

## **Motion:**

**To replace Part 5 in its entirety with the following:**

### **Part 5: Directors and Officers**

#### **1 Election of Directors**

(a) Elections for Elected Directors shall be by exhaustive ballot in accordance with this clause at the relevant General Meeting on papers prepared by the CEO or directors.

(b) Save where there is only one nominee for each position of Elected Director to be filled, the exhaustive ballot will be conducted as a poll as follows:

(i) rounds of voting for each position of Elected Director to be filled will be held, the first of which will include all nominees for that position;

(ii) the nominee with the fewest number of votes will be eliminated from the second and each subsequent round;

(iii) in the event that more than one nominee has an equal number of votes and that number of votes is the least number of votes, then:

(A) provided that there remains at least one other nominee for the subsequent round, all of those nominees with the least amount of votes will be eliminated from each of the subsequent rounds of voting;

(B) if eliminating all nominees with the least number of votes would result in there being no nominees remaining then, subject to the direction of the Chair (who may call for a re- vote of the last round of voting), the position up for election will be treated as a casual vacancy to be dealt with in accordance with Part 5, 2.8

(iv) rounds of voting will be continued with one or more nominees being eliminated from each round until only two nominees remain;

(v) in the last round of two nominees, a resolution is passed in favour of the election of the nominee who receives the majority of votes; and

(vi) in the event that the last round of voting has only one nominee remaining, then a resolution is still required to be passed in favour of the election of that nominee in order for the nominee to be elected.

## **2 Directors**

### **2.1 Number of Directors**

(a) There must be not less than five Directors and not more than eleven Directors.

(b) Subject to clause Part 5, 2.1(a), not more than seven Directors are to be elected by the Members (Elected Directors), and not more than two Directors are to be appointed under clause 5.2.9

### **2.3 Eligibility**

(a) For the period from the date of this Constitution a person who:

(i) is an employee of the Company, a Member State or an Affiliated Member; or

(ii) holds an Official Position with a Member State or an Affiliated Member; or

(each a disqualifying position) may not hold office as a Director.

(b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director.

(c) A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days.

(e) The Board may determine position or role descriptions or necessary qualifications for Director positions.

## **2.4 Nomination for election**

(a) At least 14 days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the CEO will request from Members nominations for elections to positions falling vacant, which must be received no less than 5 days prior to the AGM.

(b) Any Member may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.

(c) A nomination must:

- (i) be in the form required by the Directors; and
- (ii) signed by the nominator and nominee.

## **2.5 Term of office of Directors generally**

Subject to clauses Part 5, 1 and Part 5, 2 an Elected Director will hold office for a term of two years.

## **2.6 Office held until end of meeting**

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution.

## **2.7 Elected Director elected at General Meeting**

(a) At a General Meeting:

- (i) at which an Elected Director retires; or

(ii) at the commencement of which there is a vacancy in the office of an Elected Director,

there will be a vote of the Members conducted in accordance with clause Part 5, 1 to fill the vacancy by electing someone to that office.

(b) Subject to clause Part 5, 2.12, an Elected Director elected under this **clause** takes office at the end of the meeting at which they are elected for a period of three years.

## **2.8 Casual vacancy in ranks of Elected Directors**

(a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in clause Part 5, 2.13) in the rank of the Elected Directors.

(b) A person appointed under clause Part 5, 2.9 holds office until the next Annual General Meeting at which time they can offer themselves for re- election.

## **2.9 Appointed Directors**

(a) In addition to the Elected Directors, the Directors may themselves appoint up to two persons to be Directors because of their special business acumen and/or technical skills. These persons will be known as the —Appointed Directors || .

(b) Subject to clauses Part 5, 2.8 and Part 5, 2.12, an Appointed Director holds office for a term determined by the Directors not to exceed two years and the appointment will be on such other terms as the Directors determine.

(c) A person may only serve two terms as an Appointed Director but, subject to the other requirement of this Constitution, are otherwise eligible to be elected to an Elected Director position.

(d) The Directors may at any time appoint a person to fill a casual vacancy (as defined in clause Part 5, 2.13 in the rank of the Appointed Directors on whatever terms the Directors decide.

## **2.10 Remuneration of Directors**

Subject to clause Part 5, 2.13, a Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:

- (a) paid by the Company for services rendered to it other than as a Director; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the Directors, a Committee or the Company; or
  - (ii) otherwise engaged in the affairs of the Company.

## **2.11 Honorarium**

The Company may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

## **2.12 Removal of Director**

(a) Subject to the provisions of the Corporations Act, the Company may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.

(b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause** Part 5, 2.13(a) cannot be re-appointed as a Director within two years of their removal.

## **2.13 Vacation of office**

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) is removed in accordance with clause Part 5, 2.12

- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns from office by notice in writing to the Company;
- (d) accepts appointment to, or becomes the holder of, a disqualifying position as set out in clause Part 5, 2.3 and does not resign from that position within 30 days;
- (e) is not present at three consecutive Directors' meetings without leave of absence from the Directors; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Act.

## **2.14 Alternate Director**

A Director cannot appoint an alternate.

# **3 Powers and Duties of Directors**

## **3.1 Directors to manage the Company**

The Directors are to manage the Company's business and may exercise those of the Company's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in General Meeting.

## **3.2 Specific powers of Directors**

Without limiting clause Part 5, 3.1 the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

## **3.3 Time, etc**

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

### **3.4 Appointment of attorney**

The Directors may appoint any person to be the Company's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

### **3.5 Provisions in power of attorney**

A power of attorney granted under clause Part 5, 3.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

### **3.6 Delegation of powers**

(a) Without limiting clause Part 5, 6.4 the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of the Company or any other person as they think fit.

(b) Any delegation by the Directors of their powers:

(i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;

(ii) may be either general or limited in any way provided in the terms of the delegation;

(iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and

(iv) may include the power to delegate.

(c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.

(d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

## **4 Proceedings of Directors**

### **4.1 Directors meetings**

(a) Subject to clause Part 5, 4.1(b), the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

(b) The Directors must meet at least six times in each calendar year.

### **4.2 Questions decided by majority**

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

### **4.4 Quorum**

A majority of Directors present constitutes a quorum.

### **4.5 Effect of vacancy**

(a) The continuing Directors may act despite a vacancy in their number.

(b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the



vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

## **4.6 Convening meetings**

(a) A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.

(b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, facsimile or other electronic means.

(c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Company in person or by post or by telephone, facsimile or other electronic means.

(d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.

(e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of Directors.

## **4.7 Election of Chairperson**

(a) The Directors may elect one of their members to be the Chairperson by a majority vote.

(b) The Director elected to be Chairperson under clause Part 5, 4.7(a) will remain Chairperson for the duration of their term of office as Director and shall chair any meeting of Directors unless the resolution electing a person as the Chairperson specifies a fixed term for the appointment.

(c) Despite clause Part 5, 4.7(b), if:

(i) there is no person elected as Chair; or

(ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or

(iii) the Chair is unwilling to act,

the Directors present may elect one of their number to be Chair of the meeting.

## **4.8 Circulating resolutions**

(a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.

(b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of clause Part 5, 4.8(a) and is taken to be signed when received by the Company in legible form.

(c) The resolution is passed when the last Director signs.

## **4.9 Validity of acts of Directors**

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

## **4.10 Directors' Interests**

(a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.

(b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.

(c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

(d) The CEO shall maintain a register of declared interests.

## **4.11 Minutes**

The Directors must cause minutes of meetings to be made and kept according to the Corporations Act.

# **5 Telecommunication Meetings of the Company**

## **5.1 Telecommunication Meeting**

(a) A General Meeting or a Directors' Meeting may be held by means of a Telecommunication Meeting, provided that:

(i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and

(ii) the meeting is convened and held in accordance with the Corporations Act.

(b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause Part 5, 5.

## **5.2 Conduct of Telecommunication Meeting**

The following provisions apply to a Telecommunication Meeting of the Company:

(a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

(b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

(c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;

(d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;

(e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and

(f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

## **6 Chief Executive Officer**

### **6.1 Appointment of CEO**

The Directors may appoint a CEO.

### **6.2 Powers, duties and authorities of CEO**

(a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

(b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

### **6.3 Suspension and removal of CEO**

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

### **6.4 Delegation by Directors to CEO**

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:

(a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;

(b) manage the financial and other reporting mechanisms of the Company;

(c) approve and incur expenditure subject to specified expenditure limits;

(d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Company; and

(e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

## **6.5 CEO to attend meetings**

The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

# **7 Company Secretary**

## **7.1 Appointment of Company Secretary**

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

## **7.2 Suspension and removal of Company Secretary**

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

## **7.3 Powers, duties and authorities of Company Secretary**

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

# **8 Committees**

## **8.1 Committees**

The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

## **8.2 Powers delegated to Committees**

(a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.

(b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

## **8.3 Committee meetings**

Unless otherwise determined by the Directors, committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

# **9 Policies**

## **9.1 Making and amending Policies**

(a) The Directors may from time to time make policies:

(i) that are required to be made under this Constitution; and

(ii) which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those policies.

(b) The Company in General Meeting may amend, repeal or replace any policy made by the Directors without affecting the validity of acts or decisions made by the Directors or anyone authorised to act pursuant to that policy.

## **9.2 Effect of Policies**

A Policy:

(a) is subject to this Constitution;

(b) must be consistent with this Constitution;

(c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and

(d) may be overruled if a resolution to that effect is passed by the Members at a General Meeting.