

**CONSTITUTION
OF
MARRIOTT SUPPORT SERVICES**

ABN 094 426 061

**Changes from 2010 Constitution highlighted or
otherwise indicated**

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CONSTITUTION
OF
MARRIOTT SUPPORT SERVICES
ABN 094 426 061
A COMPANY LIMITED BY GUARANTEE

1. PRELIMINARY

Definitions

- 1.1 The following words have these meanings in this Constitution unless the contrary intention appears:

Annual Membership Fee means the annual fee set by the Board pursuant to A. 7.2

Article means an Article of this Constitution

ASIC means the Australian Securities and Investments Commission

Board means Board of Directors

Company means Marriott Support Services (ABN 094 426 061)

Constitution means this Constitution as amended from time to time, and a reference to a particular Article has a corresponding meaning

Corporations Law means the Corporations Act 2001 (Cth) and that Act as amended or substituted, and any regulations promulgated thereunder, from time to time and in effect.

Director means a person holding office as a director of the Company

Directors mean all or some of the Directors acting as a board

Intellectually disabled person means a person 18 years or over with limitations on their general mental ability that may affect:

a) intellectual functioning (such as learning, problem solving, and judgement); or

b) adaptive functioning (such as communication or independent living skills); and

to whom the Company is willing to provide educational and/or occupational training, support, employment, community and other services.

Life Member means a Member who is declared to be an Honorary Life Member in recognition of special and meritorious service by the Directors pursuant to Article 3

Member means a person admitted as a member under Article 3

Ordinary Member means a Member who is not a Life Member

Part means a Part of this Constitution

Register means the register of Members of the Company under **the** Corporations Law

Registered Office means the registered office of the Company

Secretary means a person appointed under Article 9.1 as 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

Section means a section of the Corporations Law

Interpretation

- 1.2 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) the singular includes the plural and vice versa;
 - d) a reference to a law includes regulations and instruments made under the law;
 - e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
 - f) a power, an authority or a discretion reposed in a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time; and
- 1.3 Unless the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Law, the same meaning as in that provision of the Corporations Law.
- 1.4 Headings are inserted for convenience and are not to affect the interpretation of this Constitution.
- 1.5 This Constitution is divided into Parts as indicated by its index.

Replaceable rules not to apply

- 1.6 The provisions of the Corporations Law that apply as replaceable rules are displaced by this Constitution to the extent permitted unless specifically incorporated by a provision of this Constitution.

Changes to the Constitution

- 1.7 All alterations shall comply with the Corporations Law.

2. ACTIVITIES OF THE COMPANY

Objects and powers

- 2.1 The objects of the Company are:
- a) to provide educational, occupational, training, supported employment and community services, recreation and accommodation for intellectually disabled persons;
 - b) to increase understanding amongst the public of the needs of intellectually disabled persons;
 - c) to print and publish information about the services and projects of the Company;
 - d) to establish and maintain a range of community based residential options;
 - e) to co-operate with Government, accommodation agencies, parents, community organisations, local persons, benefactors, and others for the purpose of increasing and improving facilities for intellectually disabled persons;
 - f) to provide information and support to parents and carers of intellectually disabled persons;
 - g) to do all things that are incidental or conducive to the attainment of the above objects or any of them, including engaging in activities that are inclusive of, or beneficial to persons who at the Directors' sole discretion are determined as suffering social, economic, cultural or physical disability or disadvantage, as part of the organisation's broader responsibility to the welfare of the general community;
 - h) The Company will pursue charitable purposes only.

Conditions of Assistance

- 2.3 Any kind of activity which this Constitution authorises the Company to undertake may be undertaken by the Directors at any time or times which they think fit, or may be left in abeyance, whether commenced or not, so long as the Directors consider it expedient not to commence or to continue or to proceed with that activity or those activities.
- 2.4 Persons provided assistance by the Company shall be required to pay such fees and charges as may be determined from time to time by the Board which shall in its sole discretion have the power to vary or waive fees in particular cases.

Use of Income and Property

- 2.5 The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

3. MEMBERSHIPS

Becoming a Member

- 3.1 There shall be two classes of membership - Ordinary Members and Life Members. All Members shall be natural persons and each Member shall have one vote and the same rights and obligations save that Life Members shall not be required to pay Annual Membership Fees. An employee of the Company shall not be eligible for membership.
- 3.2 The Directors may admit any person as an Ordinary Member on that person:
a) paying the Annual Membership Fee; and
b) agreeing to be bound by this Constitution
provided that no person who is an employee of the Company shall be admitted as a Member.
- 3.3 The Directors may admit any person they consider appropriate as a Life Member and may convert an Ordinary Member to a Life Member.
- 3.4 The Directors may refuse membership to any person and are not obliged to give reasons for refusing membership.

Ceasing to be a Member

- 3.5 A Member ceases to be a Member on:
a) resignation;
b) becoming an employee of the Company;
c) death;
d) failure to pay the Annual Membership fee within three months after the expiry of the previous year's membership;
e) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under law relating to guardianship or mental health;
f) the Directors terminating the person's membership in accordance with Article 3.6.

Termination

- 3.6 The Board may terminate the membership of a Member if that Member is guilty of conduct which, in the reasonable opinion of the Board, is prejudicial to the interests of the Company. The Board must advise a Member in writing that it intends to terminate the membership of that Member and advise the Member of the Member's right to make a written or oral submission on the proposed termination to the Board. The Board may terminate a membership at any time not less than 30 days or more than 90 days after service of the notice and is not bound to give reasons.

Resignation

- 3.7 A Member may by notice in writing to the Company resign membership with immediate effect or with effect from a specified date occurring not more than six months after the service of the notice.
- 3.8 No fees or subscriptions shall be refunded to any person on the termination of membership and all monies then owing to the Company shall remain payable.

4. GENERAL MEETINGS

Annual general meeting

- 4.1 The annual general meetings of the Company shall be held in accordance with the Corporations Law, including at the Directors' sole discretion by way of using appropriate technology to allow a hybrid meeting, meaning a meeting where attendance is allowed either in person or by way of virtual meeting technology at a meeting held at one or more physical locations, or a meeting conducted wholly by virtual meeting technology.
- 4.2 The Directors may make determinations from time to time regarding the technology to be employed in a hybrid meeting or a meeting conducted wholly by virtual meeting technology for an annual general meeting or a general meeting, and how it is to function to accommodate the requirements of Section 253Q, including providing persons entitled to attend the meeting a reasonable opportunity to participate without being physically present in the same place, facilitating polling and two-way audio.

General meeting

- 4.3 The Directors may convene a general meeting of the Company and the Directors must convene and arrange to hold a general meeting when requisitioned by Members in accordance with the Corporations Law, including at the Directors' sole discretion by way of using appropriate technology to allow a hybrid meeting, meaning a meeting where attendance is allowed either in person or by way of virtual meeting technology at a meeting held at one or more physical locations, or by conducting a meeting wholly by virtual meeting technology.

Notice of general meeting

- 4.4 Except where Section 249H(2) applies, at least 21 days notice must be given of a meeting of the Members, exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given.
- 4.5 Notice of a meeting of Members, to Members and Directors and other documents listed in Section 253R must be given in accordance with Section 253RA requirements where they are electronic communications and Section 249J requirements applying to Notice of meetings to Members and Directors.
- 4.6 A notice of a general meeting must:
- a) set out the place, date and time of meeting, and state the general nature of the business to be dealt with at the meeting and, if the meeting is to be held in two or more places, or wholly by virtual meeting technology, the virtual meeting technology that will be used to facilitate the holding of the meeting in that manner; and
 - b) state that:
 - (i) a Member who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy; and
 - (ii) a proxy need not be a Member.
- 4.7 If a special resolution is to be proposed, the notice of meeting must set out an intention to propose the special resolution, and state the resolution.

- 4.8 The non-receipt of notice of a general meeting by, or the accidental omission to give notice of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting.

Postponement or cancellation of meeting

- 4.9 Where a general meeting (including an annual general meeting) is convened by the Directors they may whenever they think fit, but subject to the provisions of the Corporations Law, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.
- 4.10 Written notice of cancellation or postponement of a general meeting must be given to each member individually and to each other person as is entitled under the Corporations Law or this Constitution to receive notice and must specify the reason for cancellation or postponement (as the case may be).
- 4.11 A notice postponing the holding of a general meeting must **comply with the requirements of Section 249R** including specifying:
- a) a date and time for the holding of the **resumed** meeting; and
 - b) **if any of the Company's Members is entitled to physically attend the resumed meeting, the location or locations at which the Members may do so; and**
 - c) **if virtual meeting technology is to be used in holding the resumed meeting sufficient information to allow the Members to participate in the resumed meeting by means of the technology.**
- If any of the above matters are not specified, the default requirements of Section 249T(3B) apply.**
- 4.12 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 meeting required to be given by this Constitution or the law.
- 4.13 The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the notice convening the meeting.
- 4.14 The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non - receipt of any such notice by, any Member or person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.
- 4.15 Where:
- a) by the terms of an instrument **of appointment** a proxy or attorney is authorised to attend and vote at a general meeting to be held on a specified date or 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 or power of attorney.
- then, by force of this Article, 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 or attorney gives to the Company at its registered office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.
- 4.16 Articles 4.9 to 4.15 (both inclusive) do not apply to a general meeting convened by Members under Section 249F or by the Directors pursuant to a requisition of Members under the Corporations Law.

5. PROCEEDINGS AT GENERAL MEETINGS

Representation of Member

- 5.1 A Member may be present and vote in person or may be represented at any meeting of the Company by:
- a) proxy; or
 - b) attorney.
- 5.2 Unless the contrary intention appears, a reference to a Member in Article 5 means a person who is a Member, or is a proxy or attorney of that Member.

Quorum

- 5.3 Subject to Article 5.6, 25% of the current Members or **three [previously 3.0]** Members (whichever is the lesser) present either in person, **or present using virtual meeting technology as approved by the Directors, or their proxy or attorney present either in person or using virtual meeting technology as approved by the Directors, are a quorum at a general meeting.**
- 5.4 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 beginning of a meeting it is to be deemed present throughout the meeting unless the chairman of the meeting on the chairman's own motion, or at the instance of a Member, proxy or attorney who is present, otherwise declares.
- 5.5 If within 30 minutes after the time appointed for a meeting a quorum is not present, the meeting;
- a) if convened by, or on requisition of, Members, is dissolved; and
 - b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.
- 5.6 At a meeting adjourned under Article 5.5(b) five Members, present in person or **where a hybrid meeting is being conducted, either in person or using virtual meeting technology, or present virtually where a meeting is conducted wholly using virtual meeting technology, or in each of these meeting types is represented by a proxy or attorney, are a quorum and, if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.**

Appointment and powers of chairman of general meeting

- 5.7 If the Directors have elected one of their number as chairman of their meetings, that person is entitled to preside as chairman at a general meeting.
- 5.8 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 either in person **or virtually where it is a meeting allowing virtual attendance,** 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):
 - i. the deputy chairman (if any);
 - ii. a director chosen by a majority of the directors present either in person **or virtually in attendance if it is a meeting allowing virtual attendance;**

- iii. the only Director present or virtually in attendance if it is a meeting allowing virtual attendance;
- iv. a Member chosen by a majority of the Members present or virtually in attendance if it is a meeting allowing virtual attendance, or represented by proxy or attorney either present or virtually in attendance.

5.9 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 general meeting; and
- c) may, having regard where necessary to Sections 250S and 250T, 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.

Adjournment of general meetings

- 5.10 The chairman may, with the consent of any meeting at which a quorum is present; and must if so directed by the meeting, adjourn the meeting to a new day, time or place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.11 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 5.12 Except as provided by Article 5.11, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 5.13 A demand for a poll 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.
- 5.14 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

Voting on a resolution

- 5.15 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 demanded:
 - a) before the vote is taken;
 - b) before the voting results on the show of hands are declared; or
 - c) immediately after the voting results on the show of hands are declared, by:
 - d) the chairman; or
 - e) by not less than 25% of Members or 5 Members present in person or by proxy and entitled to vote on the resolution (whichever is the lesser);

Provided that where virtual meeting technology is employed to facilitate either a hybrid meeting or a wholly virtual meeting in accordance with Corporations Law, a resolution put to the meeting must be decided by a poll.

On a show of hands, a declaration by the chairman is conclusive evidence of the result.

Questions decided by majority

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

Poll

- 5.17 If a poll is properly demanded **or required**, it must be taken in the manner and at the date and time directed by the chairman and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 5.18 A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately.
- 5.19 A demand for a poll may be withdrawn.

Entitlement to vote

- 5.20 Subject to any rights or restrictions for the time being attached to membership and to this Constitution on a show of hands, **or where a poll is taken** each Member present in person **or in attendance virtually**, and each other person present **or in attendance virtually** as a proxy, attorney or Representative of a Member has one vote;
- 5.21 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

Objection to voting qualification

- 5.22 An objection may not be raised to the right of a person to attend or vote at the meeting or adjourned meeting except at that meeting or adjourned meeting. Any such objection must be referred to the chairman of the meeting, whose decision is final. A vote not disallowed under such an objection is valid for all purposes.

Appointment of proxy

- 5.23 A Member entitled to attend and vote at a meeting of Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting. A proxy need not be a Member.
- 5.24 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:
- a) the Member's name and address;
 - b) the Company's name;
 - c) the proxy's name or the name of the office held by the proxy; and
 - d) the meetings at which the appointment may be used.

An appointment may be a standing one.

- 5.25 An undated appointment is to be taken to have been dated on the day it is given to the Company.

- 5.26 An appointment may specify the way the proxy is to vote on a particular resolution. In that event:
- a) the proxy need not vote on a show of hands, or a poll if attending virtually, but if the proxy does so, the proxy must vote that way;
 - b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must only vote on a poll;
 - c) if the proxy is the chairman, the proxy must vote on a poll, and must vote that way; and
 - d) if the proxy is not the chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a Member, this Article does not affect the way that the person can cast any votes attached to that person's membership.

- 5.27 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting either virtually or in person.
- 5.28 An appointment of a proxy does not need to be witnessed.
- 5.29 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 5.30 An instrument appointing a proxy is to be taken to confer authority to demand or join in demanding a poll.

Receipt of proxy and other instruments

- 5.31 An instrument appointing a proxy may not be treated as valid unless the instrument and the power of attorney under which the instrument is signed or, in the case of an unregistered power, a copy of that power or authority certified as a true copy, is or are received by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the Registered Office or at any other place specified for that purpose in the notice convening the meeting.

If the notice convening a general meeting specifies a facsimile number or e-mail address to which proxy and related materials may be sent then receipt by the facsimile machine on that number or the e-mail address of a complete and legible copy of the document will be taken as a receipt by the Company at a specified place for the purposes of this Article.

Receipt of an instrument appointing a proxy or attorney is:

- a) if given by means of an electronic communication in accordance with Section 253RA, when the appointment authority is received by the Company; and
- b) otherwise, when the appointment authority is received at:
 - i. the Company's registered office; or
 - ii. a place specified for the purpose in the notice of meeting

Validity of vote in certain circumstances

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

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

if notice in writing of the death, unsoundness of mind, revocation or transfer has not been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

Director entitled to notice of meeting

5.33 A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.

Auditor entitled to notice of meeting

5.34 The Company must give its auditor:

- a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
- b) any other communications relating to the general meeting that a Member is entitled to receive.

6. THE DIRECTORS

Number of Directors

6.1 There must be a minimum of seven and no more than eleven Directors on the Board.

Term of Directors

6.2 All Directors will be elected for a term of three years ending on the date of the third annual general meeting after the date of the Director's election or the ninth annual general meeting after the date on which the Director was first appointed or elected to the Board, whichever first occurs. A Director appointed by the Board to fill a casual vacancy will be appointed until the next annual general meeting. The term of any Director who has served nine or more consecutive years as a Director at the date of adoption of this Constitution shall end immediately. Subject to the provisions of Article 6.3, a Director may be re-elected or reappointed.

6.3 A Director who has served nine consecutive years from the Director's date of appointment or election as a Director will not be eligible for re-appointment or re-election as a Director without the approval of the Members in general meeting unless a minimum period of one year has lapsed since that person last held the position of Director.

Election and Appointment of Directors

- 6.4 The Company in general meeting may by resolution, and the Board may at any time, appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number fixed in accordance with Article 6.1.
- 6.5 No employee of the Company shall be eligible to hold office as a Director.

Rules and Procedures for Election of Directors

- 6.6 There shall only be an election for Directors if there is a vacancy to be filled. A person is eligible to stand for election if the person is:
- a) a retiring Director; or
 - b) nominated by the Nominations Committee established under Article 8.9; or
 - c) a Member and is nominated by means of a written nomination signed by two Members and lodged with the Secretary by 30th September of the year in which the vacancy arises together with a consent to the nomination signed by the Member and has demonstrated appropriate fitness and propriety to the Nominations Committee.
- 6.7 If there are the same number of candidates as vacancies (or fewer candidates than vacancies), all candidates shall be declared elected.

If the number of candidates exceeds the number of vacancies, there will be a poll, and each Member may vote in favour of as many candidates as they approve of up to and including the number of vacancies. The candidate or candidates (where there is more than one vacancy) with the greatest number of votes will be elected until all vacancies are filled. The remaining candidate or candidates will be excluded. If a Member votes in favour of the appointment of more candidates than the number of vacancies, such vote will be invalid.

Removal of Director

- 6.8 The Company in general meeting may by resolution remove a Director from office as a Director. A vote to remove a Director shall have no effect unless at least 75% of Members voting vote in favour of the removal.

Remuneration of Directors

- 6.9 No payment shall be made or other benefit given to any Director of the Company other than for:
- a) reimbursement of expenses incurred by the Director in the performance of any duty as Director of the Company where the Board has previously approved the expense;
 - b) reasonable and proper remuneration for any services rendered to the Company by the Director in a professional or technical capacity, not including the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable for the service.

Directors' interests

- 6.10 Subject to the provisions of the Constitution, a Director and any firm, body or entity in which a Director has a direct or indirect material interest may in any capacity:
- a) enter into any contract or arrangement with the Company; and
 - b) act in a professional capacity, other than as auditor, for the Company.
- 6.11 Each Director must disclose any and all interests to the Company in accordance with the Corporations Law and the Secretary must record all declarations in the minutes of the relevant Board meeting.
- 6.12 The Board shall, at its absolute discretion, decide whether the interest of the Director is material.
- 6.13 Where such interest is material no payment or benefit shall be paid by the Company for such services other than for the recovery of fair and reasonable out of pocket expenses, unless the Board gives specific prior approval for such additional payments or rewards.
- 6.14
- a) A Director must not vote in respect of a contract or arrangement or proposed contract or arrangement in which the Director has a direct or indirect material interest.
 - b) If the Director does purport to vote, the Director's vote will not be counted.
 - c) The requirement in paragraph (a) is in addition to any requirements of the Corporations Law in relation to voting by an interested director of a public company.
- 6.15 A Director may not attest the affixing of the Seal to any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.

Vacation of office of Director

- 6.16 In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Law, 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 the law relating to mental health or guardianship;
 - b) resigns from the office by notice in writing to the Company;
 - c) is removed from the office under Article 6.8; or
 - d) is not present personally or by proxy at three consecutive meetings of the Directors or for a continuous period of six months (whichever is the greater period of time) without leave of absence from the Directors.

7. POWERS AND DUTIES OF DIRECTORS

Directors to manage Company

- 7.1 The business of the Company is to be managed by the Directors, who may exercise all such powers of the Company as are not, by the Corporations Law or by this Constitution, required to be exercised by the Company in general meeting.
- 7.2 Without prejudice to the powers conferred by this Constitution it is hereby expressly declared that the Board shall, subject to this Constitution, have the following powers:
- a) to set annual membership fees and may set different rates; and
 - b) to develop and approve an annual business plan and budget for each financial year;

[Deleted the prior (c) referring to promoting the activities of the Trust Deed between the Alan T Marriott Foundation which was deregistered in 2012]

- 7.3 Without limiting the generality of Article 7.1, the Directors may exercise all the powers of the Company 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.

Appointment of attorney

- 7.4 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 such period and subject to such conditions as they think.
- 7.5 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

Minutes

- 7.6 The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Law.

Execution of Company cheques, etc.

- 7.7 All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Directors determine from time to time.

8. PROCEEDINGS OF DIRECTORS

Directors' meeting

- 8.1 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. There shall be at least six Directors' meetings per annum.
- 8.2 A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

Questions decided by majority

- 8.3 Questions arising at a meeting of Directors are to be decided by a majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Directors.

Chairman's casting vote

- 8.4 The Chairman of the meeting does not have a casting vote.

Quorum for Directors' meeting

- 8.5 At a meeting of Directors, where the Board consists of ten (10) or eleven (11) Directors, six shall constitute a quorum, where it consists of eight (8) or nine (9) Directors, five shall constitute a quorum, but if the Board consists of seven (7) Directors the number of Directors whose presence in person is necessary to constitute a quorum shall be four.

Remaining Directors may act

- 8.6 The continuing Directors may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below the minimum fixed by Article 6.1, 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 of convening a general meeting.

Chairman of Directors

- 8.7 The Directors may elect one of their number as chairman of their meetings and may also elect a deputy chairman. The Directors shall determine the period for which the person elected as chairman and deputy chairman is to hold office.
- 8.8 If a Directors' meeting is held and :
- a) a chairman has not been elected as provided by Article 8.7 or
 - b) 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, and
 - c) the deputy chairman is not present or is unable or unwilling to chair the meeting, the Directors present must elect one of their number to be a chairman of the meeting.

Directors' committees

- 8.9 The Directors shall establish a Nominations Committee consisting of the chairman of meetings of the Board and one other director and at least one appropriately qualified person appointed by the Board who is not a Director, officer or member of the company. The Nominations Committee shall report to the Board and be responsible for reviewing the skills of existing Directors, for assessing all nominees for election or appointment to the Board and for nominating individuals to be elected or appointed to the Board. The Nominations Committee shall report to the Board and to the members in general meeting on the results of their assessment of the fitness and propriety of all candidates for election to the Board and on the skills that each candidate possesses and may make recommendations aimed at ensuring that Directors have a wide range of complementary skills.
- 8.10 The Directors may delegate 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 at least one of their number and such other persons as they think fit.
- 8.11 A committee to which any powers have been delegated under Article 8.10 must exercise the powers delegated in accordance with any directions of the Directors and a power so exercised is

- deemed to have been exercised by the Directors.
- 8.12 The members of a committee may elect one of their number as chairman of their meetings. If a meeting of a committee is held and:
- a) a chairman has not been elected; or
 - b) 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 involved may elect one of their number to be chairman of the meeting.
- 8.13 A committee may meet and adjourn as it thinks proper.
- 8.14 Questions arising at a meeting of a committee are to be determined by a majority of votes of the members involved and voting. The chairman, in addition to the chairman's deliberative vote, does not have a casting vote.

Written resolution by Directors

- 8.15 A resolution in writing signed by all the Directors who are then in Australia and are eligible to vote on the resolution (being at least a quorum) is as valid and effectual as if it had been passed at a meeting of the Directors held at the time when the written resolution was signed by the last eligible Director to sign it. A written resolution may consist of several documents in like form, each signed by one or more Directors.
- 8.16 For the purposes of Article 8.15, two or more identical documents, each of which is signed by one of more Directors, together constitute one document signed by those Directors on the days on which they signed the separate documents.
- 8.17 Any document referred to in this Article may be in the form of an email, telex or facsimile transmission. A document bearing a facsimile of a signature is to be regarded as signed.
- 8.18 The minutes of Board meetings must record any written resolutions passed in accordance with this Article 8.
- 8.19 The same procedure applies to meetings of committees of the Board as applies to Board meetings.

Use of technology

- 8.20 A Directors' meeting may be called or held using any technology including virtual meeting technology, as determined from time to time by the Directors in accordance with the Corporations Law.

Validity of acts of Directors

- 8.21 All acts of the Directors, a committee or a person or committee or member of a committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

Appointment of the Chief Executive Officer

- 8.22 The Directors will appoint a Chief Executive Officer (who is not a Director) who will have delegated responsibility for the day-to-day management of the Company for such period as the Directors see fit. The Directors may, subject to the terms of any contract between the Chief Executive Officer and the Company, at any time remove or dismiss the Chief Executive Officer from that office and may appoint another person in their place.

Remuneration of the Chief Executive Officer

- 8.23 The remuneration of the Chief Executive Officer must be fixed by the Directors and shall be by way of salary package.

Powers of the Chief Executive Officer

- 8.24 The Directors may confer on the Chief Executive Officer any of the powers exercisable by them, on such terms and conditions and with such restrictions as they think fit. The Directors may at any time withdraw or vary any of the powers conferred on the Chief Executive Officer.

9. SECRETARY

Appointment of Secretary

- 9.1 The Secretary of the Company shall be appointed by the Directors.

Suspension and removal of Secretary

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

Powers, duties and authorities of Secretary

- 9.3 The Directors may vest in a Secretary such powers, duties and authorities as they may from time to time determine and the Secretary must exercise all such powers and authorities, subject at all times to the control of the Directors.

10. TREASURER

Appointment of Treasurer

- 10.1 There must be at least one treasurer of the Company who is to be appointed by the Directors who must be or become a Director.

Suspension and removal of Treasurer

- 10.2 The Directors may suspend or remove a Treasurer from that office.

Powers, duties and authorities of Treasurer

- 10.3 The Directors may vest in a Treasurer such powers, duties and authorities as they may from time to time determine and the Treasurer must exercise all such powers and authorities, subject at all times to the control of the Directors.
- 10.4 The funds of the Company shall be derived from entrance fees, annual subscriptions, donations, income derived from business conducted by the Company and such other sources as the Board determines, and fundraising shall be undertaken in accordance with the Fundraising Appeals Act 1998.
- 10.5 [Deleted reference to investment of funds with the Allan T. Marriott Foundation wound up in 2012]
- 10.6 Government grants will be held and used as directed by the Government or Government departments.

11. SEALS

Common and duplicate common seal

- 11.1 The Company may have:
- a) a common seal; and
 - b) a duplicate common seal, which must be a copy of the common seal with the words "duplicate seal".
- 11.2 The Directors must provide for the safe custody of each seal of the Company.

Use of common seal

- 11.3 The common seal may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the common seal. Every document to which the common seal 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 in which that document is included.

12. INSPECTION OF RECORDS

Inspection by Members

- 12.1 Subject to the Corporations Law, the Directors may determine whether and to what extent, and at what time 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), and 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. Notwithstanding the foregoing, a former director shall be granted reasonable access to the Company's records if such access is reasonably necessary to allow the former director to defend any action brought against the former director.

13. SERVICE OF DOCUMENTS

- 13.1 This Part does not apply to a notice of a meeting of Members to Members **and Directors or other documents specified in Section 253R.**
- 13.2 The Company may give a document to a Member;
- a) personally;
 - b) by 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, email or other electronic address nominated by the Member.
- 13.3 If a document is sent by post, delivery of the document is deemed to be effected by properly addressing, prepaying and posting a letter containing the document, and the document is deemed to have been delivered on the second business day after the date of its posting.
- 13.4 If a document is sent by facsimile, email or other electronic transmission, delivery of the document is to be deemed:
- a) to be effected by properly addressing and transmitting the facsimile, email or other electronic transmission, and
 - b) to have been delivered on the day following its **dispatch.**

14. AUDIT AND ACCOUNTS

Company to keep accounts

- 14.1 The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Corporations Law.

Company to audit accounts

- 14.2 The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Law.

15. WINDING UP AND REVOCATION

- 15.1 If the Company is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:
- o gifts of money or property for the principal purpose of the organisation
 - o contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
 - o money received by the organisation because of such gifts and contributions.

Distribution of assets

15.2 If the Company is wound up:

- a) each Member; and
- b) any person or association who has ceased to be a Member in the preceding year prior to the winding up or dissolution;

undertakes to contribute to the property of the Company for such amount as may be required not exceeding \$20 for:

- c) payment of debts and liabilities of the Company and the costs, charges and expenses of winding up provided that where subclause (b) applies the Member shall contribute only in relation to debts and liabilities incurred to the winding up or dissolution; and
- d) adjustment of the rights of the contributories amongst themselves.

Surplus Distribution

15.3 If any surplus remains following the winding up or dissolution of the Company the surplus will not be paid to or distributed amongst Members but will be given or transferred to another corporation or incorporated body which has objects specified in its memorandum which are similar to the Company and:

- a) whose constitution or memorandum prohibits distribution of income to its members; and
- b) which the Members of the Company at or before winding up or dissolution **determine by resolution** to be the beneficiary of such gift or transfer: or
- c) in default of a determination under subparagraph (b) by determination of the Supreme Court of Victoria; and

provided that such corporation or incorporated body has been approved under s30 of the Income Tax Assessment Act.

16. INDEMNITY

Indemnity of officers

- 16.1 Every person who is or has been a director, secretary or executive officer of the Company is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities for costs and expenses incurred by that person:
- a) in defending any proceedings relating to that person's position with the Company, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted or which are withdrawn before judgement; or
 - b) in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgement is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
 - c) in connection with any application in relation to any proceedings relating to that person's position with the Company, whether civil or criminal, in which relief is granted to that

- person under the Corporations Law by the court.
- 16.2 Every person who is or has been a director, secretary or executive officer of the Company is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liability to another person (other than the Company or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.

Insurance

- 16.3 The Company may pay a premium for a contract insuring a person who is or has been a director, secretary or executive officer of the Company and its related bodies corporate against:
- a) Any liability incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of Section 232(5) or 232(6) of the Corporations Law; and
 - b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Company, whether civil or criminal, and whatever their outcome.