a proposed company which is about to be registered under the name **WORLD WILDLIFE FUND AUSTRALIA**

under the Companies Act, 1961 (hereafter called "the Act") as a company limited by guarantee, and is to be incorporated for the purpose of promoting objects of the nature contemplated by subsection (1) of section 24 of the Act, and that it is intended that the income and property of the proposed company whencesoever derived shall be applied solely towards the promotion of the objects of the proposed company, as set forth in the memorandum of association as subscribed by 5 persons on the 26th day of June, one thousand nine hundred and seventy eight and that no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the proposed company: NOW, THEREFORE, I, the Attorney-General in pursuance of the powers vested in me by subsection (1) of section 24 of the Act and of any other powers thereunto enabling, and in consideration of the provisions and subject to the conditions contained in the said memorandum of association and the articles of association of the said proposed company do by this License DIRECT the proposed company to be registered as a company with limited liability without the addition of the word "Limited" to its name.

SIGNED at Sydney, this 26<sup>th</sup> day of June, one thousand nine hundred and seventy eight.

Attorney-General.

31687 3.75 D. West, Government Print

LODGED with the Corporate  
Affairs Commission on  
  
COMMISSIONER