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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

From: Isabel Vegara
Sent: Wednesday, 20 April 2016 12:42 PM
To: Tony Murdocca
Cc: Albert Chan
Subject: FW: New company structure
Importance: High

NSW ICAC EXHIBIT

Isabel Vegara

Secretary

Business & Taxation Concepts

Ph (02) 9602 1100 | Fax (02) 9600 6659

From: Shalesh Gundar [<mailto:SGundar@sasl.org.au>]

Sent: Monday, 13 January 2014 5:52 PM

To: Tony Murdocca; Isabel Vegara

Cc: Mark Johnson; Alfred Sing; Albert Chan

Subject: FW: New company structure

Importance: High

Hi Tony

As per our discussion today, please find attached documents for incorporation of the two companies with ASIC.

Also, as we discussed, you will arrange and nominate the following for these two companies:

- Auditor – (Alex)
- Company Secretary – (Tony Murdocca will nominate a person)
- Public Officer – (Tony Murdocca will nominate a person)
- Registered Office – (BTC's Liverpool office address)

Can you let me know if you require any further information or documents from us.

Thanks

Shalesh

From: Shalesh Gundar

Sent: Monday, 13 January 2014 10:05 AM

To: 'Tony Murdocca'; 'Isabel Vegara (Isabel@btconcepts.com.au)'

Cc: 'Albert Chan (albert@btconcepts.com.au)'; Alfred Sing; Mark Johnson

Subject: RE: New company structure

Importance: High

Hi Tony/Isabel

Please just to let you know that we will be sending to you today all details for the incorporation of the companies. Once the companies has been established, please apply for the ABN, TFN and PBI status.

Also, as I explained to Albert last week, that incorporation of these companies are extremely important for Gandangara Group's corporate existence. So, PLEASE you may have to work with your highest priority for their establishment with ASIC and ATO.

If you have any questions to above, please call me immediately or Jack to clarify the issue.

Thanks

Shalesh

From: Albert Chan [<mailto:albert@btconcepts.com.au>]

Sent: Friday, 10 January 2014 4:22 PM

To: Shalesh Gundar

NSW ICAC EXHIBIT

Cc: Tony Murdocca; Isabel Vegara

Subject: New company structure

Shalesh

With the formation of a new entity, please liaise with Tony or Isabel of our office. Tony will be away from next Thursday and return the following Monday.

The information you will need to provide is as follows:

1. Type of entity
2. Name of entity (please check ASIC to see if name is available before providing to us)
3. Directors (full legal name, DOB, address and place of birth (City & Country))
4. Members
5. Shareholders
6. No of shares (if applicable)
7. What type of memorandum (is it a DGR or some specific organisation etc)
8. Registered Office Address
9. Principle place of Business

In relation to the other entity with outstanding tax returns, please provide Full Name and TFN to Isabel and she will place on our portal to lodge all outstanding nil returns.

Isabel's email address is:

Isabel@btconcepts.com.au

Thanks



Albert Chan

PO Box 121

Liverpool NSW 1871

Ph (02) 9602 1100

Fax (02) 9600 6659

Email: albert@btconcepts.com.au

Website: www.btconcepts.com.au

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Registration Checklist: Gandangara Services Limited

Information needed to Register a Company in Australia

A. Company's name: Gandangara Services Limited

B. Where will the company be registered? **New South Wales**
(Specify State or Territory)

C. What is the company's type?
Public Company Limited By Guarantee

State the amount of guarantee to which each member will be bound: _____\$10.00_____

D. Who are the initial members?

The minimum requirement is 1 member.

1. Full name: Cinderella Cronan

Residential Address: [REDACTED]

[REDACTED]

2. Full name: Rohan Tobler

Residential Address: [REDACTED]

[REDACTED]

3. Full name: George Bloomfield

Residential Address: [REDACTED]

[REDACTED]

4. Full name: Carole Brown

Residential Address: [REDACTED]

[REDACTED]

5. Full name: Mervyn Donovan
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
6. Full name: John Dickson
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
7. Full name: Gloria Provost
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
8. Full name: Dennis Thorne
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-

E. Who are the initial Directors?

The minimum requirement for a company limited by guarantee is 3 directors **of whom 2 must be Australian Residents.**

1. Full name: Cinderella Cronan
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
- Occupation: NSW Public Service
-
- Date and place
(town/city and
country) of birth: [REDACTED]
Blacktown NSW
-
- Directorships of
Australian public
companies: Nil
-

2. Full name: Rohan Tobler
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
- Occupation: Aboriginal Not-for Profit
-
- Date and place
(town/city and
country) of birth: [REDACTED]
-
- Sydney, NSW
-
- Directorships of
Australian public
companies: Nil
-
3. Full name: George Bloomfield
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
- Occupation: NSW Public Service
-
- Date and place
(town/city and
country) of birth: [REDACTED]
-
- Melbourne, Victoria
-
- Directorships of
Australian public
companies: Nil
-
4. Full name: Carole Brown
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
- Occupation: NSW Public Service
-
- Date and place
(town/city and
country) of birth: [REDACTED]
-
- Sydney, NSW
-
- Directorships of
Australian public
companies: Nil
-

5. Full name: Mervyn Donovan

Residential Address:

[REDACTED]

Occupation:

NSW Public Service

Date and place
(town/city and
country) of birth:

[REDACTED]

Bowraville, NSW

Directorships of
Australian public
companies:

Nil

6. Full name: John Dickson

Residential Address:

[REDACTED]

Occupation:

Aboriginal Not-for Profit

Date and place
(town/city and
country) of birth:

[REDACTED]

Sydney, NSW

Directorships of
Australian public
companies:

Nil

7.	Full name:	Gloria Provost
	Residential Address:	[REDACTED]
		[REDACTED]
	Occupation:	NSW Public Service
	Date and place (town/city and country) of birth:	[REDACTED] Grenfell, NSW
	Directorships of Australian public companies:	Nil
8.	Full name:	Dennis Thorne
	Residential Address:	[REDACTED]
		[REDACTED]
	Occupation:	Aboriginal Not-for-Profit
	Date and place (town/city and country) of birth:	[REDACTED] Orange, NSW
	Directorships of Australian public companies:	Nil

F. Who will be the Company Secretary?

A company limited by guarantee must have at least **one** secretary **who is ordinarily resident in Australia.**

1.	Full name:	
	Residential Address:	
	Occupation:	
	Date and place (town/city and	

country) of birth:

2. Full name:

Residential Address:

Occupation:

Date and place (town/
city and country) of
birth:

G. Where is the registered office and principal place of business?

1. Address for
Registered Office:

(may be in any State or Territory of Australia)

2. Name of Occupier

3. Address of principal place of business in Australia (if different to registered office):

H. Who will be the Auditors?

Name:

Address:

Contact name:

I. Who will be the Public Officer?

The public officer is the company's contact for the Australian Taxation Office. The public officer must be an Australian resident.

Full name:

Residential address:

Address for service:

J. What will be the Financial Year End?

(If other than 30 June): 30 June

K. Corporations Law Replaceable rules and the Company's Constitution

A proposed company limited by guarantee must lodge a copy of its constitution with ASIC with the application for registration.

The Company will have a constitution.

L. Quorum for meetings

1. What is the quorum number for a meeting of directors?

50% of the Board of Directors + one (1)

2. What is the quorum number for a meeting of members?

10% of the membership

Registration Checklist: Gandangara Health Limited

Information needed to Register a Company in Australia

A. Company's name: Gandangara Health Limited

B. Where will the company be registered? **New South Wales**
(Specify State or Territory)

C. What is the company's type?
Public Company Limited By Guarantee

State the amount of guarantee to which each member will be bound: _____\$10.00_____

D. Who are the initial members?

The minimum requirement is 1 member.

1. Full name: Cinderella Cronan

Residential Address: [REDACTED]

[REDACTED]

2. Full name: Rohan Tobler

Residential Address: [REDACTED]

[REDACTED]

3. Full name: George Bloomfield

Residential Address: [REDACTED]

[REDACTED]

4. Full name: Carole Brown

Residential Address: [REDACTED]

[REDACTED]

5. Full name: Mervyn Donovan
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
6. Full name: John Dickson
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
7. Full name: Gloria Provost
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
8. Full name: Dennis Thorne
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-

E. Who are the initial Directors?

The minimum requirement for a company limited by guarantee is 3 directors **of whom 2 must be Australian Residents.**

1. Full name: Cinderella Cronan
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
- Occupation: NSW Public Service
-
- Date and place
(town/city and
country) of birth: [REDACTED]
-
- Blacktown NSW
-
- Directorships of
Australian public
companies: Nil
-

2. Full name: Rohan Tobler
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
- Occupation: Aboriginal Not-for Profit
-
- Date and place
(town/city and
country) of birth: [REDACTED]
-
- Sydney, NSW
-
- Directorships of
Australian public
companies: Nil
-
3. Full name: George Bloomfield
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
- Occupation: NSW Public Service
-
- Date and place
(town/city and
country) of birth: [REDACTED]
-
- Melbourne, Victoria
-
- Directorships of
Australian public
companies: Nil
-
4. Full name: Carole Brown
-
- Residential Address: [REDACTED]
-
- [REDACTED]
-
- Occupation: NSW Public Service
-
- Date and place
(town/city and
country) of birth: [REDACTED]
-
- Sydney, NSW
-
- Directorships of
Australian public
companies: Nil
-

5. Full name: Mervyn Donovan

Residential Address:

[REDACTED]

Occupation:

NSW Public Service

Date and place
(town/city and
country) of birth:

[REDACTED]

Bowraville, NSW

Directorships of
Australian public
companies:

Nil

6. Full name: John Dickson

Residential Address:

[REDACTED]

Occupation:

Aboriginal Not-for Profit

Date and place
(town/city and
country) of birth:

[REDACTED]

Sydney, NSW

Directorships of
Australian public
companies:

Nil

7.	Full name:	Gloria Provost
	Residential Address:	[REDACTED]
		[REDACTED]
	Occupation:	NSW Public Service
	Date and place (town/city and country) of birth:	[REDACTED] Grenfell, NSW
	Directorships of Australian public companies:	Nil
8.	Full name:	Dennis Thorne
	Residential Address:	[REDACTED]
		[REDACTED]
	Occupation:	Aboriginal Not-for-Profit
	Date and place (town/city and country) of birth:	[REDACTED] Orange, NSW
	Directorships of Australian public companies:	Nil

F. Who will be the Company Secretary?

A company limited by guarantee must have at least **one** secretary **who is ordinarily resident in Australia.**

1.	Full name:	
	Residential Address:	
	Occupation:	
	Date and place (town/city and	

country) of birth:

2. Full name:

Residential Address:

Occupation:

Date and place (town/
city and country) of
birth:

G. Where is the registered office and principal place of business?

1. Address for
Registered Office:

(may be in any State or Territory of Australia)

2. Name of Occupier

3. Address of principal place of business in Australia (if different to registered office):

H. Who will be the Auditors?

Name:

Address:

Contact name:

I. Who will be the Public Officer?

The public officer is the company's contact for the Australian Taxation Office. The public officer must be an Australian resident.

Full name:

Residential address:

Address for service:

J. What will be the Financial Year End?

(If other than 30 June): 30 June

K. Corporations Law Replaceable rules and the Company's Constitution

A proposed company limited by guarantee must lodge a copy of its constitution with ASIC with the application for registration.

The Company will have a constitution.

L. Quorum for meetings

1. What is the quorum number for a meeting of directors?

50% of the Board of Directors + one (1)

2. What is the quorum number for a meeting of members?

10% of the membership

DRAFT

Constitution

Gandangara Services Ltd

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1 Preliminary

Definitions

1.1 In this Constitution, unless the context otherwise requires:

Aboriginal person means a person who:

- (a) is a member of the Aboriginal race of Australia;
- (b) identifies as an Aboriginal person; and
- (c) is accepted by the Aboriginal community as an Aboriginal person.

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

ALR Act means the *Aboriginal Land Rights Act 1983* (NSW) and the *Aboriginal Land Rights Regulation 2002*.

Board means the Directors acting as a board of Directors.

Company means Gandangara Services Limited of 103 Moore St, Liverpool, New South Wales, 2170.

Control means any situation where a person (a **Controlling Person**) has, or is entitled to acquire, the right or power to secure, whether directly or indirectly, that the affairs of another person (the **Controlled Person**) are conducted under the wishes of the Controlling Person, and **Controlled** shall be interpreted accordingly.

Constitution means the Constitution of the Company.

Directors means a director of the Company.

Dollars and \$ means the lawful currency of Australia.

Financial Year has the same meaning as in the Act.

Founding Member means an Aboriginal person who is a GLALC Member as at 2nd December, 2013 and who chooses to nominate as a Founding Member of the Company by signing the designated Founding Member Form.

GLALC means Gandangara Local Aboriginal Land Council.

GLALC Area means the area described in Schedule 1.

GLALC Member means:

- (a) whilst GLALC exists, each natural person who is named at the relevant time as a member of the GLALC on the GLALC's membership roll and who has been accepted by the GLALC as a member; or
- (b) if GLALC does not exist, a natural person who is:
 - (i) an adult Aboriginal person who resides within the GLALC Area, or

- (ii) an adult Aboriginal person who has a sufficient association with the GLALC Area (as determined by the Board), or
- (iii) an Aboriginal owner in relation to land within the GLALC Area.

Member means a person who is granted Membership in the Company and is entered in the Members' Register, including the Founding Members.

Membership means membership of the Company.

Members' Register means the register of members to be kept by the Company under the Act.

Month means calendar month.

Office means the registered office of the Company.

officer has the same meaning as in the Act.

Pecuniary Interest means an interest that a person has in a manner because of a reasonable likelihood or expectation of appreciable financial gain or loss to the person or another person with whom the person is associated (as provided in clause 11 of this Constitution), but does not include an interest that is so remote or insignificant that it could not reasonably be regarded as likely to influence any decision the person might make in relation to the matter.

Principal Purpose means the purposes of the Company as set out in clause 1.5.

Related Body Corporate has the same meaning as in the Act.

Replaceable Rules means the provisions of the Act which would but for this Constitution apply as replaceable rules under sections 135 and 141 of the Act.

Resolution means a resolution other than a Special Resolution.

Seal means the common seal of the Company (if the Board resolves to adopt a common seal) or, where appropriate, the duplicate seal or the official seal.

Secretary means a secretary of the Company and includes any person appointed to perform the duties of secretary on a temporary basis and any properly appointed assistant secretary.

Special Resolution has the same meaning as in the Act.

Interpretation

1.2 In this Constitution:

- (a) unless the context otherwise requires, a reference to:
 - (i) the singular includes the plural and conversely;
 - (ii) a gender includes every gender;
 - (iii) the Act, any section, regulation or schedule of the Act or any other legislation is a reference to that law as amended, consolidated, supplemented or replaced;
 - (iv) **in writing** or **written** includes printing, lithography, photography and other means of representing or reproducing words in a visible form;
 - (v) **paid up** or **paid** includes credited as paid up or paid;

- (vi) ***dividend*** includes bonus;
 - (vii) any person includes a reference to any individual, company, body corporate, association, partnership, firm, joint venture, trust or government agency; and
 - (viii) ***including*** or ***includes*** means ***including but not limited to*** or ***including without limitation***;
- (b) headings are for convenience only and must be ignored in interpreting this Constitution; and
- (c) if a period occurs from, after, until or before a day of an act or event, it excludes that day.

Replaceable Rules not to apply

- 1.3 The Replaceable Rules are displaced by this Constitution and do not apply to the Company to the extent that they would otherwise apply under section 135 of the Act.

Constitution subject to the Act

- 1.4 This Constitution is subject to the Act and where there is any inconsistency between a clause of this Constitution and the Act, (excluding the Replaceable Rules which are displaced by this Constitution), the Act prevails to the extent of the inconsistency.

Company's Principal Purpose

- 1.5 The Company's Principal Purpose is to improve, protect and foster the best interests of all Aboriginal persons within the GLALC Area, other persons who are GLALC Members and other Aboriginal persons within Australia including by using income and property of the Company for the education, training and direct relief of poverty, sickness, destitution or helplessness of all Aboriginal persons within the GLALC Area, other persons who are GLALC Members and other Aboriginal persons within Australia.
- 1.6 The Company may pursue any activities which will assist in furthering the Company's Principal Purpose as set out in 1.5.
- 1.7 Clause 1.6 does not limit the legal capacity and powers of the Company as set out in section 124 of the Act.

Income and property

- 1.8 The assets and income of the Company shall be applied solely in furtherance of and towards promoting the Company's Principal Purposes and no portion shall be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company as provided in Clause 1.10.
- 1.9 Clause 1.8 does not prevent the bona fide compensation for services rendered or expenses incurred on behalf of the Company, including payment in good faith of:
- (a) reasonable and proper interest to a Member on money advanced by the Member to the Company or otherwise owing by the Company to the Member;
 - (b) reasonable and proper charges for goods hired by the Company from a Member;

- (c) remuneration of an amount not more than commercially reasonable payment to any officer or employee of the Company or to a Member or other person in return for any services actually rendered to the Company, including moneys to any Director, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer in connection with the promotion of the objects of the Company;
 - (d) money representing reimbursement to any officer or employee of the Company or a Member of out-of-pocket expenses incurred in performing a duty for the Company; or
 - (e) reasonable and proper rent for premises demised or let by any Director or Member to the Company.
-

2 Membership

Categories of Membership

2.1 The Company will consist of:

- (a) Founding Members; and
- (b) Members.

Application for Membership

2.2 Every applicant for Membership must:

- (a) in the case of a natural person, be a GLALC Member who is entitled to vote in GLALC Board elections occurring on or after 1st January 2014
- (b) in the case of a partnership, or a corporation or an organisation, be interested in and agree to support the Principal Purpose of the Company
- (c) agree to abide by this Constitution as amended from time to time;
- (d) meet any additional criteria established for Membership in the Company as may be adopted by the Board and approved by the Members from time to time;
- (e) sign an application for Membership in the form prescribed by the Board from time to time; and
- (f) undertake, as a condition of admission, to pay to the Company any entrance fee and/or annual subscription in the amounts and at the times set out in this Constitution or as prescribed by the Board from time to time.

Nomination for Membership

2.3 A person who is not a Member shall not be admitted to Membership unless:

- (a) they are nominated as provided in clause 2.4; and
- (b) in the case of a partnership, corporation or organisation, their admission as a Member is approved by the Members;

2.4 A nomination of a person for Membership:

- (a) may only be made by another Member;

- (b) must be made in writing in the form determined by the Board; and
 - (c) must be lodged with the Secretary.
- 2.5 As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.
- 2.6 Upon a nomination being referred to the Board, the Board must resolve to approve the nomination unless the Board considers that it is not in the Company's best interest to admit the person as a Member.
- 2.7 As soon as practicable after the Board makes a determination in accordance with clause 2.6, the Secretary must:
 - (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable);
 - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution by a Member as entrance fee and annual subscription; and
 - (c) if the Board rejected the nomination, provide the nominee with a written statement outlining the reasons for the rejection and provide the nominee with the opportunity to respond.
- 2.8 If for any reason at any time the Company ceases to have any Members:
 - (a) the Board may exercise the rights of Members set out in this clause 2 including rights to nominate a Member and approve or reject that nomination; and
 - (b) as soon as practicable and no later than 5 calendar days after the Company ceases to have any Members, ensure that nominations forms for Membership are sent to:
 - (i) GLALC Members who are eligible to become members of the Company; or
 - (ii) if GLALC does not exist, to all persons who were, immediately prior to GLALC ceasing to exist, members of GLALC who were eligible to become members of the Company;

and immediately upon receipt of a nomination form for Membership that is duly completed and returned to the Company, approve that nomination.

Entry of nominee's name into the Members' Register

- 2.9 The Secretary shall, upon payment of the amounts referred to in clause 2.7(b) within the period referred to in that clause, enter the nominee's name in the Members' Register and, upon the name being so entered, the nominee becomes a Member.

Membership rights

- 2.10 A right, privilege or obligation which a person has by reason of being a Member of the Company:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of the person's Membership (except as otherwise provided in this Constitution).

Rights and privileges of Membership

- 2.11 Without limiting any other rights conferred on Members, Members have:
- (a) the right to receive notice of and attend at any general meeting of the Company; and
 - (b) the right to vote at any general meeting of the Company provided that they have attended at least 1 meeting within the preceding 12 month period, or if there were no meetings within this period, they attended the last meeting held by the Company.

Members' Register

- 2.12 The secretary shall keep and maintain the Members' Register in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection by Members at the Company's address.

Resignation or expulsion of Member

- 2.13 A Member may cease their Membership by giving one month's notice in writing to the Secretary. On expiration of the notice period, the Member shall cease to be a Member. The Member will remain liable for any moneys due by them to the Company and unpaid as at the date of resignation and for any sum for which they are liable under clause 2.17.
- 2.14 Upon the expiration of a notice given under clause 2.13, the Secretary shall make in the Members' Register an entry recording the date on which the relevant Member ceased to be a Member.

Other grounds for cessation of membership

- 2.15 A Member's membership of the Company will automatically cease:
- (a) if the Member has not attended at least 1 meeting of the Company within the preceding 2 year period; or
 - (b) in the case of a Member who is a natural person, on the date that the Member:
 - (i) dies; or
 - (ii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (c) in the case of a Member which is a body corporate, on the date that:
 - (i) a liquidator is appointed in connection with the winding up of the Member; or
 - (ii) an order is made by a court for the winding-up or deregistration of the Member.

Limited Liability

- 2.16 The liability of the Members is limited.

Members' guarantee

- 2.17 If the Company is wound up, anyone who is a Member when the Company is wound up or who ceases to be a Member within one year before the Company is wound up must, on winding up, contribute to the Company's property the lesser of:

- (a) the amount required for:
 - (i) payment of the Company's debts and liabilities that were contracted before the person ceased to be a Member;
 - (ii) the costs, charges and expenses of the winding up;
 - (iii) adjustment of the rights of contributors between themselves; and
 - (b) \$10.00.
-

3 General Meetings

Annual general meetings

- 3.1 Subject to the Act, if the Company has more than one Member:
- (a) the Company must hold its first annual general meeting within 18 months of the registration of the Company; and
 - (b) subsequent annual general meeting must be held at least once in every calendar year and within five months after the end of the financial year of the Company.
- 3.2 The annual general meeting shall be specified as such in the notice convening it.
- 3.3 All other general meetings of the Company may be convened at any time.

Venue and conduct of general meetings

- 3.4 Subject to section 249R of the Act annual general meetings and general meetings may be held within or outside Australia.

Deemed holding of annual general meeting

- 3.5 An annual general meeting is deemed to have been held if the Company has held a general meeting at which resolutions have been passed dealing with all matters required to be dealt with at an annual general meeting, but this does not affect the obligation to hold an annual general meeting as required by the Act or this Constitution.

Calling of general meetings

- 3.6 In relation to the convening of general meetings, either:
- (a) any Director may call general meetings to be held at any place the Director thinks fit; or
 - (b) the Directors must call, and arrange to hold, a general meeting within 21 days after being requested to do so by at least 20 Members who are entitled to vote at the general meeting.

Notice of general meetings

- 3.7 Except as permitted by the Act, at least 21 days' notice of every general meeting or meeting of any class of Members must be given in the manner provided by this Constitution to the Members and the persons entitled under this Constitution to receive notices.

Contents of notice of general meetings

- 3.8 Every notice convening a general meeting must set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this) and otherwise comply with the requirements of the Act.

Omission to give notice

- 3.9 The accidental omission to give notice of a meeting of Members to, or the non-receipt of any such notice by, a person or other entity entitled to receive it does not invalidate the proceedings at, or any resolution passed at, the meeting.

4 Proceedings at General Meeting

Business at annual general meeting

- 4.1 The business of an annual general meeting may include the following even if not referred to in the notice of the meeting:
- (a) to consider the annual financial report, the Director's report and auditor's report;
 - (b) to elect directors;
 - (c) to appoint the auditor;
 - (d) to fix the remuneration of the auditors (if relevant); and
 - (e) to transact any other business which may be properly brought before the meeting.

Quorum for general meeting

- 4.2 No business will be transacted at any general meeting unless a quorum is present at the beginning of the business and during the whole of the meeting. A quorum is constituted by:
- (a) where the Company has a single Member, that Member; and
 - (b) where the Company has two or more Members, not less than 10% of the Members being present in person or by attorney or proxy.
- 4.3 For the purpose of determining whether a quorum is present, a person attending as a proxy, or as an attorney for a Member, or as a duly authorised representative of a corporation that is a Member, will be taken to be a Member present in person.

Representative of body corporate

- 4.4 Where:
- (a) a person present at a general meeting is authorised to act as the representative of a body corporate at the general meeting under an authority given by the body corporate under section 250D of the Act; and
 - (b) the person is not otherwise entitled to be present at the general meeting,
- the body corporate will, for the purposes of this Constitution, be deemed to be present in person at the general meeting.

No quorum

- 4.5 If a quorum is not present within 20 minutes after the time appointed for the meeting:
- (a) any meeting convened on a requisition of Members will be dissolved; and
 - (b) any other meeting will be adjourned to the same day in the next week at the same time and place or to such other day, time and place that the Directors may appoint by notice to the Members.

If at the adjourned meeting a quorum is not present, the meeting will be dissolved.

Chairperson of general meeting

- 4.6 The chairperson of the Directors, or, in the chairperson's absence, the deputy chairperson (if any), is entitled to take the chair at every general meeting.
- 4.7 If there is no chairperson or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the meeting or if the chairperson is unwilling to act:
- (a) the Directors present may choose a chairperson; or
 - (b) if the Directors do not choose a chairperson, the Members present must choose 1 of the Directors to be chairperson and if no Director is present or willing to take the chair, the Members must choose a Member (or their proxy, attorney or representative) to be chairperson.

Powers and duties of chairperson

- 4.8 The primary duty of the chairperson is to ensure the successful functioning of the Company and the achievement of its objectives.
- 4.9 The chairperson must:
- (a) uphold the rules of this constitution;
 - (b) preside at Company meetings;
 - (c) in conjunction with the CEO, in accordance with clause 13(7)(i), to represent and act, subject to the instructions given to the chairperson in Company meetings, on behalf of the Company in the interval between meetings.
- 4.10 In particular, the chairperson must:
- (a) before each Company meeting:
 - (i) prepare an agenda for that meeting;
 - (ii) ensure that the notice of the meeting conforms with this constitution;
 - (iii) check the accuracy of any minutes of previous meetings being presented to the meeting for acceptance; and
 - (iv) read over any correspondence or other material to be brought forward at the meeting;
 - (b) open the general meeting when a quorum is present, ask for any apologies to be tabled, then welcome new Members and guests;

- (c) sign minutes of previous general meetings as correct when they have been accepted by the general meeting;
- (d) in the case of elections, ensure the appointment of a returning officer by the general meeting;
- (e) preserve order and warn any Member who is causing a disturbance at a general meeting that the Member may be removed;
- (f) order the removal from the general meeting of any Member who, having been already warned, continues to cause a disturbance and may request assistance from the police to remove the Member if it is considered necessary by the majority of Members at the general meeting;
- (g) ensure that debates are conducted in the correct manner and, in particular, that there is one speaker at a time;
- (h) rule "out of order" any motion which involves the Company acting outside any statute or rule of law; and
- (i) adjourn the general meeting from time to time or place to place, or close the general meeting, when:
 - (i) a motion to that effect is carried, or
 - (ii) all business has been finished, or
 - (iii) the general meeting is excessively disorderly and the Chairperson is unable to restore order, or
 - (iv) a quorum of Members is no longer present, and only business left unfinished at the original meeting may be transacted at an adjournment.

The chairperson has, in relation to the Board and general meetings of the Board, the same functions as the chairperson has under this clause in relation to general meetings of the Company (other than the functions referred to in subclause (d)).

- 4.11 At any general meeting, a declaration by the chairperson that a resolution has been carried or carried by a particular majority or not carried and a recording of that declaration in the minute book will be conclusive evidence of the fact without proof of the number or proportion of

Notice of adjourned meeting

- 4.12 If any general meeting is adjourned for more than one month, a notice of the adjournment must be given to Members of the Company in the same manner as notice was or ought to have been given of the original meeting. In the case of all other adjournments, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

5 Voting

Matters requiring a Special Resolution

- 5.1 The following matters will require a Special Resolution of the Members:

- (a) any business for which the Act requires a Special Resolution;

- (b) any alteration to the Company's legal status;
- (c) voluntary winding up of the Company;
- (d) changing the purposes, objects or scope of the Company; and
- (e) any variation or amendment to, or repeal of, this Constitution.

Resolution determined by majority

5.2 At a general meeting:

- (a) all proposed resolutions submitted to the meeting will be decided by a simple majority of votes except where a greater majority is required by this Constitution or the Act;
- (b) in the first instance, voting will be on a show of hands;
- (c) a poll may be demanded on any question before the close of the meeting by any Member, or their proxy, attorney or representative. The chairperson must decide in each case the manner in which a poll will be taken. Any dispute about the admission or rejection of a vote must be determined by the chairperson and the chairperson's determination made in good faith will be final and conclusive; and
- (d) if necessary the chairperson will have a casting vote in addition to the vote or votes to which the chairperson may be entitled as a Member.

Votes

- 5.3 On a show of hands and on a poll every Member present in person or by attorney or representative who is entitled to vote in accordance with Clause 2.11 (b) will have one vote.
- 5.4 A person entitled to cast more than one vote on a poll need not use all their votes or cast all the votes they use in the same way.

Subject to any restrictions affecting a class of Members, each Member is entitled to receive notices and to attend any general meeting and to vote and be counted in a quorum even if moneys are then due and payable to the Company by that Member.

Objections to qualification to vote

- 5.5 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 5.6 Any such objection will be resolved by the chairperson of the meeting, whose decision is final.
- 5.7 A vote not disallowed pursuant to an objection is valid for all purposes other than if the person casting the vote was, in accordance with Clause 2.11 (b), not entitled to vote.

Attorney of Member

- 5.8 Any Member may appoint an attorney to act on the Member's behalf at all meetings of the Company or all meetings of the Company during a specified period. Before the first meeting at which the attorney acts on the Member's behalf, the relevant power of attorney must be deposited at the Office or at any place specified in the notice convening that meeting. At the first meeting and at any subsequent meeting to which the power of attorney may relate, the attorney must hand to the chairperson of the meeting a properly executed declaration of non-revocation of the power of attorney.

6 Proxies

Instrument appointing proxy

- 6.1 The instrument appointing a proxy must be in writing signed by the appointer or by the appointer's attorney properly authorised in writing, or, if the appointer is a body corporate, by its corporate representative or at least two of its officers.

Validity of appointment

- 6.2 The instrument appointing a proxy and the original power of attorney (if any) under which it is signed or a certified copy of the power of attorney must be received by the Company at least 48 hours before the time for holding the meeting either by delivery to the Company's registered office, by facsimile received at a fax number at the Company's registered office or otherwise by any other means permissible under section 250B(3) of the Act.
- 6.3 An instrument appointing a proxy will only be valid for 12 Months from the date of its execution unless it states that it is valid for all meetings until revoked, except that any instrument may be used at any adjournment of the meeting for which it was originally intended.

Validity of vote given in accordance with proxy

- 6.4 Unless the Company has received written notice of the matter before the start or resumption of the Members' meeting at which a proxy or an attorney votes, a vote cast by the proxy or attorney will be valid even if, before the proxy or attorney voted, the Member:
- (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's or attorney's appointment; or
 - (d) revokes the authority under which the proxy was appointed by a third party.

Form of proxy

- 6.5 Every instrument of proxy must specify the Members' name and address, the Company's name, the proxy's name or the name of the office held by the proxy and the meetings at which the proxy may be used, and must otherwise comply with the provisions of section 250A of the Act.
- 6.6 The instrument of proxy may be worded so that a proxy is directed to vote either for or against each of the resolutions to be proposed. Any instrument of proxy deposited in accordance with this Constitution in which the name of the appointee is not filled will be deemed to be given in favour of the chairperson of the meeting to which it relates. The instrument of proxy may specify the proportion or number of votes that the proxy may exercise.

Two proxies

- 6.7 A Member entitled to cast two or more votes at a meeting may appoint two proxies. If the Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise half of the votes.

Entitlement of proxy to vote

- 6.8 A proxy is not entitled to vote on a show of hands.

7 Resolutions without meetings

Where only one Member

- 7.1 Where the Company has only one Member, any resolution may be passed without a general meeting being held if that Member (or its duly authorised representative or attorney) records the resolution and signs the record.

Where more than one Member

- 7.2 Where the Company has more than one Member, any resolution, other than a resolution to remove an auditor under section 329 of the Act, may be passed without a general meeting being held if all the Members entitled to vote on the resolution (or their duly authorised representatives or attorneys) sign a statement that they are in favour of a resolution set out in the document. Identical copies of the document and accompanying information may be distributed for signing by different Members. The resolution is passed when the last Member signs the document.

8 Directors

Number of directors

- 8.1 The number of the Directors must be not less than seven and not more than ten or such other number as prescribed from time to time by the ALR Act as that act applies to GLALC.

Residence of directors

- 8.2 The Directors must be natural persons who ordinarily reside within Australia.

Appointment and removal of Directors

- 8.3 Subject to clause 8.5, a person shall be elected as a Director of the Company by either of the following processes, and such process shall be decided by a members' resolution at each Annual General Meeting:
- (i) The Members shall by means of a majority resolution resolve to accept all of the GLALC Board Members as Directors of the Company; or
 - (ii) If the Members do not resolve to accept all of the GLALC Board Members as Directors of the Company as set out in Clause 8.3 (i), then the Members of the Company shall elect the appropriate number of members as Directors, as prescribed in 8.1, by means of a secret ballot where each member shall be eligible to cast one vote for one Director, and the prescribed number of Directors with the highest number of votes shall be elected as Directors of the Company
- 8.4 Subject to clause 8.5, the first Board of Directors of the Company shall comprise of those Board members of GLALC in place as at 1st 2nd December, 2013, who shall act as Directors until the holding of the first Annual General Meeting as prescribed in 3.1(a).

Consent to act as Director

- 8.5 Before being appointed as a Director a person must give the Company a signed consent to act as Director, which must be retained by the Company.
- 8.6 A Director does not need to be a Member.

Appointment of replacement Directors

- 8.7 Replacement Directors may be appointed by means of the following:
- (a) the Company may appoint a person as a Director of the Company by a resolution of Members; and
 - (b) the Directors may appoint a person as a Director by resolution passed at a general meeting, provided that the Company must confirm the appointment by resolution at the Company's next general meeting, and if the appointment is not confirmed, the person ceases to be a director of the Company at the end of the general meeting.

Auditor cannot be Director

- 8.8 Subject to the Act, an auditor of the Company or partner or employee or employer of an auditor must not be appointed a Director.

Conduct of Directors

- 8.9 Every Director must:
- (a) act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions under this Constitution and any relevant law; and
 - (b) act for a proper purpose in carrying out his or her functions under this Constitution and any relevant law; and
 - (c) not use his or her office or position for personal advantage; and
 - (d) not use his or her office or position to the detriment of the Company; and
 - (e) comply at all times with the code of conduct observed by GLALC as if that code of conduct applied to the Company; and
 - (f) in exercising their corporate duties and powers, a Director must always ensure compliance with the Act.

9 Directors' terms

Directors' tenure of office

- 9.1 Subject to the Act, each Director will hold office until the next Annual General Meeting or until removed under this Constitution or until the Director's office is vacated under this Constitution.

Retiring Director eligible for re-election

- 9.2 A Director who retires or whose office is vacated under this Constitution is eligible for election or re-election to the Board except as expressly provided in this Constitution.

Vacation of office

- 9.3 The office of a Director will be automatically vacated if the Director:
- (a) is declared bankrupt;

- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (c) resigns office by notice in writing to the Company, except if that resignation is in the form described in clause 8.6 in which case the Director's office will be vacated on the terms of the resignation;
 - (d) vacates office or is prohibited from being a Director under any of the provisions of the Act or any order made under the Act.
- 9.4 A Director whose office is vacated under clauses 9.3(a) or 9.3(b) will not be eligible for re-election until the disabilities referred to are removed.
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10 Proceedings of Directors

Board meetings and quorum for Board meetings

- 10.1 Subject to clause 1.1, the Directors may meet for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit, provided that:
- (a) the Directors may determine the quorum necessary for the transaction of business;
 - (b) until a determination under clause 10.1(a) is made:
 - (i) if there are seven or eight Directors the quorum will be four;
 - (ii) if there are nine or ten Directors the quorum will be five;
 - (c) if a quorum is present at the beginning of the meeting, it is deemed to be present throughout the meeting even if a Director absents himself or herself, or absents from voting, for any reason.
- 10.2 The Board must meet at least three (3) times per year.
- 10.3 In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may only act for the purposes of increasing the number of Directors to a number sufficient to constitute a quorum or of convening a general meeting of the Company.

Use of technology

- 10.4 A Board meeting may be called or held by telephone or by using any other technology consented to by all the Directors. The consent may be a standing one and may only be varied or withdrawn by a further ordinary resolution of Directors.

Calling of Board meeting and place of meeting

- 10.5 A Director may at any time and the Secretary must, on the request of a majority of Directors, call a Board meeting. Board meetings may be held outside Australia.

Board meeting competent to exercise all powers

- 10.6 A Board meeting at which a quorum is present may exercise all or any of the powers and discretions vested in or exercisable by the Directors generally.

Resolution passed deemed to be determination of Board

- 10.7 Any resolution properly passed at a duly convened Board meeting at which a quorum is present will be deemed to be a determination by all the Directors for the purposes of this Constitution.

Chairperson of Board meetings

- 10.8 The Directors may elect a chairperson and deputy chairperson of their meetings and determine the period they are to hold office. If no chairperson or deputy chairperson is elected, or if elected, both the chairperson and deputy chairperson decline to act or if at any meeting neither the chairperson nor the deputy chairperson is present at the time appointed for the meeting, the Directors present at the meeting must choose one of their number to be chairperson of the meeting.

Questions to be decided by majority

- 10.9 Questions arising at any Board meeting will be decided by a majority of votes of Directors present and entitled to vote on the resolution. The chairperson of the meeting will have a casting vote in addition to any vote he or she has as a Director.

Resolutions without meetings

- 10.10 If a majority of Directors entitled to attend at the Board meeting and vote on a proposed resolution sign a document containing a statement that they are in favour of the resolution set out in the document, the resolution will be valid as if passed at a Board meeting duly convened and held. Copies of the document may be distributed for signing by different Directors but each copy must have identical wording. The resolution is passed when the last Director signs the document.

Committee powers and meetings

- 10.11 The Directors may delegate any of their powers to a committee of Directors or to a sole Director and may revoke any such delegation.
- 10.12 Any committee or sole Director must exercise the powers delegated to it in accordance with any directions of the Board.
- 10.13 The meetings and proceedings of any committee consisting of two or more Directors will be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors so far as they are applicable and are not superseded by any direction made by the Board under this clause.

Validity of acts of Directors

- 10.14 All acts done by any meeting of the Directors or by a committee of the Directors or by any person acting as a Director are valid even if it is discovered afterwards that there was some defect in the appointment or election of any Director or person acting as a Director or that any Director was disqualified or had vacated office or was otherwise not entitled to vote or act.

Directors of wholly-owned subsidiaries

- 10.15 If the Company is a wholly-owned subsidiary each Director is authorised to act in the best interest of the holding company.
- 10.16 A Director is taken to act in good faith in the best interest of the Company if:

- (a) that Director acts in good faith in the best interests of the holding company; and
- (b) the Company is not insolvent at the time the Director acts and does not become insolvent because of the Director's act.

11 Duties of disclosure

11.1 A person has a Pecuniary Interest in a matter if the Pecuniary Interest is the interest of:

- (a) the person, or
- (b) another person with whom the person is associated as provided by this section.

11.2 A person is taken to have a Pecuniary Interest in a matter if:-

- (a) the person's spouse or de facto partner or a relative of the person, or a partner or employer of the person, has a Pecuniary Interest in the matter, or
- (b) the person, or a nominee, partner or employer of the person, is a member of a company or other body that has a Pecuniary Interest in the matter.

11.3 However, a person is not taken to have a Pecuniary Interest in a matter as referred to in clause 11.2:

- (a) if the person is unaware of the relevant Pecuniary Interest of the spouse, de facto partner, relative, partner, employer or company or other body, or
- (b) just because the person is a Member of, or is employed by, a council or a statutory body or is employed by the Crown, or
- (c) just because the person is a Member of, or a delegate of a council to, a company or other body that has a Pecuniary Interest in the matter, so long as the person has no beneficial interest in any share of the company or body.

Disclosure and presence in meetings

11.4 An officer or Member of the Company who has a Pecuniary Interest in any matter with which the Company is concerned and who is present at a meeting of the Company at which the matter is being considered must disclose the nature of the interest to the meeting as soon as practicable.

11.5 Unless the Company determines otherwise, the officer or Member must not be present at, or in sight of, the meeting of the Company:

- (a) any time during which the matter is being considered or discussed by the Company, or
- (b) at any time during which the Company is voting on any question in relation to the matter.

Disclosures to be recorded

11.6 A disclosure made at a meeting of the Company must be recorded in the minutes of the meeting.

General disclosure

11.7 A general notice given to a meeting of the Company in writing by an officer or a Member to the effect that the officer or Member or the officer's or Member's spouse, de facto partner or relative, is:

- (a) a Member, or in the employment, of a specified company or other body, or
- (b) a partner, or in the employment, of a specified person,

is, unless and until the notice is withdrawn, sufficient disclosure of the officer's or Member's interest in a matter relating to the specified company, body or person that may be the subject of consideration by the Company after the date of the notice.

Disclosure by consultants

11.8 A consultant, engaged by the Company who gives advice on any matter at any meeting of the Company must disclose the nature of any Pecuniary Interest the person has in the matter to the meeting at the time the advice is given.

11.9 The person is not required to disclose the person's interest as a consultant.

Circumstances in which clauses 11.4, 11.5, 11.8 and 11.9 are not breached

11.10 A person does not breach clauses 11.4, 11.5, 11.8 or 11.9 if the person did not know and could not reasonably be expected to have known that the matter under consideration at the meeting was a matter in which he or she had a Pecuniary Interest.

12 Powers of Directors

Powers of Directors

12.1 Subject to the Act and this Constitution, the business of the Company will be managed by the Directors, who may pay and, if approved by the Directors, be reimbursed by the Company for, all expenses incurred in promoting and forming the Company and may exercise all of the powers of the Company that are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.

Powers to borrow or raise money

12.2 Without limiting clause 12.1, the Directors may from time to time borrow or raise any sum or sums of money or incur other financial obligations for the purposes of the Company and may give or take security over the repayment of that sum or sums or the payment, performance or fulfilment of any debts, liabilities, contracts or obligations incurred or undertaken by the Company on terms and conditions as they determine.

Directors may vote shares in other corporations

12.3 Subject to the Act, the Directors may exercise the voting power conferred by the shares in any corporation held by the Company as they determine including in circumstances where a Director may be interested in the exercise, such as an exercise in favour of any resolution appointing a Director as an officer of a corporation or voting or providing for the payment of remuneration to officers of the other corporation.

Security over the Company's assets

- 12.4 Subject to the Act, if any Director or any other person becomes personally liable (whether as surety or otherwise) for the performance of any of the Company's obligations, the Directors may, despite their interest, execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the liability.

13 Executive Directors

Chief executive officer

- 13.1 The Company must employ an individual to exercise the functions of the chief executive officer of the Company (*CEO*).
- 13.2 The CEO has the following particular functions:
- (a) the day-to-day management of the Company's affairs;
 - (b) the exercise of such functions of the Board as are delegated by the Board to the CEO;
 - (c) the appointment of staff in accordance with the approval of the Board; and
 - (d) the direction and dismissal of members of staff, and such other functions as may be confirmed or imposed on the CEO by the Board.

Certain persons must not be employed as CEO

- 13.3 The following persons must not be or continue to be employed as the CEO of the Company:
- (a) a person who is a Board member of the Company;
 - (b) a person who has a conviction in New South Wales or elsewhere for an offence relating to the management of a corporation that was recorded within the last 5 years;
 - (c) a person who has a conviction in New South Wales for an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, that was recorded within the last 5 years;
 - (d) a person who is disqualified from holding office in or being concerned in the management of a corporation under any law of this or any other State or Territory or the Commonwealth;
- 13.4 The Board may determine that an offence committed by a person should be ignored for the purposes of this section because of the time that has passed since the offence was committed or because of the triviality of the acts or omissions giving rise to the offence.

Filling of vacancy in position of chief executive officer

- 13.5 If a vacancy occurs in the position of CEO, the Company must immediately appoint a person to the vacant position or appoint a person to act in the vacant position in accordance with this Constitution.
- 13.6 A vacancy occurs in the position of CEO if the CEO:
- (a) dies;

- (b) completes the term of his or her contract and is not re-appointed;
- (c) resigns from the position;
- (d) becomes a mentally incapacitated person and is removed from the position by the Company because of that mental incapacity; or
- (e) is removed from the position on a ground set out in clause 13.3 or for any other reason.

Duties of chief executive officer

13.7 The CEO must:

- (a) maintain a membership roll for the Company,
- (b) maintain an accurate record of all meetings of the Company in an official minute book of the Company,
- (c) maintain a file which contains all applications and letters asking for membership received by the Company,
- (d) call meetings and give the proper notice for meetings, of the Company and the Board, in accordance with this Constitution,
- (e) maintain an attendance book showing the names of all the members who attend each meeting together with the signature of each member who is present,
- (f) prepare an agenda for meetings of the Company and the Board, in consultation with the Chairperson, prior to each meeting,
- (g) maintain any correspondence to and from the Company and inform the Company of such correspondence,
- (h) keep the Company's common seal in safe custody, and
- (i) represent and act, subject to the instructions of a Company meeting, on behalf of the Company in the interval between meetings.

Financial duties

13.8 The CEO must:

- (a) maintain proper accounts and records of all transactions in relation to the operations of the Company,
- (b) ensure that all money received is deposited as soon as possible in the Company's account with an authorised deposit-taking institution,
- (c) submit a brief financial statement at each Board and Company meeting and details of all accounts and bills of the Company that have been paid by the CEO, and
- (d) as soon as practicable, bring to the attention of the Board, details of any expenditure that in the CEO's opinion contravenes the Act.

13.9 The Chairperson of the Board must:

- (a) ensure that financial statements, together with an auditor's statement in relation to the statements, are submitted to each annual meeting of the Company, and

- (b) as soon as practicable, submit to the Board, details of any expenditure that in the Chairperson's opinion contravenes the wishes of the majority of the Members.

Remuneration of Directors

- 13.10 The Company must not pay the Directors any remuneration (other than any remuneration payable to any Director under any executive service contract with the Company). Any other payments to a Director by the Company must be approved by the Board. A Director must not be present at a meeting at any time during which:
- (a) the matter of payments to that Director is being discussed or considered by the Board; or
 - (b) the Board is voting on any question in relation to the matter of payments to that Director.

Expenses of Directors

- 13.11 If approved by the Board, a Director may also be paid all travelling and other expenses incurred by them in attending and returning from meetings of the Directors, any committee of the Directors or any general meetings of the Company or otherwise in connection with the business of the Company.

14 Local management and attorneys

Local boards and agencies

- 14.1 Subject to the Act, the Directors may at any time provide for the management of the affairs of the Company in any place and in any manner they think fit and without limiting the generality of this clause, the Directors may:
- (a) establish any local boards or agencies for managing any of the affairs of the Company in any locality and may appoint any persons to be members of the local board or to act as managers or agents of the Company and, in connection with any appointment, may fix remuneration, impose conditions and remove any appointee as the Directors think fit;
 - (b) delegate to any person referred to in subclause 1.1 any of the powers, authorities and discretions of the Directors other than the power of making calls, and vary or terminate that delegation; and
 - (c) authorise the members of any local board (or any of them) to fill any vacancies and to act despite vacancies.

Appointment of attorney

- 14.2 The Directors may at any time by power of attorney appoint any person to be an attorney of the Company for those purposes and with those powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for that period and subject to those terms and conditions that the Directors determine.
- 14.3 Without limiting clause 14.2, any appointment may be made in favour of any company, firm or Member, or any director, nominee or manager of any company, firm or Member, or in favour of any fluctuating body of persons (whether nominated by the Directors or otherwise).

- 14.4 Any power of attorney given on behalf of the Company may contain provisions for the indemnification, protection or convenience of the attorney and of persons dealing with the attorney.

Sub-delegation of powers

- 14.5 Any delegate, manager, agent or attorney appointed by the Directors may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions given to them.

15 Minutes and registers to be kept

Minutes

- 15.1 The Directors must ensure that minute books are kept in which are recorded within one Month of the relevant meeting, if applicable, the following:
- (a) the names of the Directors present at each meeting of the Directors and of any committee of Directors;
 - (b) all declarations made or notices given by any Director (either generally or specially) of his or her interest in any contract or proposed contract or of his or her holding of any office or property by which any conflict of duty or interest may arise;
 - (c) all resolutions and proceedings of general meetings of the Company, meetings of the Directors and meetings of any committee of the Directors; and
 - (d) resolutions passed by members or Directors without a meeting.
- 15.2 Any minutes of any general meetings of the Company, meetings of the Directors or meetings of any committee of the Directors must be signed within a reasonable time after the meeting by the chairperson of the meeting or by the chairperson of the next succeeding meeting and once signed will be evidence of the matters stated in the minutes.

Registers

- 15.3 The Directors must set up and maintain in accordance with the Act:
- (a) a Members' Register;
 - (b) a register of charges;
 - (c) if the Company issues debentures, a register of debenture holders;
 - (d) a register of the holdings of Directors in debentures of the Company and in shares and debentures of any related body corporate of the Company;
 - (e) a register of the Directors, principal executive officer and Secretaries of the Company which must contain for each Director, his or her consent in writing to his or her appointment as a Director; and
 - (f) any other registers required to be kept under the Act.
- 15.4 The registers may be kept either in a bound or loose leaf book or on computer. If a register is kept on computer, its contents must be capable of being printed out in hard copy.

Overseas branch registers

- 15.5 Subject to the Act, the Company may keep a branch register of Members at a place outside or inside Australia.
-

16 The Secretary

Appointment of Secretary

- 16.1 A secretary or secretaries of the Company must be appointed by the Directors complying with the Act. The Directors may also appoint acting and assistant secretaries. At least one Secretary must be ordinarily resident in Australia. Any appointment may be for that term, at that remuneration and on those conditions the Directors think fit and any person so appointed may be removed by the Directors.
-

17 The Seal

Use of the Seal

- 17.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must be used only by the authority of the Board or a committee of the Directors with authority from the Board to authorise the use of the Seal; and
 - (c) every document to which the Seal is affixed must be signed by a Director and 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.
-

18 Negotiable instruments

Terms of negotiable instruments

- 18.1 All cheques, bills of exchange, promissory notes and other negotiable instruments must be signed, drawn, accepted, made or endorsed (as the case may be) for and on behalf of the Company by those persons and in that manner determined by the Directors provided that there must always be a minimum of two signatories for any payment made by the Company in excess of \$50.
-

19 Asset Valuation

Revaluation of assets

- 19.1 Subject to the Act, the Board may revalue any assets of the Company.

20 Financial statements

Financial records

- 20.1 The Directors must cause financial and other records to be kept to record correctly and explain the transactions and financial position of the Company, to enable true and fair statement of financial performance accounts and statements of financial position to be prepared and to permit preparation of any other documents required by the Law or this Constitution. The records must be kept:
- (a) in a manner which will enable them to be conveniently and properly audited;
 - (b) for seven years after the completion of the transactions or operations to which they relate; and
 - (c) at the Office or at any other place the Directors think fit and at all times be open to inspection by the Directors.

Financial statements and reports

- 20.2 At each annual general meeting the Directors must lay before the Company:
- (a) a statement of financial performance and a statement of cash flows for the last Financial Year of the Company;
 - (b) a statement of financial position as at the end of that Financial Year;
 - (c) an account of the contributions of each Member for the last financial year; and
 - (d) attached to the documents listed in paragraphs (a) and (b):
 - (i) a report by the Directors regarding the state of the Company's affairs;
 - (ii) a statement by the Director's in accordance with the Act; and
 - (iii) the auditor's report regarding the documents.
- 20.3 The financial statements and reports must comply with all applicable provisions of the Act.

21 Audit

Auditors

- 21.1 Auditors of the Company must be appointed and removed and their remuneration, rights and duties must be regulated in accordance with the provisions of the Act.
- 21.2 The financial statements of the Company must be audited for each Financial Year of the Company and the correctness of the statement of financial performance accounts and statement of financial position must be ascertained by the auditors of the Company complying with the Act.

Approval of financial statements

- 21.3 Financial statements of the Company when approved by a general meeting will be conclusive except regarding any error identified within three Months after the date of preparation. If any error is identified within this period, the financial statements must immediately be corrected and will then be conclusive.

22 Inspection of records

Right to inspect

- 22.1 Subject to the Act, the Directors will determine whether, to what extent, at what times and places and under what conditions the accounting and other records of the Company or any of them will be open to the inspection of the Members.
- 22.2 A Member who is not a Director will not have any right to inspect any account, book or document of the Company or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process of the Company except as provided by the Act or as authorised by the Directors or a resolution of the Company in general meeting.

23 Notices

Service of notices by the Company

- 23.1 A notice may be given by the Company to any Member:
- (a) personally, by post, by fax or electronically to the relevant address, fax number or electronic address of the Member as shown on the Members' Register, or as advised by the Member; or
 - (b) otherwise by any other method permitted by the Act.

Posting notices to overseas Members

- 23.2 In the case of a Member whose registered address is outside Australia, a notice sent by post must be sent by pre-paid airmail in an envelope.

Notice deemed to be served

- 23.3 Any notice by advertisement will be deemed to have been served on the day of publication of the newspaper containing the advertisement.
- 23.4 Any notice sent by post will be deemed to have been served on the day following the day on which the notice is posted unless sent by airmail to an address outside the country in which it was posted, in which case it will be deemed to have been served on the fifth day following the day on which it is posted.
- 23.5 A notice sent by facsimile or other electronic means will be deemed to have been served on the same day that it is sent.

Service by post

- 23.6 To prove service by post, it is sufficient to prove that the notice with required postage was properly addressed and posted. A certificate in writing signed by any manager, Secretary or other officer of the Company that the notice was properly addressed and posted will be conclusive evidence of those matters.

Notices to Members whose whereabouts unknown

- 23.7 Where:

- (a) the Company has a genuine reason to believe that a Member is not known at the address shown for that Member in the Members' Register;
- (b) the Company has subsequently made an enquiry at that address as to the whereabouts of the Member; and
- (c) the enquiry either elicits no response or a response indicating that the Members present whereabouts are unknown,

all future notices will be deemed to be given to the Member if the notice is exhibited in the Office for a period (not including weekends and public holidays) of not less than 48 hours and will be deemed to be duly served at the beginning of that period.

- 23.8 Clause 23.7 will apply unless and until the Member informs the Company of a new address to be shown for the Member in the Members' Register or that the Member has resumed residence at the address shown for the Member in the Members' Register.

Signing of notices

- 23.9 The signature to any notice to be given by the Company may be written or printed.

Counting of days

- 23.10 Where a given number of days' notice or notice extending over any period is required to be given, the day on which notice is deemed to be given will be included in the number of days or other period.

24 Winding up

Distribution of assets

- 24.1 If upon the winding up or dissolution of the Company (whether voluntary or otherwise) there remains after satisfaction of all its debts and liabilities any property or assets whatsoever, the same shall be paid or distributed at that time to one or more other funds, authorities or institutions being public benevolent institutions for the purposes of any Commonwealth Taxation Act which:

- (i) has purposes similar to the Principal Purpose of the Company; and
- (ii) whose Constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under or by virtue of clause 1.8;

(Each a Complying Fund)

- 24.2 The determination of any fund, authority or institution for the purposes of clause 24.1 is to be made by the Board at or before the time of dissolution or failing which is to be determined by application to the courts.

Fee or commission paid to liquidator to be approved in general meeting

- 24.3 No fee or commission will be paid by the Company to any Director or liquidator upon any sale or realisation of the Company's undertaking or assets or any part of them except with the approval of the Company in general meeting, that meeting to be convened by notice specifying the fee or commission proposed to be paid.

25 Indemnity and insurance

Indemnity

- 25.1 To the maximum extent permitted by law:

- (a) the Company must indemnify each Director and Secretary and each former Director and Secretary and may indemnify any other officer or former officer of the Company against any liability (other than legal costs) incurred in acting as a Director, Secretary or, where applicable, other officer of the Company, other than:
 - (i) a liability owed to the Company or a Related Body Corporate;
 - (ii) a liability for a pecuniary penalty order under section 1317G or a compensation order under section 1317H or 1317HA of the Act; or
 - (iii) a liability that did not arise out of conduct in good faith; or
 - (iv) a liability to pay a pecuniary penalty under section 76 of the *Trade Practices Act 1974* (Cth) for a contravention of a provision of Part IV of the *Trade Practices Act 1974* (Cth) or legal costs incurred in defending or resisting proceedings in which the officer is found to have such a liability;
- (b) the Company must indemnify each Director and Secretary, and may indemnify any other officer of the Company, for costs and expenses incurred by a Director, Secretary or, where applicable, other officer of the Company, in defending an action for a liability incurred in acting as a Director, Secretary or, where applicable, other officer of the Company, except for legal costs incurred:
 - (i) in defending or resisting any proceedings, whether civil or criminal, in which the Director, Secretary or, where applicable, other officer of the Company, is found to have a liability for which they could not be indemnified under clause 25.1;
 - (ii) in defending or resisting criminal proceedings in which the Director, Secretary or, where applicable, other officer of the Company, is found guilty;
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or by a liquidator for a court order if the grounds for making the order are found by the court to have been established, except for costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order; or

- (iv) in connection with proceedings for relief to the Director, Secretary or, where applicable, other officer of the Company, under the Act in which the relief is denied by the court; and
- (c) the Company may make a payment, or agree to make a payment, whether by way of advance, loan or otherwise, for any legal costs incurred by a Director, Secretary or, where applicable, other officer of the Company, on the condition that the Director, Secretary or, where applicable, other officer of the Company, must repay the amount paid by the Company to the extent that the Company is ultimately found not liable to indemnify the Director, Secretary or, where applicable, other officer of the Company, for those legal costs.

Insurance

- 25.2 To the maximum extent permitted by law the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director, Secretary or other officer of the Company or a Director, Secretary or other officer of a subsidiary of the Company, other than a liability arising out of:
- (a) conduct involving wilful breach of duty in relation to the Company; or
 - (b) a contravention of sections 182 or 183 of the Act.

26 Internal Disputes

- 26.1 The Directors may provide for a mechanism to be established for resolving internal disputes within its membership, which includes, without limitation:
- (a) the appointment of an independent person to arbitrate the dispute;
 - (b) a process to bring disputing parties together to resolve the dispute at an early stage;
 - (c) a process to ensure that all parties receive a full and fair opportunity of presenting their case; and
 - (d) where the dispute cannot be resolved internally by mediation or arbitration, to refer the matter to a community justice centre, or equivalent which functions as "a centre for dispute settlement".

27 Amendment of the Constitution

- 27.1 This Constitution may be amended by a Special Resolution passed at any annual general meeting at which notice of the proposed amendment will have been given or at a general meeting convened for such purpose.
- 27.2 Notwithstanding any other provision of this Constitution, no amendment may be made to clause 1.5 or this clause 27.2.

Execution

Signed by
Gandangara Services Ltd
in accordance with section 127 of the
Corporations Act 2001 by a director and
secretary/director:

Signature of director

Signature of director/secretary

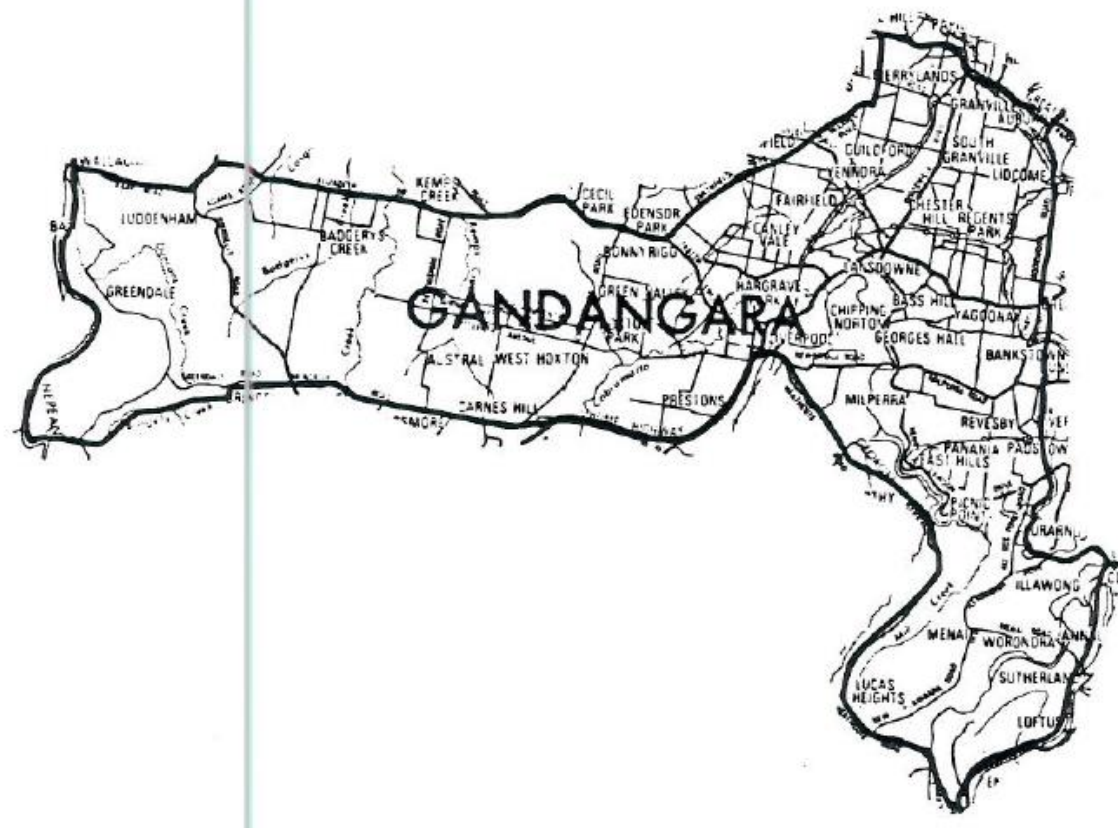
Name of director (please print)

Name of director/secretary (please print)

Dated this 2013

Schedule 1

GLALC Area



GANDANGARA LOCAL ABORIGINAL LAND COUNCIL AREA

Commencing at the intersection of Silverdale Road and the Nepean River; and bounded thence by that road north-easterly, Greendale Road south-easterly, Park Road generally easterly, The Northern Road generally northerly, Elizabeth Drive generally easterly, Smithfield Road and Warren Road generally north-easterly, Woodpark Road easterly, Sherwood Road northerly, Centenary Road north-westerly, Old Prospect Road north-easterly, Great Western Highway, Western Freeway and Parramatta Road generally south-easterly, Percy Street south-westerly, Boorea Street south-easterly, Olympic Drive and its continuation across the Main Suburban Railway generally south-easterly and southerly, Bridge Street south-easterly, Joseph Street southerly, Hume Highway generally north-easterly, Stacey Street North and Stacey Street South generally southerly, Homedale Road and its prolongation generally south-westerly, Warren Avenue south-easterly, Canterbury Road south-westerly, Fairford Road southerly and Davies Road generally south-easterly to the East Hills Railway; by that railway easterly to Salt Pan Creek; by that creek and Georges River downwards to the Illawarra Railway; by that railway generally southerly to the eastern prolongation of Heathcote Road; by that prolongation and road generally north-westerly, generally north-easterly and again generally north-westerly, Newbridge Road generally westerly, Terminus Street south-westerly, Hume Highway, aforesaid, generally south-westerly and Bringelly Road generally westerly to the generally southern boundary of the Parish of Bringelly, County of Cumberland; by that boundary

generally westerly to the Nepean River, aforesaid, and by
that river downwards to the point of commencement.

DRAFT

Constitution

Gandangara Health Ltd

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1 Preliminary

Definitions

1.1 In this Constitution, unless the context otherwise requires:

Aboriginal person means a person who:

- (a) is a member of the Aboriginal race of Australia;
- (b) identifies as an Aboriginal person; and
- (c) is accepted by the Aboriginal community as an Aboriginal person.

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

ALR Act means the *Aboriginal Land Rights Act 1983* (NSW) and the *Aboriginal Land Rights Regulation 2002*.

Board means the Directors acting as a board of Directors.

Company means Gandangara Health Limited of 103 Moore St, Liverpool, New South Wales, 2170.

Control means any situation where a person (a **Controlling Person**) has, or is entitled to acquire, the right or power to secure, whether directly or indirectly, that the affairs of another person (the **Controlled Person**) are conducted under the wishes of the Controlling Person, and **Controlled** shall be interpreted accordingly.

Constitution means the Constitution of the Company.

Directors means a director of the Company.

Dollars and \$ means the lawful currency of Australia.

Financial Year has the same meaning as in the Act.

Founding Member means an Aboriginal person who is a GLALC Member as at 2nd December 2013 and who chooses to nominate as a Founding Member of the Company by signing the designated Founding Member Form.

GLALC means Gandangara Local Aboriginal Land Council.

GLALC Area means the area described in Schedule 1.

GLALC Member means:

- (a) whilst GLALC exists, each natural person who is named at the relevant time as a member of the GLALC on the GLALC's membership roll and who has been accepted by the GLALC as a member; or
- (b) if GLALC does not exist, a natural person who is:
 - (i) an adult Aboriginal person who resides within the GLALC Area, or

- (ii) an adult Aboriginal person who has a sufficient association with the GLALC Area (as determined by the Board) or
- (iii) an Aboriginal owner in relation to land within the GLALC Area.

Member means a person who is granted Membership in the Company and is entered in the Members' Register, including the Founding Members.

Membership means membership of the Company.

Members' Register means the register of members to be kept by the Company under the Act.

Month means calendar month.

Office means the registered office of the Company.

officer has the same meaning as in the Act.

Pecuniary Interest means an interest that a person has in a manner because of a reasonable likelihood or expectation of appreciable financial gain or loss to the person or another person with whom the person is associated (as provided in clause 11 of this Constitution), but does not include an interest that is so remote or insignificant that it could not reasonably be regarded as likely to influence any decision the person might make in relation to the matter.

Principal Purpose means the purposes of the Company as set out in clause 1.5.

Related Body Corporate has the same meaning as in the Act.

Replaceable Rules means the provisions of the Act which would but for this Constitution apply as replaceable rules under sections 135 and 141 of the Act.

Resolution means a resolution other than a Special Resolution.

Seal means the common seal of the Company (if the Board resolves to adopt a common seal) or, where appropriate, the duplicate seal or the official seal.

Secretary means a secretary of the Company and includes any person appointed to perform the duties of secretary on a temporary basis and any properly appointed assistant secretary.

Special Resolution has the same meaning as in the Act.

Interpretation

1.2 In this Constitution:

- (a) unless the context otherwise requires, a reference to:
 - (i) the singular includes the plural and conversely;
 - (ii) a gender includes every gender;
 - (iii) the Act, any section, regulation or schedule of the Act or any other legislation is a reference to that law as amended, consolidated, supplemented or replaced;
 - (iv) **in writing** or **written** includes printing, lithography, photography and other means of representing or reproducing words in a visible form;
 - (v) **paid up** or **paid** includes credited as paid up or paid;

- (vi) ***dividend*** includes bonus;
- (vii) any person includes a reference to any individual, company, body corporate, association, partnership, firm, joint venture, trust or government agency; and
- (viii) ***including*** or ***includes*** means ***including but not limited to*** or ***including without limitation***;
- (b) headings are for convenience only and must be ignored in interpreting this Constitution; and
- (c) if a period occurs from, after, until or before a day of an act or event, it excludes that day.

Replaceable Rules not to apply

- 1.3 The Replaceable Rules are displaced by this Constitution and do not apply to the Company to the extent that they would otherwise apply under section 135 of the Act.

Constitution subject to the Act

- 1.4 This Constitution is subject to the Act and where there is any inconsistency between a clause of this Constitution and the Act, (excluding the Replaceable Rules which are displaced by this Constitution), the Act prevails to the extent of the inconsistency.

Company's Principal Purpose

- 1.5 The Company's Principal Purpose is to improve, protect and foster the best interests of all Aboriginal persons within the GLALC Area, other persons who are GLALC Members and other Aboriginal persons within Australia including by using income and property of the Company for the education, training and direct relief of poverty, sickness, destitution or helplessness of all Aboriginal persons within the GLALC Area, other persons who are GLALC Members and other Aboriginal persons within Australia.
- 1.6 The Company may pursue any activities which will assist in furthering the Company's Principal Purpose as set out in 1.5.
- 1.7 Clause 1.6 does not limit the legal capacity and powers of the Company as set out in section 124 of the Act.

Income and property

- 1.8 The assets and income of the Company shall be applied solely in furtherance of and towards promoting the Company's Principal Purposes and no portion shall be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company as provided in Clause 1.10.
- 1.9 Clause 1.8 does not prevent the bona fide compensation for services rendered or expenses incurred on behalf of the Company, including payment in good faith of:
- (a) reasonable and proper interest to a Member on money advanced by the Member to the Company or otherwise owing by the Company to the Member;
 - (b) reasonable and proper charges for goods hired by the Company from a Member;

- (c) remuneration of an amount not more than commercially reasonable payment to any officer or employee of the Company or to a Member or other person in return for any services actually rendered to the Company, including moneys to any Director, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer in connection with the promotion of the objects of the Company;
 - (d) money representing reimbursement to any officer or employee of the Company or a Member of out-of-pocket expenses incurred in performing a duty for the Company; or
 - (e) reasonable and proper rent for premises demised or let by any Director or Member to the Company.
-

2 Membership

Categories of Membership

2.1 The Company will consist of:

- (a) Founding Members; and
- (b) Members.

Application for Membership

2.2 Every applicant for Membership must:

- (a) In the case of a natural person be a GLALC Member and who is entitled to vote in GLALC Board elections occurring on or after from 1st January 2014;
- (b) In the case of a partnership, or a corporation or an organisation, be interested in and agree to support the Principal Purpose of the Company;
- (c) agrees to abide by this Constitution as amended from time to time;
- (d) meets any additional criteria established for Membership in the Company as may be adopted by the Board and approved by the Members from time to time;
- (e) sign an application for Membership in the form prescribed by the Board from time to time; and
- (f) undertake, as a condition of admission, to pay to the Company any entrance fee and/or annual subscription in the amounts and at the times set out in this Constitution or as prescribed by the Board from time to time.

Nomination for Membership

2.3 A person who is not a Member shall not be admitted to Membership unless:

- (a) they are nominated as provided in clause 2.4; and
- (b) in the case of a partnership, corporation or organisation, their admission as a Member is approved by the Members;

2.4 A nomination of a person for Membership:

- (a) may only be made by another Member;

- (b) must be made in writing in the form determined by the Board; and
 - (c) must be lodged with the Secretary.
- 2.5 As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.
- 2.6 Upon a nomination being referred to the Board, the Board must resolve to approve the nomination unless the Board considers that it is not in the Company's best interest to admit the nominee as a Member.
- 2.7 As soon as practicable after the Board makes a determination in accordance with clause 2.6, the Secretary must:
 - (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable);
 - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution by a Member as entrance fee and annual subscription; and
 - (c) if the Board rejected the nomination, provide the nominee with a written statement outlining the reasons for the rejection and provide the nominee with the opportunity to respond.
- 2.8 If for any reason at any time the Company ceases to have any Members:
 - (a) the Board may exercise the rights of Members set out in this clause 2 including rights to nominate a Member and approve or reject that nomination; and
 - (b) as soon as practicable and no later than 5 calendar days after the Company ceases to have any Members, ensure that nominations forms for Membership are sent to:
 - (i) GLALC Members who are eligible to become members of the Company; or
 - (ii) if GLALC does not exist, to all persons who were, immediately prior to GLALC ceasing to exist, members of GLALC who were eligible to become members of the Company;

and immediately upon receipt of a nomination form for Membership that is duly completed and returned to the Company, approve that nomination.

Entry of nominee's name into the Members' Register

- 2.9 The Secretary shall, upon payment of the amounts referred to in clause 2.7(b) within the period referred to in that clause, enter the nominee's name in the Members' Register and, upon the name being so entered, the nominee becomes a Member.

Membership rights

- 2.10 A right, privilege or obligation which a person has by reason of being a Member of the Company:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of the person's Membership (except as otherwise provided in this Constitution).

Rights and privileges of Membership

- 2.11 Without limiting any other rights conferred on Members, Members have;
- (a) the right to receive notice of and attend at any general meeting of the Company; and
 - (b) The right to vote at any general meeting of the Company provided that they have attended at least one (1) meeting within the preceding twelve (12) month period, or if there were no meetings within this period, they have attended the last meeting held by the Company

Members' Register

- 2.12 The secretary shall keep and maintain the Members' Register in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection by Members at the Company's address.

Resignation or expulsion of Member

- 2.13 A Member may cease their Membership by giving one month's notice in writing to the Secretary. On expiration of the notice period, the Member shall cease to be a Member. The Member will remain liable for any moneys due by them to the Company and unpaid as at the date of resignation and for any sum for which they are liable under clause 2.17.
- 2.14 Upon the expiration of a notice given under clause 2.13, the Secretary shall make in the Members' Register an entry recording the date on which the relevant Member ceased to be a Member.

Other grounds for cessation of membership

- 2.15 A Member's membership of the Company will automatically cease:
- (a) If the Member has not attended at least one (1) meeting of the Company within the preceding two (2) year period; or
 - (b) in the case of a Member who is a natural person on the date that the Member:
 - (i) dies; or
 - (ii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (c) in the case of a Member which is a body corporate on the date that:
 - (i) a liquidator is appointed in connection with the winding up of the Member; or
 - (ii) an order is made by a court for the winding-up or deregistration of the Member.

Limited Liability

- 2.16 The liability of the Members is limited.

Members' guarantee

- 2.17 If the Company is wound up, anyone who is a Member when the Company is wound up or who ceases to be a Member within one year before the Company is wound up must, on winding up, contribute to the Company's property the lesser of:

- (a) the amount required for:
 - (i) payment of the Company's debts and liabilities that were contracted before the person ceased to be a Member;
 - (ii) the costs, charges and expenses of the winding up;
 - (iii) adjustment of the rights of contributors between themselves; and
 - (b) \$10.00.
-

3 General Meetings

Annual general meetings

- 3.1 Subject to the Act, if the Company has more than one Member:
- (a) the Company must hold its first annual general meeting within 18 months of the registration of the Company; and
 - (b) subsequent annual general meeting must be held at least once in every calendar year and within five months after the end of the financial year of the Company.
- 3.2 The annual general meeting shall be specified as such in the notice convening it.
- 3.3 All other general meetings of the Company may be convened at any time.

Venue and conduct of general meetings

- 3.4 Subject to section 249R of the Act annual general meetings and general meetings may be held within or outside Australia.

Deemed holding of annual general meeting

- 3.5 An annual general meeting is deemed to have been held if the Company has held a general meeting at which resolutions have been passed dealing with all matters required to be dealt with at an annual general meeting, but this does not affect the obligation to hold an annual general meeting as required by the Act or this Constitution.

Calling of general meetings

- 3.6 In relation to the convening of general meetings, either:
- (a) any Director may call general meetings to be held at any place the Director thinks fit; or
 - (b) the Directors must call, and arrange to hold, a general meeting within 21 days after being requested to do so by at least 20 Members who are entitled to vote at the general meeting.

Notice of general meetings

- 3.7 Except as permitted by the Act, at least 21 days' notice of every general meeting or meeting of any class of Members must be given in the manner provided by this Constitution to the Members and the persons entitled under this Constitution to receive notices.

Contents of notice of general meetings

- 3.8 Every notice convening a general meeting must set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this) and otherwise comply with the requirements of the Act.

Omission to give notice

- 3.9 The accidental omission to give notice of a meeting of Members to, or the non-receipt of any such notice by, a person or other entity entitled to receive it does not invalidate the proceedings at, or any resolution passed at, the meeting.

4 Proceedings at General Meeting

Business at annual general meeting

- 4.1 The business of an annual general meeting may include the following even if not referred to in the notice of the meeting:
- (a) to consider the annual financial report, the Director's report and auditor's report;
 - (b) to elect directors;
 - (c) to appoint the auditor;
 - (d) to fix the remuneration of the auditors (if relevant); and
 - (e) to transact any other business which may be properly brought before the meeting.

Quorum for general meeting

- 4.2 No business will be transacted at any general meeting unless a quorum is present at the beginning of the business and during the whole of the meeting. A quorum is constituted by:
- (a) where the Company has a single Member, that Member; and
 - (b) where the Company has two or more Members, not less than 10% of the Members being present in person or by attorney or proxy.
- 4.3 For the purpose of determining whether a quorum is present, a person attending as a proxy, or as an attorney for a Member, or as a duly authorised representative of a corporation that is a Member, will be taken to be a Member present in person.

Representative of body corporate

- 4.4 Where:
- (a) a person present at a general meeting is authorised to act as the representative of a body corporate at the general meeting under an authority given by the body corporate under section 250D of the Act; and
 - (b) the person is not otherwise entitled to be present at the general meeting,
- the body corporate will, for the purposes of this Constitution, be deemed to be present in person at the general meeting.

No quorum

4.5 If a quorum is not present within 20 minutes after the time appointed for the meeting:

- (a) any meeting convened on a requisition of Members will be dissolved; and
- (b) any other meeting will be adjourned to the same day in the next week at the same time and place or to such other day, time and place that the Directors may appoint by notice to the Members.

If at the adjourned meeting a quorum is not present, the meeting will be dissolved.

Chairperson of general meeting

4.6 The chairperson of the Directors, or, in the chairperson's absence, the deputy chairperson (if any), is entitled to take the chair at every general meeting.

4.7 If there is no chairperson or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the meeting or if the chairperson is unwilling to act:

- (a) the Directors present may choose a chairperson; or
- (b) if the Directors do not choose a chairperson, the Members present must choose 1 of the Directors to be chairperson and if no Director is present or willing to take the chair, the Members must choose a Member (or their proxy, attorney or representative) to be chairperson.

Powers and duties of chairperson

4.8 The primary duty of the chairperson is to ensure the successful functioning of the Company and the achievement of its objectives.

4.9 The chairperson must:

- (a) uphold the rules of this constitution;
- (b) preside at Company meetings;
- (c) in conjunction with the CEO, in accordance with clause 13(7)(i), represent and act, subject to the instructions given to the chairperson in Company meetings, on behalf of the Company in the interval between meetings.

4.10 In particular, the chairperson must:

- (a) before each Company meeting:
 - (i) prepare an agenda for that meeting;
 - (ii) ensure that the notice of the meeting conforms with this constitution;
 - (iii) check the accuracy of any minutes of previous meetings being presented to the meeting for acceptance; and
 - (iv) read over any correspondence or other material to be brought forward at the meeting;
- (b) open the general meeting when a quorum is present, ask for any apologies to be tabled, then welcome new Members and guests;

- (c) sign minutes of previous general meetings as correct when they have been accepted by the general meeting;
- (d) in the case of elections, ensure the appointment of a returning officer by the general meeting;
- (e) preserve order and warn any Member who is causing a disturbance at a general meeting that the Member may be removed;
- (f) order the removal from the general meeting of any Member who, having been already warned, continues to cause a disturbance and may request assistance from the police to remove the Member if it is considered necessary by the majority of Members at the general meeting;
- (g) ensure that debates are conducted in the correct manner and, in particular, that there is one speaker at a time;
- (h) rule "out of order" any motion which involves the Company acting outside any statute or rule of law; and
- (i) adjourn the general meeting from time to time or place to place, or close the general meeting, when:
 - (i) a motion to that effect is carried, or
 - (ii) all business has been finished, or
 - (iii) the general meeting is excessively disorderly and the Chairperson is unable to restore order, or
 - (iv) a quorum of Members is no longer present, and only business left unfinished at the original meeting may be transacted at an adjournment.

The chairperson has, in relation to the Board and general meetings of the Board, the same functions as the chairperson has under this clause in relation to general meetings of the Company (other than the functions referred to in subclause (d)).

- 4.11 At any general meeting, a declaration by the chairperson that a resolution has been carried or carried by a particular majority or not carried and a recording of that declaration in the minute book will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.

Notice of adjourned meeting

- 4.12 If any general meeting is adjourned for more than one month, a notice of the adjournment must be given to Members of the Company in the same manner as notice was or ought to have been given of the original meeting. In the case of all other adjournments, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

5 Voting

Matters requiring a Special Resolution

- 5.1 The following matters will require a Special Resolution of the Members:
- (a) any business for which the Act requires a Special Resolution;

- (b) any alteration to the Company's legal status;
- (c) voluntary winding up of the Company;
- (d) changing the purposes, objects or scope of the Company; and
- (e) any variation or amendment to, or repeal of, this Constitution.

Resolution determined by majority

5.2 At a general meeting:

- (a) all proposed resolutions submitted to the meeting will be decided by a simple majority of votes except where a greater majority is required by this Constitution or the Act;
- (b) in the first instance, voting will be on a show of hands;
- (c) a poll may be demanded on any question before the close of the meeting by any Member, or their proxy, attorney or representative. The chairperson must decide in each case the manner in which a poll will be taken. Any dispute about the admission or rejection of a vote must be determined by the chairperson and the chairperson's determination made in good faith will be final and conclusive; and
- (d) if necessary the chairperson will have a casting vote in addition to the vote or votes to which the chairperson may be entitled as a Member.

Votes

- 5.3 On a show of hands and on a poll every Member present in person or by attorney or representative who is entitled to vote in accordance with Clause 2.11(b) will have one vote.
- 5.4 A person entitled to cast more than one vote on a poll need not use all their votes or cast all the votes they use in the same way.

Subject to any restrictions affecting a class of Members, each Member is entitled to receive notices and to attend any general meeting and to vote and be counted in a quorum even if moneys are then due and payable to the Company by that Member.

Objections to qualification to vote

- 5.5 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 5.6 Any such objection will be resolved by the chairperson of the meeting, whose decision is final.
- 5.7 A vote not disallowed pursuant to an objection is valid for all purposes other than if the person casting the vote was, in accordance with Clause 2.11(b), not entitled to vote.

Attorney of Member

- 5.8 Any Member may appoint an attorney to act on the Member's behalf at all meetings of the Company or all meetings of the Company during a specified period. Before the first meeting at which the attorney acts on the Member's behalf, the relevant power of attorney must be deposited at the Office or at any place specified in the notice convening that meeting. At the first meeting and at any subsequent meeting to which the power of attorney may relate, the attorney must hand to the chairperson of the meeting a properly executed declaration of non-revocation of the power of attorney.

6 Proxies

Instrument appointing proxy

- 6.1 The instrument appointing a proxy must be in writing signed by the appointer or by the appointer's attorney properly authorised in writing, or, if the appointer is a body corporate, by its corporate representative or at least two of its officers.

Validity of appointment

- 6.2 The instrument appointing a proxy and the original power of attorney (if any) under which it is signed or a certified copy of the power of attorney must be received by the Company at least 48 hours before the time for holding the meeting either by delivery to the Company's registered office, by facsimile received at a fax number at the Company's registered office or otherwise by any other means permissible under section 250B(3) of the Act.
- 6.3 An instrument appointing a proxy will only be valid for 12 Months from the date of its execution unless it states that it is valid for all meetings until revoked, except that any instrument may be used at any adjournment of the meeting for which it was originally intended.

Validity of vote given in accordance with proxy

- 6.4 Unless the Company has received written notice of the matter before the start or resumption of the Members' meeting at which a proxy or an attorney votes, a vote cast by the proxy or attorney will be valid even if, before the proxy or attorney voted, the Member:
- (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's or attorney's appointment; or
 - (d) revokes the authority under which the proxy was appointed by a third party.

Form of proxy

- 6.5 Every instrument of proxy must specify the Members' name and address, the Company's name, the proxy's name or the name of the office held by the proxy and the meetings at which the proxy may be used, and must otherwise comply with the provisions of section 250A of the Act.
- 6.6 The instrument of proxy may be worded so that a proxy is directed to vote either for or against each of the resolutions to be proposed. Any instrument of proxy deposited in accordance with this Constitution in which the name of the appointee is not filled will be deemed to be given in favour of the chairperson of the meeting to which it relates. The instrument of proxy may specify the proportion or number of votes that the proxy may exercise.

Two proxies

- 6.7 A Member entitled to cast two or more votes at a meeting may appoint two proxies. If the Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise half of the votes.

Entitlement of proxy to vote

- 6.8 A proxy is not entitled to vote on a show of hands.

7 Resolutions without meetings

Where only one Member

- 7.1 Where the Company has only one Member, any resolution may be passed without a general meeting being held if that Member (or its duly authorised representative or attorney) records the resolution and signs the record.

Where more than one Member

- 7.2 Where the Company has more than one Member, any resolution, other than a resolution to remove an auditor under section 329 of the Act, may be passed without a general meeting being held if all the Members entitled to vote on the resolution (or their duly authorised representatives or attorneys) sign a statement that they are in favour of a resolution set out in the document. Identical copies of the document and accompanying information may be distributed for signing by different Members. The resolution is passed when the last Member signs the document.

8 Directors

Number of directors

- 8.1 The number of the Directors must be not less than seven and not more than ten or such other number as prescribed from time to time by the ALR Act as that act applies to GLALC.

Residence of directors

- 8.2 The Directors must be natural persons who ordinarily reside within Australia.

Appointment and removal of Directors

- 8.3 Subject to clause 8.5, a person shall be elected as a Director of the Company by either of the following processes, and such process shall be decided by a members resolution at each Annual General Meeting:
- (i) The Members shall by means of a majority resolution resolve to accept all of the GLALC Board Members as Directors of the Company; or
 - (ii) If the Members do not resolve to accept all of the Board Members as Directors of the Company as set out in Clause 8.3(i), then the Members of the Company shall elect the appropriate number of members as Directors, as prescribed in 8.1, by means of a secret ballot where each member shall be eligible to cast one vote for one Director, and the prescribed number of Directors with the highest number of votes shall be elected as Directors of the Company
- 8.4 Subject to clause 8.5, the first Board of Directors of the Company shall comprise of those Board members of GLALC in place as at 2nd December 2013, who shall act as Directors until the holding of the first Annual General Meeting as prescribed in 3.1(a).

Consent to act as Director

- 8.5 Before being appointed as a Director a person must give the Company a signed consent to act as Director, which must be retained by the Company.
- 8.6 A Director does not need to be a Member.

Appointment of replacement Directors

- 8.7 Replacement Directors may be appointed by means of the following:
- (a) the Company may appoint a person as a Director of the Company by a resolution of Members; and
 - (b) the Directors may appoint a person as a Director by resolution passed at a general meeting, provided that the Company must confirm the appointment by resolution at the Company's next general meeting, and if the appointment is not confirmed, the person ceases to be a director of the Company at the end of the general meeting.

Auditor cannot be Director

- 8.8 Subject to the Act, an auditor of the Company or partner or employee or employer of an auditor must not be appointed a Director.

Conduct of Directors

- 8.9 Every Director must:
- (a) act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions under this Constitution and any relevant law; and
 - (b) act for a proper purpose in carrying out his or her functions under this Constitution and any relevant law; and
 - (c) not use his or her office or position for personal advantage; and
 - (d) not use his or her office or position to the detriment of the Company; and
 - (e) comply at all times with the code of conduct observed by GLALC as if that code of conduct applied to the Company; and
 - (f) in exercising their corporate duties and powers, a Director must always ensure compliance with the Act.

9 Directors' terms

Directors' tenure of office

- 9.1 Subject to the Act, each Director will hold office until the next Annual General Meeting or until removed under this Constitution or until the Director's office is vacated under this Constitution.

Retiring Director eligible for re-election

- 9.2 A Director who retires or whose office is vacated under this Constitution is eligible for election or re-election to the Board except as expressly provided in this Constitution.

Vacation of office

- 9.3 The office of a Director will be automatically vacated if the Director:
- (a) is declared bankrupt;

- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (c) resigns office by notice in writing to the Company, except if that resignation is in the form described in clause 8.6 in which case the Director's office will be vacated on the terms of the resignation;
 - (d) vacates office or is prohibited from being a Director under any of the provisions of the Act or any order made under the Act.
- 9.4 A Director whose office is vacated under clauses 9.3(a), 9.3(b) or will not be eligible for re-election until the disabilities referred to are removed.
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10 Proceedings of Directors

Board meetings and quorum for Board meetings

- 10.1 Subject to clause 10.2, the Directors may meet for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit, provided that:
- (a) the Directors may determine the quorum necessary for the transaction of business;
 - (b) until a determination under clause 10.1(a) is made:
 - (i) if there are seven or eight Directors the quorum will be four;
 - (ii) if there are nine or ten Directors the quorum will be five;
 - (c) if a quorum is present at the beginning of the meeting, it is deemed to be present throughout the meeting even if a Director absents himself or herself, or absents from voting, for any reason.
- 10.2 The Board must meet at least three (3) times per year.
- 10.3 In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may only act for the purposes of increasing the number of Directors to a number sufficient to constitute a quorum or of convening a general meeting of the Company.

Use of technology

- 10.4 A Board meeting may be called or held by telephone or by using any other technology consented to by all the Directors. The consent may be a standing one and may only be varied or withdrawn by a further ordinary resolution of Directors.

Calling of Board meeting and place of meeting

- 10.5 A Director may at any time and the Secretary must, on the request of a majority of Directors, call a Board meeting. Board meetings may be held outside Australia.

Board meeting competent to exercise all powers

- 10.6 A Board meeting at which a quorum is present may exercise all or any of the powers and discretions vested in or exercisable by the Directors generally.

Resolution passed deemed to be determination of Board

- 10.7 Any resolution properly passed at a duly convened Board meeting at which a quorum is present will be deemed to be a determination by all the Directors for the purposes of this Constitution.

Chairperson of Board meetings

- 10.8 The Directors may elect a chairperson and deputy chairperson of their meetings and determine the period they are to hold office. If no chairperson or deputy chairperson is elected, or if elected, both the chairperson and deputy chairperson decline to act or if at any meeting neither the chairperson nor the deputy chairperson is present at the time appointed for the meeting, the Directors present at the meeting must choose one of their number to be chairperson of the meeting.

Questions to be decided by majority

- 10.9 Questions arising at any Board meeting will be decided by a majority of votes of Directors present and entitled to vote on the resolution. The chairperson of the meeting will have a casting vote in addition to any vote he or she has as a Director.

Resolutions without meetings

- 10.10 If a majority of Directors entitled to attend at the Board meeting and vote on a proposed resolution sign a document containing a statement that they are in favour of the resolution set out in the document, the resolution will be valid as if passed at a Board meeting duly convened and held. Copies of the document may be distributed for signing by different Directors but each copy must have identical wording. The resolution is passed when the last Director signs the document.

Committee powers and meetings

- 10.11 The Directors may delegate any of their powers to a committee of Directors or to a sole Director and may revoke any such delegation.
- 10.12 Any committee or sole Director must exercise the powers delegated to it in accordance with any directions of the Board.
- 10.13 The meetings and proceedings of any committee consisting of two or more Directors will be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors so far as they are applicable and are not superseded by any direction made by the Board under this clause.

Validity of acts of Directors

- 10.14 All acts done by any meeting of the Directors or by a committee of the Directors or by any person acting as a Director are valid even if it is discovered afterwards that there was some defect in the appointment or election of any Director or person acting as a Director or that any Director was disqualified or had vacated office or was otherwise not entitled to vote or act.

Directors of wholly-owned subsidiaries

- 10.15 If the Company is a wholly-owned subsidiary each Director is authorised to act in the best interest of the holding company.
- 10.16 A Director is taken to act in good faith in the best interest of the Company if:

- (a) that Director acts in good faith in the best interests of the holding company; and
- (b) the Company is not insolvent at the time the Director acts and does not become insolvent because of the Director's act.

11 Duties of disclosure

11.1 A person has a Pecuniary Interest in a matter if the Pecuniary Interest is the interest of:

- (a) the person, or
- (b) another person with whom the person is associated as provided by this section.

11.2 A person is taken to have a Pecuniary Interest in a matter if:-

- (a) the person's spouse or de facto partner or a relative of the person, or a partner or employer of the person, has a Pecuniary Interest in the matter, or
- (b) the person, or a nominee, partner or employer of the person, is a member of a company or other body that has a Pecuniary Interest in the matter.

11.3 However, a person is not taken to have a Pecuniary Interest in a matter as referred to in clause 11.2:

- (a) if the person is unaware of the relevant Pecuniary Interest of the spouse, de facto partner, relative, partner, employer or company or other body, or
- (b) just because the person is a Member of, or is employed by, a council or a statutory body or is employed by the Crown, or
- (c) just because the person is a Member of, or a delegate of a council to, a company or other body that has a Pecuniary Interest in the matter, so long as the person has no beneficial interest in any share of the company or body.

Disclosure and presence in meetings

11.4 An officer or Member of the Company who has a Pecuniary Interest in any matter with which the Company is concerned and who is present at a meeting of the Company at which the matter is being considered must disclose the nature of the interest to the meeting as soon as practicable.

11.5 Unless the Company determines otherwise, the officer or Member must not be present at, or in sight of, the meeting of the Company:

- (a) any time during which the matter is being considered or discussed by the Company, or
- (b) at any time during which the Company is voting on any question in relation to the matter.

Disclosures to be recorded

11.6 A disclosure made at a meeting of the Company must be recorded in the minutes of the meeting.

General disclosure

11.7 A general notice given to a meeting of the Company in writing by an officer or a Member to the effect that the officer or Member or the officer's or Member's spouse, de facto partner or relative, is:

- (a) a Member, or in the employment, of a specified company or other body, or
- (b) a partner, or in the employment, of a specified person,

is, unless and until the notice is withdrawn, sufficient disclosure of the officer's or Member's interest in a matter relating to the specified company, body or person that may be the subject of consideration by the Company after the date of the notice.

Disclosure by consultants

11.8 A consultant, engaged by the Company who gives advice on any matter at any meeting of the Company must disclose the nature of any Pecuniary Interest the person has in the matter to the meeting at the time the advice is given.

11.9 The person is not required to disclose the person's interest as a consultant.

Circumstances in which clauses 11.4, 11.5, 11.8 and 11.9 are not breached

11.10 A person does not breach clauses 11.4, 11.5, 11.8 or 11.9 if the person did not know and could not reasonably be expected to have known that the matter under consideration at the meeting was a matter in which he or she had a Pecuniary Interest.

12 Powers of Directors

Powers of Directors

12.1 Subject to the Act and this Constitution, the business of the Company will be managed by the Directors, who may pay and, if approved by the Directors, be reimbursed by the Company for, all expenses incurred in promoting and forming the Company and may exercise all of the powers of the Company that are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.

Powers to borrow or raise money

12.2 Without limiting clause 12.1, the Directors may from time to time borrow or raise any sum or sums of money or incur other financial obligations for the purposes of the Company and may give or take security over the repayment of that sum or sums or the payment, performance or fulfilment of any debts, liabilities, contracts or obligations incurred or undertaken by the Company on terms and conditions as they determine.

Directors may vote shares in other corporations

12.3 Subject to the Act, the Directors may exercise the voting power conferred by the shares in any corporation held by the Company as they determine including in circumstances where a Director may be interested in the exercise, such as an exercise in favour of any resolution appointing a Director as an officer of a corporation or voting or providing for the payment of remuneration to officers of the other corporation.

Security over the Company's assets

- 12.4 Subject to the Act, if any Director or any other person becomes personally liable (whether as surety or otherwise) for the performance of any of the Company's obligations, the Directors may, despite their interest, execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the liability.

13 Executive Directors

Chief executive officer

- 13.1 The Company must employ an individual to exercise the functions of the chief executive officer of the Company (*CEO*).
- 13.2 The CEO has the following particular functions:
- (a) the day-to-day management of the Company's affairs;
 - (b) the exercise of such functions of the Board as are delegated by the Board to the CEO;
 - (c) the appointment of staff in accordance with the approval of the Board; and
 - (d) the direction and dismissal of members of staff, and such other functions as may be confirmed or imposed on the CEO by the Board.

Certain persons must not be employed as CEO

- 13.3 The following persons must not be or continue to be employed as the CEO of the Company:
- (a) a person who is a Board member of the Company;
 - (b) a person who has a conviction in New South Wales or elsewhere for an offence relating to the management of a corporation that was recorded within the last 5 years;
 - (c) a person who has a conviction in New South Wales for an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, that was recorded within the last 5 years;
 - (d) a person who is disqualified from holding office in or being concerned in the management of a corporation under any law of this or any other State or Territory or the Commonwealth;
- 13.4 The Board may determine that an offence committed by a person should be ignored for the purposes of this section because of the time that has passed since the offence was committed or because of the triviality of the acts or omissions giving rise to the offence.

Filling of vacancy in position of chief executive officer

- 13.5 If a vacancy occurs in the position of CEO, the Company must immediately appoint a person to the vacant position or appoint a person to act in the vacant position in accordance with this Constitution.
- 13.6 A vacancy occurs in the position of CEO if the CEO:
- (a) dies;

- (b) completes the term of his or her contract and is not re-appointed;
- (c) resigns from the position;
- (d) becomes a mentally incapacitated person and is removed from the position by the Company because of that mental incapacity; or
- (e) is removed from the position on a ground set out in clause 13.3 or for any other reason.

Duties of chief executive officer

13.7 The CEO must:

- (a) maintain a membership roll for the Company,
- (b) maintain an accurate record of all meetings of the Company in an official minute book of the Company,
- (c) maintain a file which contains all applications and letters asking for membership received by the Company,
- (d) call meetings and give the proper notice for meetings, of the Company and the Board, in accordance with this Constitution,
- (e) maintain an attendance book showing the names of all the members who attend each meeting together with the signature of each member who is present,
- (f) prepare an agenda for meetings of the Company and the Board, in consultation with the Chairperson, prior to each meeting,
- (g) maintain any correspondence to and from the Company and inform the Company of such correspondence,
- (h) keep the Company's common seal in safe custody, and
- (i) represent and act, subject to the instructions of a Company meeting, on behalf of the Company in the interval between meetings.

Financial duties

13.8 The CEO must:

- (a) maintain proper accounts and records of all transactions in relation to the operations of the Company,
- (b) ensure that all money received is deposited as soon as possible in the Company's account with an authorised deposit-taking institution,
- (c) submit a brief financial statement at each Board and Company meeting and details of all accounts and bills of the Company that have been paid by the CEO, and
- (d) as soon as practicable, bring to the attention of the Board, details of any expenditure that in the CEO's opinion contravenes the Act.

13.9 The Chairperson of the Board must:

- (a) ensure that financial statements, together with an auditor's statement in relation to the statements, are submitted to each annual meeting of the Company, and

- (b) as soon as practicable, submit to the Board, details of any expenditure that in the Chairperson's opinion contravenes the wishes of the majority of the Members.

Remuneration of Directors

- 13.10 The Company must not pay the Directors any remuneration (other than any remuneration payable to any Director under any executive service contract with the Company). Any other payments to a Director by the Company must be approved by the Board. A Director must not be present at a meeting at any time during which:
- (a) the matter of payments to that Director is being discussed or considered by the Board; or
 - (b) the Board is voting on any question in relation to the matter of payments to that Director.

Expenses of Directors

- 13.11 If approved by the Board, a Director may also be paid all travelling and other expenses incurred by them in attending and returning from meetings of the Directors, any committee of the Directors or any general meetings of the Company or otherwise in connection with the business of the Company.

14 Local management and attorneys

Local boards and agencies

- 14.1 Subject to the Act, the Directors may at any time provide for the management of the affairs of the Company in any place and in any manner they think fit and without limiting the generality of this clause, the Directors may:
- (a) establish any local boards or agencies for managing any of the affairs of the Company in any locality and may appoint any persons to be members of the local board or to act as managers or agents of the Company and, in connection with any appointment, may fix remuneration, impose conditions and remove any appointee as the Directors think fit;
 - (b) delegate to any person referred to in subclause 14.1 any of the powers, authorities and discretions of the Directors other than the power of making calls, and vary or terminate that delegation; and
 - (c) authorise the members of any local board (or any of them) to fill any vacancies and to act despite vacancies.

Appointment of attorney

- 14.2 The Directors may at any time by power of attorney appoint any person to be an attorney of the Company for those purposes and with those powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for that period and subject to those terms and conditions that the Directors determine.
- 14.3 Without limiting clause 14.2, any appointment may be made in favour of any company, firm or Member, or any director, nominee or manager of any company, firm or Member, or in favour of any fluctuating body of persons (whether nominated by the Directors or otherwise).

- 14.4 Any power of attorney given on behalf of the Company may contain provisions for the indemnification, protection or convenience of the attorney and of persons dealing with the attorney.

Sub-delegation of powers

- 14.5 Any delegate, manager, agent or attorney appointed by the Directors may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions given to them.

15 Minutes and registers to be kept

Minutes

- 15.1 The Directors must ensure that minute books are kept in which are recorded within one Month of the relevant meeting, if applicable, the following:
- (a) the names of the Directors present at each meeting of the Directors and of any committee of Directors;
 - (b) all declarations made or notices given by any Director (either generally or specially) of his or her interest in any contract or proposed contract or of his or her holding of any office or property by which any conflict of duty or interest may arise;
 - (c) all resolutions and proceedings of general meetings of the Company, meetings of the Directors and meetings of any committee of the Directors; and
 - (d) resolutions passed by members or Directors without a meeting.
- 15.2 Any minutes of any general meetings of the Company, meetings of the Directors or meetings of any committee of the Directors must be signed within a reasonable time after the meeting by the chairperson of the meeting or by the chairperson of the next succeeding meeting and once signed will be evidence of the matters stated in the minutes.

Registers

- 15.3 The Directors must set up and maintain in accordance with the Act:
- (a) a Members' Register;
 - (b) a register of charges;
 - (c) if the Company issues debentures, a register of debenture holders;
 - (d) a register of the holdings of Directors in debentures of the Company and in shares and debentures of any related body corporate of the Company;
 - (e) a register of the Directors, principal executive officer and Secretaries of the Company which must contain for each Director, his or her consent in writing to his or her appointment as a Director; and
 - (f) any other registers required to be kept under the Act.
- 15.4 The registers may be kept either in a bound or loose leaf book or on computer. If a register is kept on computer, its contents must be capable of being printed out in hard copy.

Overseas branch registers

- 15.5 Subject to the Act, the Company may keep a branch register of Members at a place outside or inside Australia.
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16 The Secretary

Appointment of Secretary

- 16.1 A secretary or secretaries of the Company must be appointed by the Directors complying with the Act. The Directors may also appoint acting and assistant secretaries. At least one Secretary must be ordinarily resident in Australia. Any appointment may be for that term, at that remuneration and on those conditions the Directors think fit and any person so appointed may be removed by the Directors.
-

17 The Seal

Use of the Seal

- 17.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must be used only by the authority of the Board or a committee of the Directors with authority from the Board to authorise the use of the Seal; and
 - (c) every document to which the Seal is affixed must be signed by a Director and 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.
-

18 Negotiable instruments

Terms of negotiable instruments

- 18.1 All cheques, bills of exchange, promissory notes and other negotiable instruments must be signed, drawn, accepted, made or endorsed (as the case may be) for and on behalf of the Company by those persons and in that manner determined by the Directors provided that there must always be a minimum of two signatories for any payment made by the Company in excess of \$50.
-

19 Asset Valuation

Revaluation of assets

- 19.1 Subject to the Act, the Board may revalue any assets of the Company.

20 Financial statements**Financial records**

- 20.1 The Directors must cause financial and other records to be kept to record correctly and explain the transactions and financial position of the Company, to enable true and fair statement of financial performance accounts and statements of financial position to be prepared and to permit preparation of any other documents required by the Law or this Constitution. The records must be kept:
- (a) in a manner which will enable them to be conveniently and properly audited;
 - (b) for seven years after the completion of the transactions or operations to which they relate; and
 - (c) at the Office or at any other place the Directors think fit and at all times be open to inspection by the Directors.

Financial statements and reports

- 20.2 At each annual general meeting the Directors must lay before the Company:
- (a) a statement of financial performance and a statement of cash flows for the last Financial Year of the Company;
 - (b) a statement of financial position as at the end of that Financial Year;
 - (c) an account of the contributions of each Member for the last financial year; and
 - (d) attached to the documents listed in paragraphs (a) and (b):
 - (i) a report by the Directors regarding the state of the Company's affairs;
 - (ii) a statement by the Director's in accordance with the Act; and
 - (iii) the auditor's report regarding the documents.
- 20.3 The financial statements and reports must comply with all applicable provisions of the Act.

21 Audit**Auditors**

- 21.1 Auditors of the Company must be appointed and removed and their remuneration, rights and duties must be regulated in accordance with the provisions of the Act.
- 21.2 The financial statements of the Company must be audited for each Financial Year of the Company and the correctness of the statement of financial performance accounts and statement of financial position must be ascertained by the auditors of the Company complying with the Act.

Approval of financial statements

- 21.3 Financial statements of the Company when approved by a general meeting will be conclusive except regarding any error identified within three Months after the date of preparation. If any error is identified within this period, the financial statements must immediately be corrected and will then be conclusive.

22 Inspection of records

Right to inspect

- 22.1 Subject to the Act, the Directors will determine whether, to what extent, at what times and places and under what conditions the accounting and other records of the Company or any of them will be open to the inspection of the Members.
- 22.2 A Member who is not a Director will not have any right to inspect any account, book or document of the Company or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process of the Company except as provided by the Act or as authorised by the Directors or a resolution of the Company in general meeting.

23 Notices

Service of notices by the Company

- 23.1 A notice may be given by the Company to any Member:
- (a) personally, by post, by fax or electronically to the relevant address, fax number or electronic address of the Member as shown on the Members' Register, or as advised by the Member; or
 - (b) otherwise by any other method permitted by the Act.

Posting notices to overseas Members

- 23.2 In the case of a Member whose registered address is outside Australia, a notice sent by post must be sent by pre-paid airmail in an envelope.

Notice deemed to be served

- 23.3 Any notice by advertisement will be deemed to have been served on the day of publication of the newspaper containing the advertisement.
- 23.4 Any notice sent by post will be deemed to have been served on the day following the day on which the notice is posted unless sent by airmail to an address outside the country in which it was posted, in which case it will be deemed to have been served on the fifth day following the day on which it is posted.
- 23.5 A notice sent by facsimile or other electronic means will be deemed to have been served on the same day that it is sent.

Service by post

- 23.6 To prove service by post, it is sufficient to prove that the notice with required postage was properly addressed and posted. A certificate in writing signed by any manager, Secretary or other officer of the Company that the notice was properly addressed and posted will be conclusive evidence of those matters.

Notices to Members whose whereabouts unknown

- 23.7 Where:

- (a) the Company has a genuine reason to believe that a Member is not known at the address shown for that Member in the Members' Register;
- (b) the Company has subsequently made an enquiry at that address as to the whereabouts of the Member; and
- (c) the enquiry either elicits no response or a response indicating that the Members present whereabouts are unknown,

all future notices will be deemed to be given to the Member if the notice is exhibited in the Office for a period (not including weekends and public holidays) of not less than 48 hours and will be deemed to be duly served at the beginning of that period.

- 23.8 Clause 23.7 will apply unless and until the Member informs the Company of a new address to be shown for the Member in the Members' Register or that the Member has resumed residence at the address shown for the Member in the Members' Register.

Signing of notices

- 23.9 The signature to any notice to be given by the Company may be written or printed.

Counting of days

- 23.10 Where a given number of days' notice or notice extending over any period is required to be given, the day on which notice is deemed to be given will be included in the number of days or other period.

24 Winding up

Distribution of assets

- 24.1 If upon the winding up or dissolution of the Company (whether voluntary or otherwise) there remains after satisfaction of all its debts and liabilities any property or assets whatsoever, the same shall be paid or distributed at that time to one or more other funds, authorities or institutions being public benevolent institutions for the purposes of any Commonwealth taxation Act which:

- (i) has purposes similar to the Principal Purpose of the Company; and
- (ii) whose Constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under or by virtue of clause 1.8;

(Each a Complying Fund)

- 24.2 The determination of any fund, authority or institution for the purposes of clause 24.1 is to be made by the Board at or before the time of dissolution or failing which is to be determined by application to the courts.

Fee or commission paid to liquidator to be approved in general meeting

- 24.3 No fee or commission will be paid by the Company to any Director or liquidator upon any sale or realisation of the Company's undertaking or assets or any part of them except with the approval of the Company in general meeting, that meeting to be convened by notice specifying the fee or commission proposed to be paid.

25 Indemnity and insurance**Indemnity**

- 25.1 To the maximum extent permitted by law:

- (a) the Company must indemnify each Director and Secretary and each former Director and Secretary and may indemnify any other officer or former officer of the Company against any liability (other than legal costs) incurred in acting as a Director, Secretary or, where applicable, other officer of the Company, other than:
 - (i) a liability owed to the Company or a Related Body Corporate;
 - (ii) a liability for a pecuniary penalty order under section 1317G or a compensation order under section 1317H or 1317HA of the Act; or
 - (iii) a liability that did not arise out of conduct in good faith; or
 - (iv) a liability to pay a pecuniary penalty under section 76 of the *Trade Practices Act 1974* (Cth) for a contravention of a provision of Part IV of the *Trade Practices Act 1974* (Cth) or legal costs incurred in defending or resisting proceedings in which the officer is found to have such a liability;
- (b) the Company must indemnify each Director and Secretary, and may indemnify any other officer of the Company, for costs and expenses incurred by a Director, Secretary or, where applicable, other officer of the Company, in defending an action for a liability incurred in acting as a Director, Secretary or, where applicable, other officer of the Company, except for legal costs incurred:
 - (i) in defending or resisting any proceedings, whether civil or criminal, in which the Director, Secretary or, where applicable, other officer of the Company, is found to have a liability for which they could not be indemnified under clause 25.1;
 - (ii) in defending or resisting criminal proceedings in which the Director, Secretary or, where applicable, other officer of the Company, is found guilty;
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or by a liquidator for a court order if the grounds for making the order are found by the court to have been established, except for costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order; or

- (iv) in connection with proceedings for relief to the Director, Secretary or, where applicable, other officer of the Company, under the Act in which the relief is denied by the court; and
- (c) the Company may make a payment, or agree to make a payment, whether by way of advance, loan or otherwise, for any legal costs incurred by a Director, Secretary or, where applicable, other officer of the Company, on the condition that the Director, Secretary or, where applicable, other officer of the Company, must repay the amount paid by the Company to the extent that the Company is ultimately found not liable to indemnify the Director, Secretary or, where applicable, other officer of the Company, for those legal costs.

Insurance

- 25.2 To the maximum extent permitted by law the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director, Secretary or other officer of the Company or a Director, Secretary or other officer of a subsidiary of the Company, other than a liability arising out of:
- (a) conduct involving wilful breach of duty in relation to the Company; or
 - (b) a contravention of sections 182 or 183 of the Act.

26 Internal Disputes

- 26.1 The Directors may provide for a mechanism to be established for resolving internal disputes within its membership, which includes, without limitation:
- (a) the appointment of an independent person to arbitrate the dispute;
 - (b) a process to bring disputing parties together to resolve the dispute at an early stage;
 - (c) a process to ensure that all parties receive a full and fair opportunity of presenting their case; and
 - (d) where the dispute cannot be resolved internally by mediation or arbitration, to refer the matter to a community justice centre, or equivalent which functions as "a centre for dispute settlement".

27 Amendment of the Constitution

- 27.1 This Constitution may be amended by a Special Resolution passed at any annual general meeting at which notice of the proposed amendment will have been given or at a general meeting convened for such purpose.
- 27.2 Notwithstanding any other provision of this Constitution, no amendment may be made to clause 1.5 or this clause 27.2.

Execution

Signed by
Gandangara Health Ltd
in accordance with section 127 of the
Corporations Act 2001 by a director and
secretary/director:

Signature of director

Signature of director/secretary

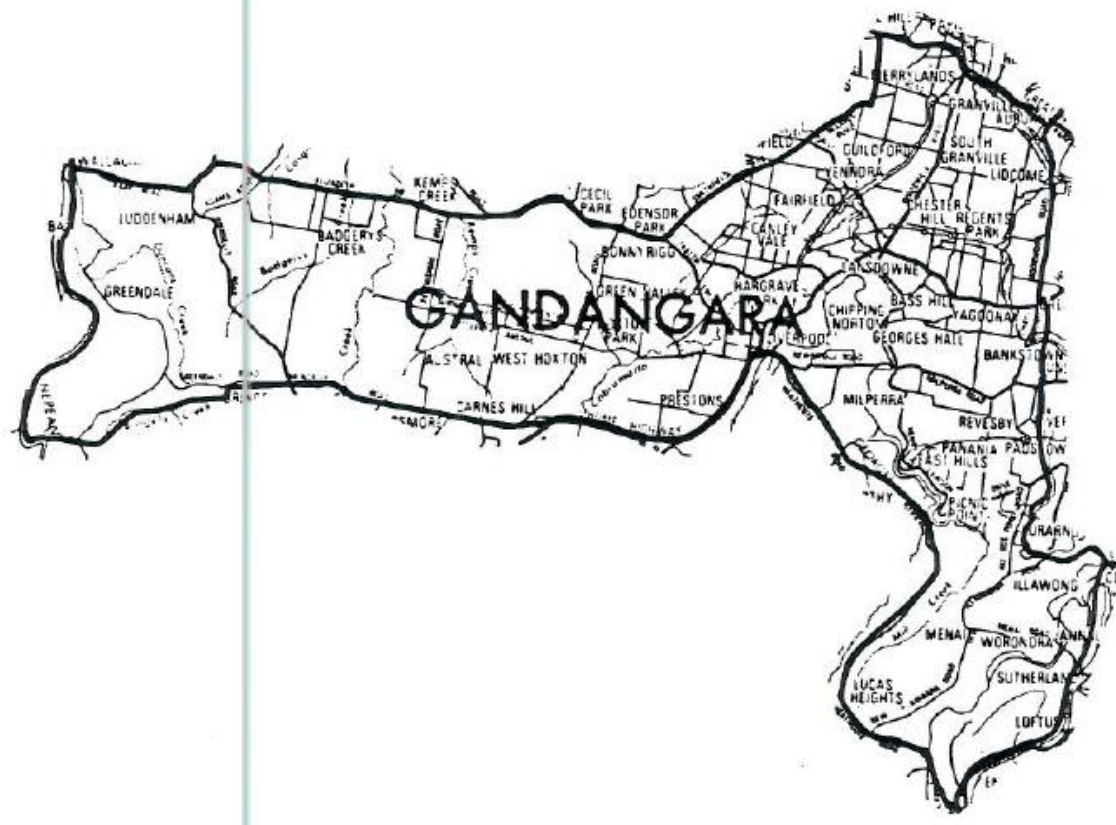
Name of director (please print)

Name of director/secretary (please print)

Dated this 2013

Schedule 1

GLALC Area



GANDANGARA LOCAL ABORIGINAL LAND COUNCIL AREA

Commencing at the intersection of Silverdale Road and the Nepean River; and bounded thence by that road north-easterly, Greendale Road south-easterly, Park Road generally easterly, The Northern Road generally northerly, Elizabeth Drive generally easterly, Smithfield Road and Warren Road generally north-easterly, Woodpark Road easterly, Sherwood Road northerly, Centenary Road north-westerly, Old Prospect Road north-easterly, Great Western Highway, Western Freeway and Parramatta Road generally south-easterly, Percy Street south-westerly, Boorea Street south-easterly, Olympic Drive and its continuation across the Main Suburban Railway generally south-easterly and southerly, Bridge Street south-easterly, Joseph Street southerly, Hume Highway generally north-easterly, Stacey Street North and Stacey Street South generally southerly, Homedale Road and its prolongation generally south-westerly, Warren Avenue south-easterly, Canterbury Road south-westerly, Fairford Road southerly and Davies Road generally south-easterly to the East Hills Railway; by that railway easterly to Salt Pan Creek; by that creek and Georges River downwards to the Illawarra Railway; by that railway generally southerly to the eastern prolongation of Heathcote Road; by that prolongation and road generally north-westerly, generally north-easterly and again generally north-westerly, Newbridge Road generally westerly, Terminus Street south-westerly, Hume Highway, aforesaid, generally south-westerly and Bringelly Road generally westerly to the generally southern boundary of the Parish of Bringelly, County of Cumberland; by that boundary

generally westerly to the Nepean River, aforesaid, and by
that river downwards to the point of commencement.