



Australian Airports Association

A company limited by guarantee

ACN 008 647 336

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Mallesons Stephen Jaques

Level 5, NICTA Building 7

London Circuit

Canberra ACT 2600

Telephone: (61 2) 6217 6000

Facsimile: (61 2) 617 6999 DX

5610 Canberra

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1.1 Definitions

In this Constitution unless the contrary intention appears:

Alternate Director means a person appointed as an alternate director under article 5.5(a)(ii)B.

Annual Subscription Fee means any amount determined in accordance with article 4.7.

Approved Institution means a fund, authority or institution which falls within the description of an item in any of the tables in Subdivision 30-B of the Tax Act, which has been established for charitable purposes, and which is endorsed as a deductible gift recipient under or for the purposes of the Tax Act.

Committee means a committee of Directors constituted under article 9.6.

Company means Australian Airports Association Limited ACN 008 647 336 ABN 89 008 647 336.

Constitution means this constitution and a reference to an article is a reference to an article of this constitution.

Corporations Act means the Corporations Act 2001 (Cwlth).

DGR endorsement means endorsement as a deductible gift recipient under the Tax Act.

Director means a person holding office as a director, and where appropriate includes an Alternate Director.

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

Divisional Officeholder means the officeholders specified in article 5.5(a).

Immediate Past Chairman means the person specified in article 8.6(c).

Major Airport Director means the Director referred to in article 8.1(e).

Member means a person, partnership, corporation or government entity entered in the Register of Members as a member of the Company and who has not ceased to be a member in accordance with this Constitution.

Objects means the objects specified in article 2.2.

Register means the register of Members of the Company and, if appropriate, includes a branch register.

Regional Airport Directors means the Directors referred to in articles 8.1(f) and 8.1(g), and **Regional Airport Director** means any one of them.

Registered Office means the registered office of the Company.

Representative means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with the Corporations Act.

Secretary means a person appointed under article 12 as a secretary of the Company, and where appropriate, includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

State and Territory Directors means the Directors referred to in article 8.1(d) and their Alternate Directors, and **State and Territory Director** means any one of them.

Tax Act means the Income Tax Assessment Act 1936 (Cwlth) or the Income Tax Assessment Act 1997 (Cwlth), as the context requires.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) a reference to a particular person includes the person's executors, administrators, successors, substitutes and permitted assigns;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a document (including this Constitution) includes any variation or replacement of it;
- (f) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;
- (g) a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (h) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time;
- (i) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;
- (j) the word "present" in the context of a person being present at a meeting includes participating using technology approved by the Directors in accordance with this Constitution;
- (k) a reference to dollars or \$ is a reference to Australian dollars;
- (l) the word "law" includes common law, principles of equity and legislation, and a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (m) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions; and
- (n) a chairman appointed under this Constitution may be referred to as a chairperson, chairwoman or as chair, as appropriate.

1.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and
- (b) “section” means a section of the Corporations Act.

1.4 Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and do not apply to the Company.

2 Purpose and objects of the Company

2.1 Charitable purpose

The Company may only pursue charitable purposes associated with its Objects.

2.2 Principal Objects

The Company is established:

- (a) to provide a forum for discussion and decision on matters affecting the ownership and operation of airports in Australia and any other matter involving the Australian aviation industry including through the conduct of an annual or other periodic conference and associated meetings for members;
- (b) to act on matters of mutual and individual Member interest;
- (c) to provide for the development and improvement of Australian aviation;
- (d) to obtain advice for members in relation to the operation and maintenance of airport facilities in Australia; and
- (e) to do all other things as may be incidental or ancillary to the attainment of these objects.

3 Income and property of the Company

3.1 Application of income and property

All income, property and profits of the Company must be applied towards the promotion of the Objects.

3.2 No dividend, bonus or profit paid to Members

No part of the profits, income or property of the Company may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise, other than in accordance with article 3.3.

3.3 Permitted payments by the Company

Subject to articles 8.9 and 8.11, article 3.2 does not prevent payment in good faith to an officer of the Company or a Member, or to a firm of which an officer of the Company or a Member is

a partner:

- (a) of remuneration for services provided by, or reimbursement of expenses incurred by, that person (other than as a Director) or firm, including in accordance with articles 8.10, 8.11 and 11;
- (b) for goods supplied in the ordinary course of business;
- (c) for repayment of any money borrowed from an officer of the Company or a Member;
- (d) of interest at a rate fixed by the Directors (but not exceeding the sum of the National Australia Bank's published overdraft rate from time to time for its corporate customers and 5% per annum) on money borrowed from an officer of the Company or a Member; or
- (e) of reasonable rent for premises let by an officer of the Company or a Member.

3.4 Provision of Services

Article 3.2 does not prevent an officer of the Company or a Member being the recipient of services from the Company in accordance with the Company's Objects.

4 Membership

4.1 Becoming a Member

Except for a person who agreed in writing to the terms of this Constitution before the application for the Company's registration was lodged, a person may only become a Member under this Part 4. In this Part 4, unless the contrary intention appears, a reference to a "person" includes an individual, a partnership, a corporation, an unincorporated association or body and an entity of a Commonwealth, State, Territory or local government in Australia.

4.2 Categories of Membership

Membership of the Company is available in the following categories:

(a) Category A

Persons who, directly or indirectly, own or operate, or are in a position to exercise a significant degree of control over, an airport in any Australian State or Territory. Category A membership confers membership privileges in respect of each airport in respect of which the member is qualified for membership in that Category. A Category A member shall have full voting rights.

(b) Category B

Persons, other than an airport owner and/or operator, who conducts some of its business as a result of any airport-related activity. A Category B member shall only have voting rights at the Divisional level.

(c) Category C

Individuals employed and/or experienced in the aviation industry or currently involved in operating airports. A Category C member Has no voting rights.

(d) Category D

Individuals who may from time to time be awarded Honorary Life Membership by the Company on the recommendation of a State or Territory Division. A Category D member has no voting rights but the Directors may otherwise determine the rights and obligations of an honorary member. An honorary member is not a Member for the purposes of this Constitution or the Corporations Act.

4.3 Application for Membership

A person may apply to become a Member by submitting to the Secretary a properly completed application in the form prescribed by the Directors.

By completing an application form the applicant agrees, if accepted in accordance with article 4.4, to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time.

4.4 Admission as a Member

The Directors must resolve whether to accept or reject each application for membership and, within a reasonable time, notify the applicant of their decision. The Directors are not required to give reasons for rejection of an application for membership of the Company.

An applicant whose application for membership has been accepted by the Directors becomes admitted as a member of the Company upon payment of their first Annual Subscription Fee.

If such payment is not made within ninety days after the date of the notice advising acceptance of an application for membership, the Directors may in their discretion cancel the acceptance of the applicant for membership of the Company.

4.5 Application fee

The Directors may resolve from time to time that any person applying to become a Member must pay an application fee and, if so, how much and when and how it is to be paid.

4.6 Register of Members

Upon admission as a Member, that person's details will be recorded in the Register by a Director or the Company Secretary.

A Member must promptly notify the Company of any change in the Member's details which are recorded in the Register.

4.7 Annual Subscription Fee

The Directors may determine whether there will be an Annual Subscription Fee and, if so, the annual amount for each Member or category or sub-category of Members.

The Directors or Secretary may notify Members of the date and manner for payment. Otherwise, each Member must pay any applicable Annual Subscription Fee in advance by 1 July each year.

The Directors may waive the payment of all or any part of an Annual Subscription Fee for a Member or any category of Members.

4.8 No transfer of Membership

A Member must not sell, transfer or dispose of their interests in the Company to another Member or a third party.

4.9 Ceasing to be a Member

A person ceases to be a Member on:

- (a) ceasing to be eligible for membership of the Company in accordance with article 4.2;
- (b) resignation;
- (c) the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution;
- (d) in the case of a natural person:
 - (i) death;
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (iii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (e) in the case of a body corporate:
 - (i) being dissolved or otherwise ceasing to exist;
 - (ii) having a liquidator or provisional liquidator appointed to it; or
 - (iii) being insolvent.

4.10 Resignation

A Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than six months after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Company at the date of resignation, in addition to any sum for which the Member is liable as a Member under article 17.1.

4.11 Non-payment of Annual Subscription Fee

If an Annual Subscription Fee for a Member remains unpaid for ninety days after it becomes due and for a further thirty days after transmission of a notice of default to the Member, Directors may resolve to terminate the Member's membership and the Member ceases to be a Member. The Directors may, but need not, reinstate a Member whose membership is terminated if the Member pays all overdue Annual Subscription Fee amounts.

4.12 Censuring, suspension or expulsion of a Member

If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, by-laws, policies or other standards prescribed by the Directors, or acts in a manner which in the opinion of the Directors is unbecoming of a Member or prejudicial to the interests of the Company, the Directors may by resolution censure, fine, suspend or expel the Member from the Company, provided that the following procedure is observed:

- (a) the Directors or Secretary must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter;
- (b) at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
 - (i) what is alleged against the Member; and
 - (ii) the intended resolution;
- (c) at the Directors' meeting, and before voting on the resolution, the Member must be given an opportunity to give a written or verbal explanation as the Member thinks fit;
- (d) the Member may elect to have the question dealt with by the Company in general meeting. If so, the Member must give written notice to the Secretary at least 24 hours before the proposed time for the Directors' meeting to consider the resolution;
- (e) if the Member gives this notice, then:
 - (i) no resolution of the Directors on the matter is effective;
 - (ii) a general meeting of the Company must be called to consider the resolution set out in the notice originally given to the Member under this article; and
 - (iii) if a resolution is passed on a poll at the general meeting by a majority of *at least two-thirds* of those present and entitled to vote, the Member must be dealt with in accordance with the resolution; and
- (f) if a resolution for the Member's expulsion is passed in accordance with this article, the Member's membership automatically terminates and the Member ceases to be a Member.

4.13 Representatives of Members

If a person admitted as a Member is not an individual, that Member shall nominate an individual to act as its representative and to speak and vote on its behalf and the name of that individual and the fact that they are the representative of the Member must be entered in the Register.

Subject to the Directors' right to decline to accept any person as a Member, the Member may replace its representative with another individual. It must give written notice to the Company setting out the details of the new representative and signed by an officer of the Member.

4.14 Limited liability

A Member has no liability as a Member except as set out in this Part 4 and article 17.1.

5 State and Territory Divisions

5.1 Creation of State and Territory Divisions

There shall be a division of the Company in each State and mainland Territory of Australia.

Upon payment of their Annual Subscription Fee, Category A and Category B Members shall nominate the State or Territory Division to which they wish their membership and voting entitlements to be assigned.

5.2 Role of State and Territory Divisions

State and Territory Divisions have the functions of:

- (a) advancing or carrying out the objective of the Company on a State or Territory basis; and
- (b) electing persons to be Directors and Alternate Directors of the Company.

5.3 Structure of State and Territory Divisions

Each State and/or Territory Division shall have a Committee and such sub-committee structure as is determined by the Division from time to time.

The Members of State and Territory Divisions meet together on matters relevant to their State or Territory as unincorporated divisions of the Company.

5.4 Meetings of State and Territory Divisions

The State or Territory Chairman referred to in article 5.5(a)(i) elected by each State and Territory Division shall convene “at least” one meeting of the Members assigned to that Division each year, one of which shall be its annual general meeting, and will chair all meetings of that State or Territory Division at which they are present.

For the purposes of conducting all State and Territory Divisional meetings the same procedures apply as at General Meetings of the Company, except for the quorum requirement.

5.5 State and Territory Division Officeholders

- (a) **(Divisional Officeholders)** At the relevant annual general meeting of each State and Territory division, each division must elect:
 - (i) one Category A Member (or a duly appointed representative of a Category A Member) to hold the offices of:
 - A. Divisional Chairman for that State or Territory; and
 - B. Director of the Company; and
 - (ii) one Category A Member (or a duly appointed representative of a Category A Member) to hold the offices of:
 - A. Deputy Divisional Chairman for that State or Territory; and
 - B. Alternate Director.
- (b) **(Term)** The term of office of each Divisional Officeholder is as set out in articles 8.4.3 and 8.4.4, as applicable.
- (c) **(Removal)** A Divisional Officeholder may be removed from office at any time by a simple majority of votes of Members in the relevant State or Territory division.

- (d) **(Voting)** Each Category A and Category B Member in a State or Territory has one vote in respect of the election or removal of the Divisional Officeholders for their relevant State or Territory.

5.6 Funding of State and Territory Divisions

The Directors of the Company shall decide from time to time upon a per capita amount to be passed back to each State and Territory Division to help defray Divisional operating expenses.

6 General meetings

6.1 Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

6.2 Convening a general meeting

The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

6.3 Members have power to convene general meeting

If there are not sufficient Directors for a quorum, a Director or any two or more Members may convene a general meeting of the Company at the cost of the Company.

6.4 Use of technology at general meetings

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

6.5 Notice of general meeting

Notice of a general meeting must be given in accordance with Part 15 and the Corporations Act.

Subject to the provisions of the Corporations Act relating to shorter notice, at least twenty-one days notice is to be given of a general meeting.

6.6 Calculation of period of notice

In computing the period of notice for a general meeting, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

6.7 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.

This article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by a court.

6.8 Notice of cancellation, postponement or change of place of general meeting

Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

6.9 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting;
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

6.10 Number of clear days for postponement of general meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the general meeting required to be given by this Constitution or the Corporations Act.

6.11 Business at postponed general meeting

The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.

6.12 Non-receipt of notice

The non-receipt of, or accidental omission to give, a notice of a general meeting or cancellation, postponement or change of details for a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

6.13 Proxy, attorney or Representative at postponed general meeting

Where by the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the Member appointing the proxy, attorney or Representative gives to the Company, at its Registered Office, written notice to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

6.14 Director entitled to notice of meeting

A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of any class of Members of the Company and is entitled to speak at those meetings.

6.15 Circulating resolutions

The Company may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Member signs.

7 Proceedings at general meetings

7.1 Number for a quorum

Subject to article 7.3, 25 Category A Members present in person or by proxy, attorney or Representative are a quorum at a general meeting of the Company. In determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, except that:

- (a) where a Member has appointed more than one proxy, attorney or Representative, only one is to be counted; and
- (b) where an individual is attending both as a Member and as a proxy, attorney or Representative, that individual is to be counted once for that Member and once for each Member for whom that individual is attending as proxy, attorney or Representative.

7.2 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chairman of the meeting (on the chairman's own motion or at the request of a Member, proxy, attorney or Representative who is present) declares otherwise.

7.3 If quorum not present

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by a Director, or at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

7.4 Adjourned meeting

At a meeting adjourned under article 7.3(b), three persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum. If a quorum is not present

within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

7.5 Appointment of chairman of general meeting

The Chairman elected in accordance with article 8.6 is entitled to preside as chairman at a general meeting of the Company.

7.6 Absence of chairman at general meeting

If a general meeting is held and:

- (a) a Chairman has not been elected by the Directors; or
- (b) the elected Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chairman of the meeting (in order of precedence):

- (c) the Deputy Chairman (if any);
- (d) a Director chosen by a majority of the Directors present;
- (e) the only Director present; or
- (f) a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

7.7 Conduct of general meetings

The chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) having regard where necessary to the Corporations Act, may terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairman under this article is final.

7.8 Adjournment of general meeting

The chairman of a general meeting may with the consent of any meeting at which a quorum is present and must if so directed by such a meeting at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but only unfinished business is to be transacted at a meeting resumed after an adjournment.

7.9 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for thirty days or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

7.10 Resolutions to be put to general meeting

Any resolution may be put to a general meeting if it is in accordance with the Corporations Act.

Any resolution that a majority of Members present and entitled to vote at an annual general meeting of a State or Territory Division have resolved should be put to an annual general meeting of the Company is to be put to the next occurring annual general meeting of the Company.

A resolution may also be put to an annual general meeting of the Company, whether with or without prior notice, on the motion of a majority of the Board of Directors.

7.11 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

7.12 Casting vote for the chairman

If there is an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting is entitled to a casting vote in addition to any votes to which the chairman is entitled as a Member or proxy, attorney or Representative of a Member.

7.13 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. 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 Company, is conclusive evidence of the fact. Neither the chairman nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

7.14 Demanding a poll

At a general meeting of the Company, a poll may be demanded by:

- (a) at least three Members entitled to vote on the resolution; or
- (b) the chairman of the meeting.

7.15 Poll

If a poll is effectively demanded in accordance with article 7.14:

- (a) it must be taken in the manner and at the date and time directed by the chairman and the result of the poll is a resolution of the meeting at which the poll was demanded;
- (b) on the election of a chairman or on a question of adjournment, it must be taken immediately;

- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

7.16 Entitlement to vote

Subject to this Constitution and to any rights and any restrictions attached to any category of Members:

- (a) on a show of hands, each Member present in person and each other person present as proxy, attorney or Representative of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy, attorney or Representative of a Member has one vote for each Member that the person represents.

7.17 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies;
- (b) the appointing Member is mentally incapacitated; or
- (c) the Member revokes the appointment or authority.

7.18 Objection to voting qualification

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting:

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the chairman of the meeting, whose decision is final.

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

7.19 Right to appoint proxy or attorney

A Member may by instrument appoint a proxy or by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any category of Members.

To be effective, an instrument appointing a proxy or an attorney under this article, together with any evidence of non-revocation the Directors require, must be received by the Company at least 1 hour before the meeting.

7.20 Suspension or if any Annual Subscription Fee not paid

In addition to any other rights of the Company, if:

- (a) any Annual Subscription Fee is due and payable by a Member and is not paid; or
- (b) a Member is suspended,

the Member has no right to be present at, be counted among the quorum for, or vote, whether in person or by proxy, attorney or Representative, at a general meeting of the Company.

8 Directors

8.1 Directors

The Directors of the Company from time to time shall be:

- (a) the Chairman elected in accordance with article 8.6;
- (b) the Deputy Chairman elected in accordance with article 8.7;
- (c) the Immediate Past Chairman;
- (d) the Directors elected by each State and Territory Division in accordance with article 5.5(a)(i)B (or their Alternate Directors as applicable);
- (e) one Director elected from time to time by the Members operating the principal airports at Sydney, Melbourne, Brisbane, Adelaide, Perth, Hobart, Canberra, Darwin, Cairns and the Gold Coast (which election may be conducted amongst those airports at a meeting, by post or electronically);
- (f) one Director elected by Category A Members operating airports (other than those referred to in paragraph (e) having annual passenger volumes in excess of 49,999 or such other figure as determined by the Directors from time to time; and
- (g) one Director elected by all other Category A Members.

8.2 Voting by Directors

- (a) Each Director (or, subject to article 8.2(b), each Alternate Director, as applicable), other than the Immediate Past Chairman, shall be entitled to vote, for each Director appointment held by that Director, in relation to any matter to be decided by the Directors.
- (b) An Alternate Director is only entitled to attend, vote or otherwise represent its State or Territory Division at a meeting of the Directors when the elected Director for that State or Territory Division is unable to do so. However, at the invitation of the Chairman or of the Company, an Alternate Director may attend (but not vote) at a meeting of the Directors attended by the elected Director for that State or Territory Division.

8.3 Nomination of Airport Representative Directors

Nominations for the positions referred to in articles 8.1(e), (f) and (g) shall close forty-five days prior to each annual general meeting, to allow resumes of nominees to be distributed to Members eligible to vote and:

- (a) should there be only one nomination, that person is deemed to be duly elected without the need for a vote to be taken at the annual general meeting; and
- (b) should there be more than one nomination, the Secretary shall conduct a ballot to determine the order of candidates on the ballot paper for the election of the Director and a postal or electronic vote among eligible Members shall be conducted by the Secretary, with votes closing seven days before the annual general meeting.

8.4 Term of Office

8.4.1 Term of Regional Airport Directors

The term of office of each Regional Airport Director:

- (a) commences on the day after the first annual general meeting to occur after the relevant Regional Airport Director was elected in accordance with article 8.3; and
- (b) expires on the date of the second annual general meeting occurring after the commencement of the Director's term.

8.4.2 Term of Major Airport Director

- (a) For a Major Airport Director elected prior to 1 January 2017, the term of office of that Director:
 - (i) commences on the day after the first annual general meeting to occur after the Director was elected in accordance with article 8.3; and
 - (ii) expires on the date of the next occurring annual general meeting after the commencement of their term.
- (b) For a Major Airport Director elected during or after 2017, the term of office of that Director:
 - (i) commences on the day after the first annual general meeting to occur after the Director was elected in accordance with article 8.3; and
 - (ii) expires on the date of the second annual general meeting occurring after the commencement of the Director's term.

8.4.3 Term of State and Territory Directors - QLD, TAS, VIC and SA

The term of office of a State and Territory Director elected by the Divisions of:

- (a) Queensland;
- (b) Tasmania;
- (c) Victoria; or
- (d) South Australia,

commences on the day after the first annual general meeting to occur after the Director was elected and expires on the date of the second annual general meeting occurring after the commencement of the Director's term.

8.4.4 Term of State and Territory Directors - NSW, WA, ACT and NT

- (a) The term of office of a State and Territory Director elected prior to 1 January 2017 by the Divisions of:
 - (i) New South Wales;
 - (ii) Western Australia;

- (iii) the Australian Capital Territory; or
- (iv) the Northern Territory,

commences on the day after the first annual general meeting to occur after the Director was elected and expires on the date of the first annual general meeting occurring after the commencement of the Director's term.

- (b) The term of office of a State and Territory Director elected during or after 2017 by the Divisions of:

- (i) New South Wales;
- (ii) Western Australia;
- (iii) the Australian Capital Territory; or
- (iv) the Northern Territory,

commences on the day after the annual general meeting which first occurs after the Director was elected and expires on the date of the second annual general meeting occurring after the commencement of the Director's term.

8.5 Re-election

For the avoidance of doubt:

- (a) any Director is eligible for re-election at the expiry of their term, provided that they meet any requirements for eligibility under this Constitution; and
- (b) there is no limit on the number of times that a person may hold office as Director.

8.6 Chairman

- (a) **(Eligibility, term and election)** To be eligible to hold the office of Chairman, a person must be a current, duly elected Director and a Category A member (or a duly appointed representative of a Category A Member) and have nominated for the position of Chairman no later than 48 hours prior to the Directors' meeting referred to below. The election of the Chairman will be by the Directors through secret ballot, received and undertaken by the Company Secretary. The nominee receiving a majority of votes will be elected Chairman. In the event of an equality of votes, the Deputy Chairman will have a second or casting vote. Once elected to the role of Chairman, the Chairman must immediately resign their previously held Directorship because the Chairman, once elected, can no longer hold another Directorship. The term of office of Chairman is for a period of 2 years commencing from the Board meeting at which they are elected.
- (b) **(Removal)** The Chairman may be removed from office if:
 - (i) a Director (other than the Chairman) proposes a vote of no-confidence in the Chairman by written notice to the Secretary; and
 - (ii) at least 75% of the votes cast by Directors on the motion of no-confidence are in favour of removing the Chairman from office.

The Chairman has one vote in any motion of no-confidence. The Secretary will chair any meeting at which the Directors vote on a motion of no-confidence in the Chairman.

- (c) **(Immediate Past Chairman)** Upon completion of their tenure as Chairman, that person becomes the Immediate Past Chairman for the period commencing on the date that they cease to be Chairman and expiring after a period of 12 months. A Chairman who resigns or is removed under article 8.6(b) may not be appointed as Immediate Past Chairman.

8.7 Deputy Chairman

The Deputy Chairman shall be, or be a representative of, a Category A Member.

The Deputy Chairman shall be elected by the Directors from amongst their number (other than the Chairman or Immediate Past Chairman) at the first meeting of Directors after the commencement of their current term of office as a Director.

The Deputy Chairman shall hold office for the period of their current term of office as a Director, unless removed by resolution of the Directors.

8.8 Casual vacancy

A casual vacancy arises if a Director dies, resigns as a Director, becomes Chairman and vacates their previous Directorship under article 8.6(a), vacates office as set out in article 8.13, is removed under articles 5.5(c) or 8.6(b) or ceases to be a Member or a duly authorised representative of a Member. Should a casual vacancy arise:

- (a) in respect of the Chairman, the Directors must elect a new Chairman who will hold office for the remaining term of office of the exiting Chairman. The Deputy Chairman will automatically become the acting Chairman until such time as a new Chairman is elected;
- (b) in respect of a State or Territory division Director, the relevant Alternate Director will automatically become the State or Territory division Director for the balance of the original Director's term;
- (c) in respect of an Alternate Director, that Alternate Director position will remain vacant until the next occurring general meeting of the relevant State or Territory Division; and
- (d) in respect of any other Director, the Directors may appoint as a Director any person deemed appropriate by the Directors, and the appointed person shall hold office for the balance of the original Director's term,

8.9 No remuneration for services as a Director

A Director must not be paid any remuneration or other benefit in money or money's worth for services as a Director.

A Director cannot be appointed to any salaried office of the Company, or any office of the Company paid by fees.

8.10 Reimbursement of expenses

A Director is entitled to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors, a Committee or the Company or when otherwise engaged on the business of the Company.

8.11 Payments to a Director

Any payment to a Director which is not prohibited under article 8.9 (including a payment permitted under article 8.10) must be approved by the Directors.

8.12 Director's interests

Subject to the provisions of this Constitution and to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (b) enter into a contract or arrangement with the Company;
- (c) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
- (d) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (e) despite having an interest in a matter that is being considered at a meeting of Directors, be present at, participate in, vote on and be counted in a quorum at the meeting;
- (f) despite having an interest in a document, sign or participate in the execution of a document by or on behalf of the Company; and
- (g) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.

A reference to the Company in this article is also a reference to any related body corporate of the Company.

8.13 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) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (b) resigns office by notice in writing to the Company; or
- (c) is absent without permission of the Directors from three consecutive meetings of the Directors; or
- (d) ceases to be a representative of a Member.

9 Powers and duties of Directors

9.1 Directors to manage the Company

Subject to the resolutions of the Company at general meetings, the Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

9.2 Specific powers of Directors

Without limiting the generality of article 9.1, the Directors may exercise all the powers of the Company to create by-laws, to borrow or raise money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

9.3 Appointment of attorney

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

9.4 Provisions in power of attorney

A power of attorney granted under article 9.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

9.5 Signing of cheques

The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

9.6 Committees

The Directors may delegate, and revoke the delegation of, any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of one or more of their number as they think fit.

The Directors may, without delegating any of the powers, appoint one or more of their number as they think fit to a Committee to act only in an advisory capacity of the Directors.

In appointing a Committee, the Directors shall designate one member of it as chairman of the Committee. If a meeting of a Committee is held and the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the members present may elect one of their number to be chairman of the meeting.

Subject to this Constitution, a Committee has the power to co-opt to it any Member or representative of a Member of the Company.

Members, including co-opted members, of a Committee each have one vote in respect of the business of the Committee.

Each 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 of the Committee shall have a second or casting vote.

9.7 Powers of Committees

A Committee to which any powers have been delegated under article 9.6 or which has been appointed in an advisory capacity only must exercise those powers or perform that capacity in accordance with any directions of the Directors.

9.8 Powers of delegation

The Directors may delegate any of their powers to any persons they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

9.9 Minutes

The Directors 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 Company and of the Directors; and
- (c) of all proceedings at all meetings of the Company and of the Directors.

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

10 Proceedings of Directors

10.1 Directors' meetings

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

10.2 Director may convene a meeting

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

10.3 Use of technology for Directors' meetings

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

10.4 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

10.5 Alternate Director or proxy and voting

A person who is present at a meeting of Directors as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy. If that person is also a Director, they have one vote as a Director in that capacity.

10.6 Chairman of Directors' meetings

The Chairman shall preside at any meeting of Directors at which they are present.

10.7 Absence of Chairman at a Directors' meeting

If a Directors' meeting is held and the Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the Directors present must elect one of their number to be a chairman of the meeting.

10.8 Chairman's casting vote at Directors' meetings

If there is an equality of votes cast for and against a question, the chairman of a Directors' meeting has a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

10.9 Alternate Director and meetings

An Alternate Director is entitled to participate and vote at a meeting of Directors in the place of the Director for whom they are Alternate when that Director is not present.

10.10 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director:

- (a) is an officer of the Company and not the agent of the Director for whom they are Alternate; and
- (b) is responsible to the exclusion of that Director for the Alternate Director's own acts and defaults.

10.11 Alternate Director - expenses and remuneration

Articles 3.3, 8.9, 8.10 and 8.11 apply to an Alternate Director as if they were a Director.

10.12 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by a general meeting of the State or Territory Division which appointed that Alternate Director even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

10.13 Appointment or termination

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice signed by the chairman of the State or Territory Division which appointed that Alternate Director and delivered to the Company.

10.14 Director attending and voting by proxy

A Director may participate in and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) the appointment is signed by the appointor.

The appointment may be general or for one or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has one vote for the appointor and one vote in his or her own capacity as a Director.

10.15 Quorum for Directors' meeting

At a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is as determined by the Directors and, unless so determined, is a majority of the positions of Director established by this Constitution.

10.16 Continuing Directors may act

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the requirements of this Constitution for a quorum at a meeting of Directors, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

10.17 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

10.18 Validity of acts of Directors

All acts done at a meeting of the Directors or of a Committee, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or member of a Committee or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

11 Executive Officer

- (a) The Directors may:

- (i) appoint a person, by reference to a title determined by the Directors, to act as the chief executive officer of the Company;
 - (ii) delegate to the appointee any of the powers conferred on the Directors; and
 - (iii) withdraw or vary any of those powers,

on any terms and conditions and with any restrictions as they think fit.
- (b) The Directors may fix the remuneration of the appointee, which may be by way of salary or other benefit drawn from the Company.
- (c) Subject to the terms of any employment contract between the Company and the appointee, the Directors may at any time remove or dismiss the appointee from employment with the Company.

12 Secretary

12.1 Appointment of Secretary

The Company must have at least one Secretary who is to be appointed by the Directors.

12.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

12.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

13 Seals

13.1 Safe custody of common seals

The Directors must provide for the safe custody of any seal of the Company.

13.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents.

14 Inspection of records

14.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

14.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

15 Service of documents

15.1 Document includes notice

In this Part 15, a reference to a document includes a notice and a notification by electronic means.

15.2 Form of document

Unless expressly stated otherwise in this Constitution, all notices, certificates, statements, demands, appointments, directions and other documents referred to in this Constitution must be in writing.

15.3 Methods of service

The Company may give a document to a Member:

- (a) personally; or
- (b) by delivering it or sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member; or
- (d) by notifying the Member by an electronic means nominated by the Member that:
 - (i) the document is available; and
 - (ii) how the Member may use the nominated access means to access the document.

15.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
 - (b) if sent to an address outside Australia, must be sent by airmail,
- and in either case is taken to have been received on the day after the date of its posting.

15.5 Fax or electronic transmission

A document sent or given by fax or to an electronic address:

- (a) is taken to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) is taken to have been delivered on the day following its transmission.

15.6 Electronic notification

A document made available by electronic means is taken to have been given and received on the day after the date of transmission of the notification specifying that the document is available and how it can be accessed.

15.7 Evidence of service

A certificate signed by a Director or a Secretary stating that a document was sent, delivered or given to a Member by post, fax or other electronic means on a particular date is evidence that the document was sent, delivered or given on that date and by that means.

16 Indemnity and insurance

16.1 Indemnity

To the maximum extent permitted by law, the Company indemnifies any current or former Director or other officer of the Company out of the assets of the Company against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) reasonable legal costs incurred in defending or resisting or otherwise in connection with proceedings, whether civil or criminal or of an administrative or investigatory nature against the person or in which the person becomes involved because of that capacity; and
- (c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Company.

16.2 Insurance

To the maximum extent permitted by law, the Company may pay a premium for a contract insuring a person who is or has been a Director or other officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs.

16.3 Contract

The Company may enter into an agreement with a Director or other officer of the Company with respect to the matters referred to in articles 16.1 and 16.2 and including provisions relating to rights of access to the books of the Company.

17 Winding up and revocation of DGR endorsement

17.1 Contributions on winding up

Each Member undertakes to contribute to the Company's property an amount not exceeding \$100 if the Company is wound up during, or within one year after the cessation of, the Member's membership, on account of:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

17.2 Application of property on winding up

If any property or funds remain on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, the property funds may not be paid to or distributed among the Members but must be given or transferred to one or more funds or institutions:

- (a) having objects similar to objects of the Company;
- (b) whose constitution or rules prohibit the distribution of its property and funds among its members to an extent at least as great as is imposed on the Company under this Constitution; and
- (c) which is an Approved Institution.

The fund or institution is to be determined by the Directors or, if they determine, by the Members in general meeting, at or before the time of dissolution and in default by application to the court.

17.3 Revocation of endorsement as a deductible gift recipient

If the Company is endorsed as a deductible gift recipient under Division 30 of the Tax Act and the endorsement is revoked, despite any other provision in this Constitution, all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions must be transferred to an Approved Institution.

18 Accounts

The Directors must cause the accounts and records of the Company to be maintained and, if required, audited in accordance with the requirements of the Corporations Act.