

AUSTRALIAN EMERGENCY CARE PROVIDERS LIMITED

A.C.N. 131 959 281

CONSTITUTION

PRELIMINARY

Company Name

1. The name of the Company is AUSTRALIAN EMERGENCY CARE PROVIDERS LIMITED.

Company Type

2. The Company is a public company limited by guarantee.

Member Liability and Guarantee

3. The liability of Members is limited.
4. Each Member undertakes to contribute **\$10.00 (Ten Dollars)** to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that the person ceased to be a Member, for payment of the debts and liabilities of the Company contracted before that person ceased to be a Member, payment of costs charges and expenses of winding up the Company, and adjustment of the rights of contributories among themselves.

No Distribution to Members

5. The Company must not make any distribution to any Members, whether by way of dividend, surplus on winding up or otherwise. This Clause does not prevent the payment in good faith by the Company of reasonable remuneration to any Member for goods or services supplied by that Member to the Company in the ordinary course of business, the payment of interest at a reasonable rate on money borrowed by the Company from any Member, the payment of reasonable rent for premises leased to the Company by any Member, the payment of directors fees to any representative of a Member that is elected to the Board or the payment of any other reasonable amount of a similar character to those described in this Clause.

Replaceable Rules

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

Objects

7. The objects of the Company are to:
 - (a) advance public knowledge and understanding of the practices of public authorities administering and regulating to the First Aid Industry;
 - (b) advance education in relation to the First Aid Industry;
 - (c) advance the interests of the First Aid Industry in Australia;
 - (d) encourage and facilitate the study of best practices of emergency care providers;
 - (e) disseminate information concerning the work of emergency care providers;

- (f) establish, subsidise, promote, cooperate with, receive into union or affiliation, subscribe to, donate to, become a member of, control, manage, lend or give monetary assistance to organisations incorporated or not incorporated within the Commonwealth of Australia or elsewhere, which might further the objects of the Company; and
 - (g) promote, encourage, maintain, support and assist research and development activities including scientific research defined in Section 73A of the *Income Tax Assessment Act 1936* as amended.
8. The income and property of the Company must be applied solely to promote the objects of the Company.

INTERPRETATION

9. In this Constitution:

"Alternate Director" means a person for the time being holding office as an alternate director of the Company.

"Board" means the Board of Directors of the Company.

"Business Day" means a day except a Saturday, Sunday or public holiday in the jurisdiction under the Corporations Act which the Company is taken to be registered.

"By-Laws" means the by-laws of the Company prescribed, adopted or amended by the Board from time to time.

"Cessation Event" means:

- (a) if a Member is an individual, death or bankruptcy of that Member, or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health: or
- (b) if a Member is a body corporate, the deregistration of that Member.

"Chairperson" means the person elected as the Chairperson of the Board of Directors.

"Corporations Act" means the *Corporations Act, 2001 (Commonwealth)*, as modified or re-enacted from time to time, and where appropriate, includes any regulations issued under it.

"Directors" means the directors of the Company for the time being.

"Expulsion Event" means, in respect of a Member:

- (a) the Member has wilfully refused or neglected to comply with the provisions of this Constitution;
- (b) the conduct of the Member, in the opinion of the Directors, is unbecoming of the Member or prejudicial to the objects, interests or reputation of the Company; or
- (c) the Member is, or any step is taken for the Member to become, an externally administered body corporate (whether or not the Member is a body corporate).

"Legal Costs" of a person means legal costs incurred by that person in defending an action for a Liability of that person.

"**Liability**" of a person means any liability incurred by that person as an officer of the Company or a subsidiary of the Company.

"**Managing Director**" means the person who is appointed to that office by the Board from time to time pursuant to Clause 40.

"**Member**" means a person who is a member of the Company.

"**National Executive Committee**" means a committee of Directors established in accordance with Clause 89.

"**Officer**" has the same meaning given to the term under Section 9 of the Corporations Act.

"**Office Bearers**" mean those persons appointed to hold office pursuant to Clause 46.

"**Personal Representative**" means the legal personal representative, executor or administrator of the estate of a deceased person.

"**President**" means the person appointed to that office pursuant to Clause 46.

"**Register**" means the register of Members kept under the Corporations Act and, where appropriate, includes any branch register.

"**Relevant Officer**" means a person who is, or has been, an officer of the Company (including a Director or Secretary) or an officer of a subsidiary of the Company.

"**Secretary**" means a company secretary of the Company for the time being.

"**State**" means a State of Australia and unless the Board resolves otherwise, for the purposes of this Constitution, includes the Australian Capital Territory and the Northern Territory.

"**State Representative**" means a Member who is appointed by the Board to represent a State pursuant to Clause 54.

"**Vice-President**" means the person appointed to that office pursuant to Clause 46.

10. In this Constitution, unless the context requires otherwise:
 - (a) a reference to a meeting of Members includes a meeting of any class of Members;
 - (b) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy, attorney or representative; and
 - (c) a reference to a notice or document in writing includes a notice or document given by fax or another form of written communication.
11. In this Constitution, unless the context indicates a contrary intention, words importing the singular include the plural (and vice versa), words indicating a gender include every other gender, and the word "**person**" includes a corporation.
12. Unless the context indicates a contrary intention, an expression in a provision of this Constitution that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act and an expression in a provision of this Constitution that is defined in section 9 of the Corporations Act has the same meaning as in that section.

DIRECTORS

Number and Appointment

13. The Company must have not less than three (3) Directors and, unless the Company resolves in general meeting to the contrary, must not consist of more than twelve (12) directors. The Company in general meeting may by **ordinary** resolution alter the maximum or minimum number of Directors provided that the minimum number is not less than three (3).
14. Subject to the other provisions in this Constitution, Directors will be appointed for a term of two (2) years.
15. A Director is eligible for re-appointment for two (2) further consecutive terms of two (2) years
16. If the number of Directors is below the minimum fixed by this Constitution, the Directors must not act except:
 - (a) in emergencies;
 - (b) for appointing one or more directors in order to make up a quorum for a meeting of Directors; or
 - (c) to call and arrange to hold a meeting of Members.
17. Subject to the Corporations Act, the Directors may appoint any person as a Director.
18. The Company in general meeting may by ordinary resolution appoint any person as a Director.
19. A Director must be a Member.

Resignation

20. A Director may resign from office by giving the Company notice in writing.

Removal

21. Subject to the Corporations Act, the Company in general meeting may by ordinary resolution remove any Director, and if thought fit, appoint another person in place of that Director.
22. Subject to the Corporations Act, the Directors may at any time appoint any person as a Director either to fill a casual vacancy or as an addition to their number. Any Director so appointed shall only hold office until the next Annual General Meeting of the Company after the appointment is made.
23. The Directors may act despite any vacancy in their body but if the number falls below the minimum fixed (if any) under this Constitution, the Directors may act for the purpose of increasing the number of Directors to the minimum number required to convene a general meeting or in emergencies but for no other purpose.

Vacancies

24. A Director ceases to be a Director if:
 - (a) the Director becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health;
 - (b) the Director resigns or is removed under this Constitution;

- (c) the Director becomes bankrupt or makes any arrangement or composition with their creditors generally; or
- (d) ceases to be a director by virtue of the Corporations Act or becomes prohibited from being a director by reason of any order made under the Corporations Act.

Alternate Directors

- 25. With the approval of a majority of the other Directors, a Director may appoint a person as an alternate director of that Director for any period. An Alternate Director must not be a Member.
- 26. The appointing Director may terminate the appointment of his Alternate Director at any time. A notice of appointment, or termination of appointment, of an Alternate Director is effective only if the notice is in writing, the notice is signed by the Director who appointed that Alternate Director, and the Company is given a copy of the notice.
- 27. If the Director who appointed an Alternate Director is not present at a meeting of Directors, that Alternate Director may, subject to this Constitution and the Corporations Act, exercise all powers (except the power under Clause 25) that the appointing Director may exercise. However, an Alternate Director cannot exercise any powers of his appointing Director if that appointing Director ceases to be a Director.
- 28. Subject to Clause 30, the Company is not required to pay any remuneration to an Alternate Director.
- 29. The Company must not pay any fees to a Director for performing that person's duties and responsibilities as a Director. The Company must not pay any amount to a Director unless that payment has been approved by the Directors.
- 30. The Company must pay all reasonable travelling, accommodation and other expenses that a Director or Alternate Director properly incurs in attending meetings of Directors or any meetings of committees of Directors, in attending any meetings of Members, and in connection with the business of the Company.

Directors Disclosure of Interests

- 31. A Director may:
 - (a) hold an office or place of profit (except as auditor) in the Company, on any terms as the Director resolve;
 - (b) hold an office or otherwise be interested in any related body corporate of the Company or other body corporate in which the Company is interested; or
 - (c) act, or the Director's firm may act, in any capacity for the Company (except as auditor) or any related body corporate of the Company or other body corporate in which the Company is interested,and retain the benefits of doing so if the Director discloses in accordance with the Corporations Act the interest giving rise to those benefits.
- 32. Subject to the Corporations Act, if a Director discloses the interest of the Director in accordance with the Corporations Act, the Director may:
 - (a) contract or make an arrangement with the Company, or related body corporate of the Company or a body corporate in which the Company is interested, in any matter in any capacity;

- (b) be counted in a quorum for a meeting of Directors considering that contract or arrangement, and vote on whether the Company enters into the contract or arrangement, and on any matter that relates to the contract or arrangement;
 - (c) sign on behalf of the Company, or witness the fixing of the common seal of the Company (if any) to, any document in respect of the contract or arrangement; and
 - (d) retain the benefits under the contract or arrangement.
33. The Secretary must record all declarations in the minutes of the relevant meeting.
34. The Board shall, at its absolute discretion, determine whether the interest of a Director is material.
35. Where such interest is material no payment or benefit shall be paid by the Company for such services other than for the recovery of fair and reasonable out of pocket expenses, unless the Board gives specific approval for such additional payments or benefits.
36. A Director's failure to make disclosure under this Clause does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
37. No Director shall vote as a Director in respect of any contract or arrangement in which he has a material interest and if a Director does purport to vote his vote shall not be counted unless the Director's interest has been disclosed in accordance with Clause 32.
38. A Director may not attest the affixing of the common seal to any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.
39. A general notice given to the Board by a Director that the Director is an Officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Directors than was stated in the notice

MANAGING DIRECTOR

40. The Directors may appoint one or more of themselves to the office of Managing Director, for any period and on any terms the Directors resolve. Subject to any agreement between the Company and a Managing Director, the Directors may remove or dismiss a Director from the office of Managing Director at any time, with or without cause. The Directors may revoke or vary the appointment of a Director to the office of Managing Director or any power delegated to a Managing Director. A person ceases to hold the office of Managing Director if the person ceases to be a Director.
41. The Managing Directors shall:
- (a) be responsible for the day to day management and operation of the Company; and
 - (b) implement the strategic direction of the Company.
42. In addition to the powers under Clause 41, the Directors may delegate any of their powers (including the power to delegate) to a Managing Director. A Managing Director must exercise the powers delegated to him or her in accordance with any directions of the Directors. The exercise of a power by a Managing Director is as effective as if the Directors exercised the power.

SECRETARY

43. Appointment and Tenure

The Directors may appoint one or more Secretaries, for any period and on any terms (including as to remuneration) the Directors resolve.

44. Subject to any agreement between the Company and a Secretary, the Directors may remove or dismiss a Secretary at any time, with or without cause. The Directors may revoke or vary the appointment of a Secretary.

45. The Company must have at least one Secretary ordinarily residing in Australia.

PRESIDENT AND VICE PRESIDENT

46. Appointment

No later than 30 November each year, the Board shall in meeting:

(a) subject to Clause 46(b), appoint a new Vice President from among the Directors;

(b) appoint the current Vice-President to the position of President unless:

(i) the person currently holding office as President is re-elected by the Board to that position; or

(ii) the Board resolves otherwise, in which event the Board shall appoint a new President from among the Directors; and

(c) confirm the appointment of other Office Bearers (if any).

47. Subject to the provisions in this Constitution regarding removal from office, the President and Vice President may stand for re-election.

48. The duties and responsibilities of the President, the Vice President and other Office Bearers (if any) will be determined by the Board from time to time.

Election of Office Bearers

49. Nominations for Office Bearers must be made in writing, signed by two Members and be accompanied by the written consent of the candidate (which may be endorsed on the nomination).

50. Nominations must be delivered to the Secretary at least seven (7) days before the date for the holding of the Annual General Meeting in which the election of Office Bearers is to take place.

51. If the number of nominations received is less than the required number of vacancies to be filled, the nominated candidates are taken to be elected and further nominations may be received at the Annual General Meeting.

52. If the number of nominations received is equal to the number of vacancies to be filled, the nominated candidates are taken to be elected.

53. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the Annual General Meeting in such usual and proper manner as the Board may direct.

STATE REPRESENTATIVES

54. The Board may from time to time appoint Members to be State Representatives for the purpose of representing that State.
55. Nothing in this Constitution affects the validity of any State Representatives existing at the date of adoption of this Constitution.
56. The Board may from time to time define the powers, authorities and procedures to be followed by State Representatives in the By-Laws and vary, amend, add to and remove such powers, authorities and procedures.
57. The Board shall from time to time delegate for such period and on such terms as it thinks fit such of its powers to State Representatives and revoke such powers at any time in its discretion.
58. The Board may at any time remove a State Representative if a majority of the Directors resolve that the State Representative is unable to carry on its affairs in accordance with the directions of the Board and in the best interests of the Company.
59. A State Representative must be a Member.

POWERS OF THE COMPANY AND DIRECTORS

60. The Company may exercise in any manner permitted by the Corporations Act any power which a public company limited by guarantee may exercise under the Corporations Act. The business of the Company is managed by or under the direction of the Directors. The Directors may exercise all the powers of the Company except any powers that the Corporations Act or this Constitution requires the Company to exercise in general meeting.

Execution of Documents

61. Without limiting the manner in which the Company may execute any contract, including as permitted under Section 126 of the Corporations Act, the Company may execute any agreement, deed or other document by:
 - (a) two Directors signing the same; or
 - (b) one Director and one Secretary signing the same.
62. Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

General Powers

63. Subject to the Corporations Act and this Constitution, the management and control of the business and affairs of the Company shall be vested in the Directors who may exercise all powers of the Company which are not by the Corporations Act or this Constitution required to be exercised by the Company in general meeting.
64. No resolution passed by the Company in general meeting shall have the effect of invalidating any prior act of the Directors which would have been valid if the resolution had not passed.

Borrowing Powers

65. The Directors may exercise all the powers of the Company to:
- (a) raise or borrow any sum or sums of money for the purposes of the Company; and
 - (b) secure the payment or repayment of any amount payable by the Company and any other obligation or liability in such manner and on such terms and conditions as they think fit whether upon the security of any mortgage or charged upon all or any of the property, undertaking and assets of the Company both present and future.

Negotiable Instruments

66. The Directors may resolve, generally or in a particular case, that any signature on certificates of Membership of the Company may be affixed by mechanical or other means.
67. Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in the manner and by the persons as the Directors resolve.

Delegation of Powers

68. The Directors may delegate any of their powers (including this power to delegate) to a committee of Directors, a Director, an employee of the Company or any other person. The Directors may revoke or vary any power so delegated. A committee or delegate must exercise the powers delegated in accordance with any directions of the Directors. The exercise of a power by the committee or delegate is as effective as if the Directors exercised the power.
69. The Directors may appoint any person to be attorney or agent of the company for any purpose for any period and on any terms (including as to remuneration) the Directors resolve. The Directors may delegate any of their powers (including the power to delegate) to an attorney or agent. The Directors may revoke or vary that appointment or any power delegated to an attorney or agent.
70. Any act done by a person as a Director or Secretary is effective even if the appointment of that person, or the continuance of that appointment, is invalid because the Company or that person did not comply with this Constitution or any provision of the Corporations Act. This Clause does not deal with the question whether an effective act by a person binds the Company in its dealings with other people or makes the Company liable to another person.

MEETINGS OF DIRECTORS

Convening

71. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
72. A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of Directors by giving at least twenty-four (24) hours notice of the meeting to all Directors except a Director who the person convening the meeting reasonably believes to be outside Australia.
73. Notice of a meeting of Directors need not be in writing.
74. Without limiting the discretion of the Directors to regulate their meetings under this Clause, a meeting of the Directors may with the consent of all Directors consist of a conference between Directors some or all of whom are in different places if each Director who participates is able:

- (a) to hear each of the other participating Directors addressing the meeting; and
 - (b) if they so wish, to address each of the other participating Directors simultaneously whether directly, by conference telephone, video conferencing facility or any other form of communications equipment or by a combination of such methods. A meeting held in this way will be taken for the purposes of the Constitution to be held at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place where the Chairperson of the meeting participates. Any Director may, by prior notice to the Secretary, indicate that they wish to participate in a meeting in such manner. In this event, the Directors, if they all consent to the meeting being held in the manner referred to in this Clause shall procure that an appropriate conference facility is arranged at the expense of the Company. A Director who has consented to a meeting being held in the manner referred to in this Clause may only withdraw his consent within a reasonable period before the meeting.
75. No Director may leave a conference by disconnecting his means of communication unless he has previously obtained the express consent of the Chairperson of the meeting. A Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he has previously obtained the express consent of the Chairperson to leave the conference.
76. All resolutions of the Directors passed at a meeting of Directors where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors.

Notice

77. Reasonable notice of a meeting of Directors must be given to each Director and Alternate Director.

Quorum

78. Until the Directors resolve to the contrary two (2) Directors personally present (or in conference in accordance with this Constitution) form a quorum and a quorum must be present at all times during the meeting. A Director who is disqualified from voting on a matter pursuant to this Constitution shall be counted in the quorum despite that disqualification.
79. A quorum for a meeting of Directors must be present at all times during the meeting. Subject to the Corporations Act, a quorum for a meeting of Directors is, if the Directors have fixed a vote on a resolution that may be proposed at that meeting. In determining whether a quorum for a meeting of Directors is present:
- (a) where a Director has appointed an Alternate Director, that Alternate Director is counted if the appointing Director is not present;
 - (b) where a person is present as Director and an Alternate Director for another Director, that person is counted separately provided that there is at least one other Director or Alternate Director present, and
 - (c) where a person is present as an Alternate Director for more than one Director, that person is counted separately for each appointment provided that there is at least one other Director or Alternate Director present.

80. If there are not enough persons to form a quorum for a meeting of Directors, one or more of the Directors (including those who have an interest in a matter being considered at that meeting) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

Chairperson

81. The Directors may appoint a Director to the office of Chairperson for any period they resolve, or if no period is specified, until that person ceases to be a Director. The Directors may remove a Director from the office of Chairperson at any time.
82. The Chairperson must (if present within five (5) minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Directors. If there is no Chairperson, or the Chairperson is not present within five (5) minutes after the time appointed for the holding of a meeting of Directors or is present within that time but is not willing to chair all or part of that meeting, then the Directors present must elect one of themselves to chair all or part of the meeting of Directors.

Voting

83. A resolution of Directors is passed if more votes are cast in favour of the resolution than against it. Subject to this Constitution and this Clause, each Director has one (1) vote on a matter arising at a meeting of the Directors. In determining the number of votes a Director has on a matter arising at a meeting of Directors:
- (a) where a person is present as Director and an Alternate Director for another Director, that person has one (1) vote as a Director and, subject to this Constitution, one (1) vote as an Alternate Director; and
 - (b) where a person is present as an Alternate Director for more than one (1) Director, that person has, subject to this Constitution, one (1) vote for each appointment.

Casting Vote

84. Subject to the Corporations Act, in case of an equality of votes on a resolution at a meeting of Directors, the Chairperson of that meeting has a casting vote on that resolution in addition to any vote the Chairperson has in his capacity as a Director in respect of that resolution.

Circular Resolutions by Directors

85. A resolution in writing signed by a majority of the Directors for the time being entitled to vote in relation to the resolution (not being less than a quorum) and stating that the signatories are in favour of the resolution will be as valid and effectual from the time it is signed by the last Director as if it had been passed at a duly convened meeting of Directors provided each Director has received twenty-four (24) hours notice of the resolution.
86. A resolution in writing may consist of several documents in like form each signed by one or more Directors.
87. Every such resolution shall be deemed to have been passed on the day and at the time at which the document was last signed by a Director.
88. A facsimile transmission which is received by the Company and which purports to have been signed by a Director shall for the purposes of this Clause be taken to be in writing and signed by that Director at the time of the receipt of the facsimile transmission by the Company in legible form.

NATIONAL EXECUTIVE COMMITTEE

89. The Directors may form and delegate any of their powers to the National Executive Committee and may from time to time revoke such delegation.
90. The National Executive Committee shall consist of Members who hold office as chairperson, vice-chairperson and any other positions determined by the Board from time to time.
91. The Secretary and Managing Director shall also be members of the National Executive Committee.
92. The National Executive Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Directors.
93. The meetings and proceedings of the National Executive Committee consisting of more than one (1) person will be governed by the provisions for regulating the meetings and proceedings of the Directors contained in this Constitution.
94. A minute of all the proceedings and decisions of the National Executive Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Corporations Act and this Constitution to be made entered and signed.

Election of National Executive Committee Members

95. Nominations for National Executive Committee members must be made in writing, signed by two Members and be accompanied by the written consent of the candidate (which may be endorsed on the nomination).
96. Nominations must be delivered to the Secretary at least seven (7) days before the date for the holding of the Annual General Meeting in which the election for National Executive Committee members is to take place.
97. If the number of nominations received is less than the required number of vacancies to be filled, the nominated candidates are taken to be elected and further nominations are to be received at the Annual General Meeting.
98. If the number of nominations received is equal to the number of vacancies to be filled, the nominated candidates are taken to be elected.
99. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the Annual General Meeting in such usual and proper manner as the Board may direct.

VALIDATION OF ACTS OF DIRECTORS

100. All acts done:
 - (a) at any meeting of the Directors; or
 - (b) by a committee of Directors; or
 - (c) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

MEETINGS OF MEMBERS

Convening

101. While the Company has only one Member, the Company may pass a resolution by that Member signing a record in writing of that resolution.
102. Subject to the Corporations Act, the Directors may call a meeting of Members. The Directors must call and arrange to hold a general meeting on the request of Members, and the Members may call and arrange to hold a general meeting, as provided by the Corporations Act.
103. A Member shall be entitled to convene a general meeting in accordance with the provisions of the Corporations Act.
104. The Company must hold an Annual General Meeting if required by, and in accordance with, the Corporations Act

Notice

105. Subject to the Corporations Act, the Company must give not less than twenty-one (21) days notice of a meeting of Members. The Company may call an Annual General Meeting on shorter notice if all Members entitled to attend and vote at the Annual General Meeting agree beforehand. The Company may call a general meeting (not being an Annual General Meeting) on shorter notice if Members with at least ninety-five per cent (95%) of the votes that may be cast at the meeting agree beforehand.
106. Notice of a meeting of Members must be given to each Member, each Director, each Alternate Director and any auditor of the Company.
107. A notice of a meeting of Members must:
 - (a) set out the place, date and time for the meeting (and if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this);
 - (b) state the general nature of the business of the meeting; and
 - (c) set out or include any other information or documents specified by the Corporations Act.
108. Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid if either or both:
 - (a) a person does not receive notice of the meeting; or
 - (b) the Company accidentally does not give notice of the meeting to a person.
109. A meeting of Members may be held in two (2) or more places linked together by any technology that gives the Members as a whole in those places a reasonable opportunity to participate in proceedings, enables the Chairperson to be aware of proceedings in each place, and enables the Members in each place to vote on a show of hands and on a poll.
110. Each Member and any auditor of the Company is entitled to attend any meetings of Members. Subject to this Constitution, each Director is entitled to attend and speak at all meetings of Members.

Quorum

111. A quorum for a meeting of Members must be present at all times during the meeting. A quorum for a meeting of Members is two (2) Members (or in the case of one (1) Member, that member only) entitled to vote at that meeting. In determining whether a quorum for a meeting of Members is present:
- (a) where more than one proxy, attorney or representative of a Member is present, only one of those persons is counted;
 - (b) where a person is present as a Member and as a proxy, attorney or representative of another Member, that person is counted separately for each appointment provided that there is at least one other Member present; and
 - (c) where a person is present as a proxy, attorney or representative for more than one Member, that person is counted separately for each appointment provided that there is at least one other Member present.
112. If a quorum is not present within fifteen (15) minutes after the time appointed for a meeting of Members:
- (a) if the meeting was called by the Directors at the request of Members or was called by the Members, the meeting is dissolved; and
 - (b) any other meeting is adjourned to the date, time and place as the Directors may by notice to the Members appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned.
113. If a quorum is not present within fifteen (15) minutes after the time appointed for an adjourned meeting of Members, the meeting is dissolved

Chairperson

114. The Chairperson shall be entitled to preside as chair at every meeting.
115. The Chairperson must (if present within fifteen (15) minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Members. If at a meeting of Members, there is no Chairperson, or the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of a meeting of Members, or is present within that time but is not willing to chair all or part of that meeting, the Members present must elect another person present and willing to act to chair all or part of that meeting.
116. Subject to the Corporations Act, the Chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.

Voting on Resolutions

117. Subject to the Corporations Act, a resolution is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution. Unless a poll is requested in accordance with this Constitution a resolution put to the vote at a meeting of Members must be decided on a show of hands.
118. Before a vote on a resolution is taken, the Chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

119. A declaration by the Chairperson of a meeting of Members that a resolution on a show of hands is passed, passed by a particular majority, or not passed, and a record of that declaration in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

Polls

120. A poll may be demanded on any resolution at a meeting of Members. A poll may be demanded by at least five (5) Members present and entitled to vote on that resolution, one or more Members present and who are together entitled to at least five per cent (5%) of the votes that may be cast on that resolution on a poll, or the Chairperson of that meeting. A poll may be demanded before a vote on that resolution is taken, or before or immediately after the results of the vote on that resolution on a show of hands are declared. A demand for a poll may be withdrawn.
121. If a poll is demanded, it must be taken in such manner and at such time and place as the Chairperson of the meeting directs.
122. A poll demanded on a resolution at a meeting of Members for the election of a Chairperson of that meeting or the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution must be taken in the manner and at the time and place the Chairperson directs. The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting. A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

Adjournment

123. Subject to the Corporations Act, the Chairperson may adjourn a meeting of Members to any day, time and place, and must adjourn a meeting of Members if the Members present with a majority of votes that may be cast at that meeting agree or direct the Chairperson to do so. The Chairperson may adjourn that meeting to any day, time and place. The Company is only required to give notice of a meeting of Members resumed from an adjourned meeting if the period of adjournment exceeds twenty-one (21) days. Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.
124. Subject to the Corporations Act, the Directors may at any time postpone or cancel a meeting of Members by giving notice not less than 5 Business Days before the time at which the meeting was to be held to each person who is, at the date of the notice a Member, a Director or Alternate Director; or auditor of the Company. A general meeting called by the Directors at the request of Members or called by the Members must not be cancelled by the Directors without the consent of the Members who requested or called the meeting.

Voting on Resolutions

125. Subject to this Constitution and any rights or restrictions attached to a class of Membership, at a meeting of Members, every Member present has one vote on a show of hands and on a poll.
126. In the case of an equality of votes on a resolution at a meeting of Members, the Chairperson of that meeting does not have a casting vote on that resolution either on a show of hands or on a poll.
127. A Member present at a meeting of Members is not entitled to vote on any resolution if any fees or any other amount due and payable by that Member to the Company under this Constitution have not been paid, or where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction. The Company must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that person is not entitled to vote on that resolution.

128. The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member is present in person at that meeting.
129. An objection to the qualification of any person to vote at a meeting of Members may only be made at that meeting (or any resumed meeting if that meeting is adjourned), to the Chairperson of that meeting. Any objection must be decided by the Chairperson of the meeting of Members, whose decision, made in good faith, is final and conclusive.

PROXIES

130. Appointment of Proxies

A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll:

- (a) in person or, if the Member is a body corporate, by its representative appointed in accordance with the Corporations Act; or
- (b) by not more than one proxy or by not more than one attorney.

131. A proxy, attorney or representative of a Member need not be a Member. A Member may appoint a proxy, attorney or representative for all or any number of meetings of Members, or a particular meeting of Members.

Instrument of Appointment

132. An instrument appointing an attorney or representative must be in a form as the Directors may prescribe or accept. An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains the name and address of that Member, the name of the Company, the name of the proxy or the name of the office of the proxy, and the meetings of Members at which the proxy may be used. The Chairperson of a meeting of Members may determine that an instrument appointing a proxy is valid even if it contains only some of this information.
133. Subject to the Corporations Act, the decision of the Chairperson of a meeting of Members as to the validity of an instrument appointing a proxy, attorney or representative is final and conclusive.
134. If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is the person specified by the Company in the form of proxy in the case the Member does not choose, or if no person is so specified, the Chairperson of that meeting.
135. A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a meeting of Members. The appointment of a proxy or attorney by a Member may specify the proportion or number of the Member's votes that the proxy or attorney may exercise.
136. Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote.
137. An appointment of proxy or attorney for a meeting of Members is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) before the time scheduled for commencement of that meeting (or any adjournment of that meeting).

138. Unless the Company has received notice in writing of the matter before the time scheduled for the commencement of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy, attorney or representative is, subject to this Constitution, valid even if, before the person votes there is a Transmission Event in respect of that Member, that Member revokes the appointment of that person or that Member revokes the authority under which the person was appointed by a third party.
139. An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
140. An instrument of proxy may be revoked by a Member at any time by notice in writing to the Company.

Lodgement of Proxies

141. An instrument appointing:
- (a) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
 - (b) an attorney to exercise a Member's voting rights at a general meeting or a certified copy of that power of attorney,
- must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than forty-nine (49) hours (or such shorter period as the Directors may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote and in default the instrument of proxy or the power of attorney will not be treated as valid.
142. For the purposes of this Clause it will be sufficient that any document required to be lodged by a Member be received in legible form by facsimile at the place at which the document is required to be delivered by the Member and the document shall be regarded as received at the time the facsimile was received at that place.

Validity of Proxies

143. A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:
- (a) the death or unsoundness of mind of the Member;
 - (b) the bankruptcy or Liquidation of the Member;
 - (c) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument of power was granted if the Company has not received at its office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation at least forty-nine (49) hours (or such shorter period as the Directors may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.
144. A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

Voting Rights of Proxies

145. The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.
146. Unless a Member by the instrument of proxy directs the proxy to vote in a certain manner the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
147. A proxy will not be revoked by the appointor attending and taking part in any general meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.
148. The Chairperson of a general meeting may require any person acting as a proxy to establish to the satisfaction of the Chairperson that he is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish their identity, they may be excluded from voting.

MEMBERS

Admission

149. The number of Members of the Company is unlimited.
150. The Members of the Company shall be:
- (a) the persons who are specified in the application for registration of the Company as persons who consent to becoming Members;
 - (b) any other person admitted to membership by the Board in accordance with this Constitution; or
 - (c) corporations or other organisations that wish to be associated with the Company and who are admitted to membership by the Board in accordance with this Constitution;
151. Any person is eligible to apply to become a Member. Each applicant to become a Member must sign and deliver to the Company an application in the form which the Directors determine and pay any initial fee which the Directors determine. The Directors determine whether an applicant may become a Member. The Directors are not required to give any reason for the rejection of any application to become a Member.
152. If an application to become a Member is accepted, the Company must give written notice of the acceptance to the applicant and enter the applicant's name in the Register. If an application to become a Member is rejected, the Company must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.
153. The rights of being a Member are not transferable whether by operation of law or otherwise.
154. A person will cease to be a Member if the Member resigns, if the Member is expelled under, or if a Cessation Event occurs in respect of that Member in accordance with this Constitution. The estate of a deceased Member is not released from any liability in respect of that person being a Member.

Ceasing to be a Member

155. A Member may resign as a Member by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.

156. Any Member ceasing to be a Member will not be entitled to any refund (or part refund) of any annual subscription paid and will continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation or ceasing to be a Member and for all other moneys due by him to the Company.

Expulsion

157. Subject to Clause 146, the Directors may resolve to expel a Member if:
- (a) an Expulsion Event occurs in respect of the Member; and
 - (b) the Company gives that Member at least ten (10) Business Days notice in writing stating the Expulsion Event and that the Member is liable to be expelled, and informing the Member of its right under this Constitution to explain or defend themselves.
158. Before the passing of any resolution to expel a Member, a Member is entitled to give the Directors, either orally or in writing, any explanation or defence of the Expulsion Event the Member may think fit.
159. Where a resolution is passed to expel a Member, the Company must give that Member notice in writing of the expulsion within ten (10) Business Days of the resolution.
160. A Member may by notice in writing to the Company within ten (10) Business Days of receipt of the notice of the Expulsion Event, request that a resolution to expel a Member be reviewed by the Company at the next general meeting. If such a request is made, the Directors must propose at the next general meeting of the Company that a resolution be moved to confirm the expulsion of the Member concerned.
161. A resolution to expel a Member takes effect:
- (a) if the Member gives a notice to expel a Member, the date (if any) the resolution is confirmed by a general meeting of the Company; or
 - (b) if the Member does not give a notice, the date of the resolution.
162. The Directors may reinstate an expelled Member on any terms and at any time as the Directors resolve, including a requirement that all amounts due but unpaid by the expelled Member are paid.

Forfeiture

163. If a Member does not pay an annual subscription within thirty (30) days of its due date then:
- (a) the Board will give the Member written notice of that fact; and
 - (b) if the full amount due is not paid by the Member within thirty (30) days of the date of the notice the Board may resolve that the Member's membership is forfeited. The resolution takes effect on the date of the resolution.

However the Board may reinstate the Member's membership on payment of all arrears if the Board thinks fit to do so.

Rights of a Member

164. Subject to the Corporations Act and the terms of a particular class of Membership, the Company may vary or cancel rights attached to being a Member of that class, or convert a Member from one class to another, by special resolution of the Company and either:

- (a) a special resolution passed at a meeting of the Members included in that class; or
- (b) the written consent of Members who are entitled to at least seventy-five per cent (75%) of the votes that may be cast in respect of Membership of that class.

The provisions in this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held in relation to rights of Members.

- 165. The Company may issue to each Member, free of charge one certificate evidencing that person as a Member.
- 166. The Company may issue a replacement certificate of being a Member if the Company receives and cancels the existing certificate or the Company is satisfied that the existing certificate is lost or destroyed, and the Member pays any fee as the Directors resolve.

FEES

- 167. The Directors may require the payment of fees or levies by Members in the amounts and at the times as the Directors resolve. The Directors may make fees payable for one or more Members for different amounts and at different times, and subject to the terms of Membership payable by instalments. The Directors may revoke or postpone fees or extend the time for payment of fees.
- 168. The Company must give Members at least ten (10) Business Days notice of fees payable by Members. A notice of fees must be in writing and specify the amount of the fee, and the time and place of payment of the fee. A fee is not invalid if a Member does not receive notice of the fee.
- 169. A Member must pay to the Company the amount of each fee made on the Member at the times and places specified in the notice of the fee. If a fee is payable in one or more fixed amounts on one or more fixed dates, the Member must pay to the Company those amounts on those dates.
- 170. A Member must pay to the Company interest at the rate of ten per cent (10%) per annum on any amount which is not paid on or before the time appointed for its payment, from the time appointed for payment to the time of the actual payment, and expenses incurred by the Company because of the failure to pay or late payment of that amount. The Directors may waive payment of all or any part of an amount payable under this Clause.
- 171. The Company may recover an amount due and payable under this Constitution from a Member by commencing legal action against the Member for all or part of the amount due.
- 172. The debt due in respect of an amount payable under this Constitution is sufficiently proved by evidence that the name of the Member sued is entered in the Register and there is a record in the minute books of the Company of the resolution requiring payment of the fee or the fixed amount.
- 173. The Company may accept from any Member all or any part of fees payable before that amount is due and payable. The Company may pay interest at any rate the Directors resolve on the amount paid before it is due and payable (from the date of payment until and including the date the amount becomes actually payable) and the Company may repay the amount so paid to that Member.

Treasurer

- 174. It is the duty of the Treasurer to ensure that:
 - (a) all money due to the Company is collected and received and that all payments authorised by the Company are made; and

- (b) correct books and accounts are kept showing the financial affairs of the Company including full details of all receipts and expenditure connected with the activities of the Company.

NOTICES AND PAYMENTS

- 175. The Company may give notice to a Member in person, by sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member, or by sending it to the fax number or electronic address (if any) nominated by that Member.
- 176. A notice of meeting sent by post to an address within Australia is taken to be given one Business Day after it is posted, or where to an address outside Australia, is taken to be given 5 Business Days after it is posted. Any other notice sent by post is taken to be given at the time of which the notice would be delivered in the ordinary course of post. A notice sent by fax is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax number.
- 177. The giving of a notice by post is sufficiently proved by evidence that the notice was addressed to the correct address of the recipient and was placed in the post.
- 178. The Directors may decide, generally or in a particular case, that a notice given by the Company be signed by mechanical or other means.
- 179. The Company may pay a person entitled to an amount payable in respect of Membership by crediting an account nominated in writing by that person, by cheque made payable to bearer, to the person entitled to the amount or any other person the person entitled directs in writing, or by any other manner as the Directors resolve. The Company may post a cheque under this Clause to the address in the Register of the Member or to any other address which that person directs in writing.

RECORDS

Minutes

- 180. The company must keep minute books in which it records within one month:
 - (a) proceedings and resolutions of meetings of Members;
 - (b) proceedings and resolutions of meetings of the Directors (including meetings of committees of Directors);
 - (c) resolutions passed by Members without a meeting; and
 - (d) resolutions passed by the Directors without a meeting.
- 181. The Company must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the Chairperson of that meeting or the Chairperson of the next meeting. The Company must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after that resolution is passed. A minute recorded and signed in accordance with this Clause is evidence of the proceeding or resolution to which it relates, unless the contrary is proved.

Register

- 182. The Company must establish and administer the Register in accordance with the Corporations Act. The Company may establish and administer a branch register of Members in accordance with the Corporations Act. The Company must allow inspection of the Register only as required by the Corporations Act. Unless proved incorrect, the Register is sufficient evidence of the matters shown in the Register.

Financial Records

183. The Directors shall cause proper financial records to be kept and must distribute copies of the financial reports of the Company and a Director's report in accordance with the requirements of the Corporations Act and also from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to the inspection of Members not being Directors.
184. The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act 2001.

Inspection by Members

185. Unless authorised by a resolution of Directors or the Corporations Act, a Member is **not** entitled to inspect the books of the Company.

BY LAWS

186. The Board may from time to time prescribe By-Laws of the Company on such matters considered necessary or expedient to carry out the objects of the Company or for the regulation, management and control of the Company's affairs.
187. By-Laws shall be adopted, amended or repealed by the Board in meeting by a majority of no less than two thirds of the Directors.
188. In any event of inconsistency between this Constitution and any By-Law, this Constitution prevails.

WINDING UP

189. On a winding up of the Company, the Members must determine one or more companies, associations or institutions whose constitution:
- (a) requires it to pursue only objects similar to those in this Constitution and, to apply its income in promoting those objects;
 - (b) prohibits it from making distributions to its members to at least the same extent as in this Constitution ; and
 - (c) if a company, prohibits it from paying fees to its directors and requires its directors to approve all other payments the company makes to its directors,
- to whom the liquidator must give or transfer any surplus on winding up.
190. If the Members fail to make a determination to give or transfer any surplus on winding up within twenty (20) Business Days of the winding up of the Company, the liquidator must make an application to the Supreme Court in the jurisdiction the Company is taken to be registered to make that determination.

INDEMNITY

Indemnity

191. To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such

Officer (or former Officer) shall be indemnified out of the funds of the Company under this Clause unless:

- (a) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Corporations Act.

Payment of Indemnity Policy Premium

192. To the extent permitted by law the Company may at the discretion of the Directors enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:

- (a) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
- (b) a contravention of Part 2B.1 of the Corporations Act.
The Directors shall have the discretion to approve the terms and conditions of any such policy of insurance.

193. Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.

Indemnity to Continue

194. The indemnity granted by the Company under this Constitution shall continue in full force and effect notwithstanding the deletion or modification and shall continue in full force and effect notwithstanding the deletion or modification of that Clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

The following person(s), being the person(s) who consented to become a subscribers of the Company in the application for the registration of the Company, agree to the terms of this Constitution.

Name & Address

Signature

Medilife Pty Limited

A.C.N. 060149 402

Cynergex Group Pty Limited

A.C.N. 077 826 32t

Australian First Aid Pty Ltd

A.C.N.006 928 810

DATE: