

**OMEPA Australia Limited
ABN 97 060 578 092**

Constitution

30 September 2010

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OMEP Australia Limited

A company limited by guarantee

Constitution

1 Company's name

The name of the Company is **OMEP Australia Limited**. The Company is the sole representative in Australia of Organisation Mondiale pour l'Education Prescolaire which means "The World Organisation for Early Childhood Education".

2 Company's Principal and Ancillary Objects

2.1 Principal object

- (a) The principal object of the Company is to provide direct relief of poverty, sickness, abuse, suffering or other forms of misfortune suffered by children.
- (b) The Company seeks to achieve its principal object by, without limitation:
 - (i) providing direct relief and assistance to children who are suffering from hunger, poverty, disease, environmental degradation, economic, social or other misfortune;
 - (ii) raising funds to support and advance the programs to carry out the principal object set out in this rule 2.1.

2.2 Ancillary objects

As ancillary and incidental objects, the Company will through its activities referred to in rule 2.1:

- (a) seek to prevent children suffering from hunger, poverty, sickness, abuse or other forms of misfortune;
- (b) raise awareness and educate parents, carers and communities on high quality early childhood education and care, aimed particularly at harm prevention of children;
- (c) encourage study, research and advocacy related to early childhood education and care;
- (d) collect and disseminate information and facilitate understanding of the needs of early childhood and the harmful effects on children if these needs are not met; and
- (e) encourage the training of parents, carers and personnel in the provision of high quality early childhood education and care to improve every child's life chances.

3 Company's powers

Solely for the purpose of carrying out the Company's objects, the Company may:

- (a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;
- (b) provide funds or other material benefits or assistance by way of grant or otherwise;
- (c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the directors from a class of trusts, objects or purposes specified by any person;
- (d) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept payment or remuneration in any form for doing so;
- (e) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (f) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (g) invest, deal with, lend money or otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or for charitable purposes;
- (h) construct, improve, maintain, develop, work, manage and control real or personal property;
- (i) enter into contracts, deeds or any contractually binding documents for the purposes of principal object set out in rule 2.1 ;
- (j) appoint an attorney or agent with the powers (including the power to sub-delegate) and on the terms the Company thinks fit, and procure registration or recognition of the Company in any other country or place;
- (k) enter into arrangements with any government or authority, and obtain from any government or authority any right, interest, privilege or concession;
- (l) engage, dismiss or suspend any employee, agent, contractor or professional person;
- (m) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Company's property (both present and future) and purchase, redeem or pay off those securities;
- (n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

- (o) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (p) accept any gift of property, whether subject to any special trust or not;
- (q) appoint patrons of the Company;
- (r) make donations for charitable purposes;
- (s) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- (t) co-ordinate and arrange conferences, meetings, standing committees and commissions or other forums; and
- (u) do all other things that are incidental or conducive to doing any of the above.

4 Additional powers

The Company has the powers set out in the Act but only to the extent necessary or convenient to carry out, or incidental to carrying out, the Company's objects set out in rule 2.

5 Income and property

- (a) The Company's income and property must be applied solely towards promoting the Company's principal object set out in rule 2.1.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or otherwise, to any of the Members or Directors, except as bona fide compensation for services rendered or expressly incurred on behalf of the Company.
- (c) No Directors fees may be paid to the Directors. All other payments to the Directors must be approved by the Directors including, but not limited to:
 - (1) out-of-pocket expenses incurred by a director in performing a duty as a director of the Company; or
 - (2) a service rendered to the Company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director of the Company, where:
 - (A) the provision of the service has the prior approval of the Directors; and
 - (B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.
- (d) This rule does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

6 Liability of members

The liability of the Members is limited to the amount of the guarantee given in rule 7.

7 Guarantee by members

Every Member undertakes to contribute an amount not more than \$20 to the property of the Company if it is wound up while the person is a Member or within one year after the person ceases to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before the time he or she ceased to be a Member;
- (b) the costs, charges and expenses of winding up.

8 Winding up

- (a) If, on the winding up or dissolution of the Company, any surplus assets or property remain after satisfaction of all its debts and liabilities, these surplus assets or property must only be given or transferred to a fund, authority or institution
 - (1) which is charitable at law; and
 - (2) whose constitution prohibits distributions or payments to its Members and directors (if any) to an extent at least as great as is outlined in rule 5.
- (b) The identity of the fund, authority or institution referred to in rule 8(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the Members by ordinary resolution at or before the time of winding up or dissolution of the Company and, if the Members cannot decide, by the Supreme Court of the State.
- (c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 97 are satisfied, a gift or transfer under rule 8(a) to that fund, authority or institution must be made in accordance with or subject to those conditions.

9 Establishment and operation of Gift Fund

9.1 Maintaining a Gift Fund

If the Company is endorsed as a deductible gift recipient under subdivision 30BA of the ITAA 97, it must establish and maintain a Gift Fund which complies with section 30-125 of that ITAA 97 and which is established and maintained for the Company's principal object in Australia as set out in rule 2.1:

- (a) to which gifts of money or property for that purpose are to be made;
- (b) to which any money received by the Company because of those gifts is to be credited; and
- (c) that does not receive any other money or property.

9.2 Limits on use of the Gift Fund

The Company must use the following only for its objects set out in rule 2:

- (a) gifts made to the Gift Fund; and
- (b) any money or property received because of those gifts.

9.3 Winding-up of the Gift Fund

- (a) If the Gift Fund established and maintained under rule 9.1 is wound up or if the endorsement of the Company as a deductible gift recipient is revoked, any surplus assets or property of the Gift Fund remaining after satisfaction of the debts and liabilities attributed to it must be transferred to an appropriate body:
 - (i) which is charitable at law;
 - (ii) whose constitution prohibits distributions or payments to its Members and directors (if any) to an extent at least as great as is outlined in rule 5; and
 - (ii) a fund, authority or institution to which income tax deductible gifts may be made.
- (b) The identity of the fund, authority or institution must be decided by the Directors.
- (c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of ITAA 97 are satisfied, a transfer under this rule to that fund, authority or institution must be made in accordance with or subject to those conditions.

9.4 Bank account and receipts

- (a) The Company must maintain a separate bank account for the Gift Fund.
- (b) Receipts for gifts to the Gift Fund must be made in the name of the Gift Fund and state:
 - (1) the name and ABN of the Company;
 - (2) the number of the receipt;
 - (3) if the receipt is for a gift, the fact that it is a receipt for a gift;
 - (4) the amount of the gift; and
 - (5) the name of the donor;
 - (6) the date the gift was received.

- (c) Receipts for a deductible contribution must be made in the name of the Gift Fund and state:
 - (1) the name and ABN of the Company;
 - (2) the number of the receipt;
 - (3) the name of the donor;
 - (4) the date the deductible contribution was received;
 - (5) the fact that it is a receipt for a deductible contribution;
 - (6) if the contribution was made for a right to attend a fundraising event, or for the purchase of goods and services as a successful bidder at a fundraising auction;
 - (7) the amount of the contribution (if money); and
 - (8) the GST inclusive value of the right or of the goods and services.
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10 Altering this Constitution

- (a) The Company must not pass a special resolution making a material alteration to, or materially affecting, rules 2, 4 or 8, or any other alteration to the constitution, if, as a result, the Company is no longer charitable.
 - (b) If as a result of a change in its constitution or activities or otherwise:
 - (1) the Company is no longer eligible to be endorsed as charitable it must notify the Commissioner;
 - (2) the Company is no longer endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97, it must notify the Commissioner.
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11 Membership

11.1 Application

- (a) The Members are the Members at the date of the adoption of this constitution and any other persons the Directors admit to membership.
- (b) Every applicant for membership of the Company must apply in the form and manner decided by the Directors.
- (c) The application for the membership may be made directly to the Company or may be made to the Chapter or Incorporated Chapter in the state or territory in which the applicant resides.
- (d) The Directors may decide to create eligibility criteria and categories of membership with the same or differing rights or privileges.
- (e) After the receipt by the Company of an application for membership of the Company, the Directors or delegate must consider the application and decide whether to admit or reject the admission of the applicant. The Directors need not give any reason for rejecting an application.

- (f) After the receipt by a Chapter or Incorporated Chapter of an application for membership of the Company, the committee governing that Chapter or Incorporated Chapter must consider the application and decide whether to admit or reject the admission of the applicant. The committee governing that Chapter or Incorporated Chapter need not give any reason for rejecting an application.

11.2 Honorary Life Member

The Board may invite any person who has rendered outstanding service to OMEP internationally or to the Company to be an Honorary Life Member. There shall be no more than 10 Honorary Life Members of the Company at any one time. Each Honorary Life Member shall have the right to vote at all meetings of the Company.

11.3 Subscription fee

- (a) The annual subscription fee is determined by the Directors and becomes due and payable on 1 July each year. The Directors must notify all persons entered on the register of Members of any alteration of the annual subscription fee. Varying amounts may be applied as decided by the Directors and made available to the Members in a membership policy.
- (b) Receipt of the annual subscription fee from Members, renders the Member financial. Where the annual subscription fee is not received:
 - (1) after one month, the Directors must issue a written reminder notice to the Member; and
 - (2) after 2 months, the Member's rights and privileges associated with that membership will be suspended.
- (c) If a Member who was suspended pursuant to rule 11.3(b) above has not paid an annual subscription fee for more than 3 months, the person ceases to be a Member and his or her name must be removed from the register of Members.

12 When membership ceases

12.1 Death, resignation and other events

A person immediately ceases to be a Member if the person:

- (a) dies;
- (b) resigns as a Member by giving written notice to the Company;
- (c) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (e) is expelled under rule 12.2;

- (f) becomes, if the Directors so decide in their absolute discretion, an untraceable Member because the person has ceased to reside at, attend or otherwise communicate with his or her Registered Address; or
- (g) ceases to be a Member under rule 11.3(c).

12.2 Expulsion

- (a) The Directors may by resolution expel a Member from the Company if, in their absolute discretion, they decide it is not in the interests of the Company for the person to remain a Member.
- (b) If the Directors intend to propose a resolution under rule 12.2(a), at least 14 days before the meeting at which the resolution is to be proposed, they must give the Member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and
 - (3) informing the Member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

13 General meetings

13.1 Calling general meetings

- (a) The Directors may call and arrange to hold a general meeting whenever they think fit.
- (b) A general meeting may be called and arranged to be held only as provided by this rule 13.1 or as provided by sections 249D, 249E, 249F and 249G of the Act.
- (c) The Directors may change the venue for, postpone or cancel a general meeting, unless the meeting is called and arranged to be held by the Members or the court under the Act. If a general meeting is called and arranged to be held under section 249D of the Act, the Directors may not:
 - (1) postpone it beyond the date by which section 249D requires it to be held; or
 - (2) cancel it without the consent of the requisitioning Member.

13.2 Notice of general meetings

- (a) Notice of every general meeting must be given in any manner authorised by rule 18 to each person who is at the date of the notice:
 - (1) a Member entitled to vote, except a Member who has not supplied the Company with an address in Australia for giving notices;
 - (2) a director; and
 - (3) the Auditor.

- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) except as provided by the Act, state the general nature of the business to be transacted at the meeting; and
 - (3) specify a place and fax number or electronic address for the receipt of proxies.
- (c) A person may waive notice of a general meeting by written notice to the Company.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this rule 13.2 does not invalidate any thing done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under rule 13.2(c); or
 - (B) has notified or notifies the Company of the person's agreement to that thing or resolution by written notice to the Company.
- (e) A person's attendance at a general meeting waives any objection that person may have to:
 - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

13.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum consists of:
 - (1) if there are 7 or less Members entitled to vote, all of the Members entitled to vote; or
 - (2) if there are 8 or more Members entitled to vote, at least 7 Members entitled to vote,
 and present at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) where the meeting was convened on the requisition of Members, the meeting must be dissolved; or

- (2) in any other case:
 - (A) the meeting stands adjourned to the day, and at the time and place, that the Directors decide or, if the Directors do not make a decision, to the same day in the next week at the same time and place; and
 - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

13.4 Chairperson of general meetings

- (a) The Chairperson of Directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each general meeting.
- (b) If at a general meeting:
 - (1) there is no Chairperson of Directors;
 - (2) the Chairperson of Directors is not present within 15 minutes after the time appointed for the meeting; or
 - (3) the Chairperson of Directors is present within that time but is not willing to act as chairperson of the meeting,
the Members present must elect as chairperson of the meeting:
 - (4) another director who is present and willing to act; or
 - (5) if no other director present at the meeting is willing to act, a Member who is present and willing to act.

13.5 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) All the provisions in this constitution relating to meetings of the Members apply, so far as they can and with any necessary changes, to meetings of the Members by telephone or other electronic means.
- (c) A Member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the Members involved was at that place for the duration of the meeting.
- (e) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (f) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.

- (g) Except as provided by rule 13.5(f), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (h) Where a meeting is adjourned, the Directors may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the Members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the Directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Member.

13.6 Decisions at general meetings

- (a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the Members present at the meeting. Such a decision is for all purposes a decision of the Members.
- (b) Where the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (1) the chairperson of the meeting;
 - (2) at least two Members present and with the right to vote on the resolution; or
 - (3) a Member or Members present at the meeting and representing at least 5% of the total voting rights of all the Members entitled to vote on the resolution on a poll.
- (d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.

- (g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.
- (i) If the Company has only one Member, the Company may pass a resolution by the Member recording it and signing the record.

13.7 Voting rights

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every Member present has one vote.
- (b) A proxy, attorney or representative is entitled to a separate vote for each Member the person represents, in addition to any vote the person may have as a Member in his or her own right.
- (c) An objection to the qualification of a person to vote at a general meeting must be:
 - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) referred to the chairperson of the meeting, whose decision is final.
- (d) A vote not disallowed by the chairperson of a meeting under rule 13.7(c) is valid for all purposes.

13.8 Representation at general meetings

- (a) Subject to this constitution, each Member entitled to vote at a meeting of Members may vote:
 - (1) in person or, where a Member is a body corporate, by its representatives;
 - (2) by not more than 2 proxies; or
 - (3) by not more than 2 attorneys.
- (b) A proxy, attorney or representative may, but need not, be a Member of the Company.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution;
 - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given;
 - (3) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions:

- (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting.
- (e) Where a Member appoints 2 proxies or attorneys to vote at the same general meeting, the following rules apply:
- (1) subject to rule 13.8(e)(2), the appointment is of no effect and a proxy or attorney may not vote unless each proxy or attorney (as applicable) is appointed to represent a specified proportion of the Member's voting rights;
 - (2) if the Act precludes the Company from treating as invalid the appointment of 2 proxies which fails to specify the proportion or number of votes that each may exercise, each person appointed may exercise half the Member's votes;
 - (3) on a show of hands, neither proxy or attorney may vote;
 - (4) on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents; and
 - (5) if both appointments cannot be validly exercised at the meeting, the later appointment revokes the earlier appointment of a proxy or attorney.
- (f) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.
- (g) Subject to rule 13.8(h), an instrument appointing a proxy or attorney need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointor or the appointor's attorney.
- (h) A proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority under which the instrument is signed or a certified copy of the authority, are:
- (1) received at the registered office of the Company, a fax number at the Company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
 - (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (3) in the case of a poll, produced when the poll is taken.
- (i) The Directors may waive all or any of the requirements of rules 13.8(g) and 13.8(h) and in particular may, on the production of such other

evidence as the Directors require to prove the validity of the appointment or a proxy or attorney, accept:

- (1) an oral appointment of a proxy or attorney;
 - (2) an appointment of a proxy or attorney which is not signed in the manner required by rule 13.8(g); and
 - (3) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy or attorney or of the power of attorney or other authority under which the instrument is signed.
- (j) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite:
- (1) a transmission event occurring in relation to the appointer; or
 - (2) the revocation of the instrument or of the authority under which the instrument was executed,
- if no written notice of the transmission event or revocation has been received by the Company by the time and at one of the places at which the instrument appointing the proxy or attorney is required to be deposited, tabled or produced under rule 13.8(h).
- (k) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the transfer of the share in respect of which the instrument was given, if the transfer is not registered by the time at which the instrument appointing the proxy or attorney is required to be deposited, tabled or produced under rule 13.8(h).
- (l) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

14 Directors

14.1 Appointing and removing directors

(a) Subject to rule 14.1(b), there must be:

- (1) at least 3 directors; and
- (2) not more than 12 directors;

nominated by Chapters including any Incorporated Chapter, having 20 or more Members, being one nominee per Chapter or any Incorporated Chapter. The nominated directors must be confirmed by passing of a resolution of Members at the next annual general meeting.

(b) The Company, by resolution passed at a general meeting of Members, may:

- (1) increase the minimum number of directors or increase or reduce the maximum number of directors; and

- (2) appoint or, in accordance with section 203D of the Act, remove a director.
- (c) Subject to rule 14.1(a) and subject to the individual signing a consent to act as a director, the Directors may appoint any individual as a director to fill a casual vacancy or as an addition to the existing directors.
- (d) A director appointed by the Directors under rule 14.1(c), holds office only until the conclusion of the next annual general meeting following his or her appointment under rule 14.1(c).
- (e) At every annual general meeting, if the number of directors, (after excluding any directors appointed by the Directors under rule 14.1(c) and standing for election or re-election),
 - (1) is 5 or less, then 2 of the remaining directors must retire from office; or
 - (2) if the number is more than 5, one third of those directors (to the nearest whole number) must retire from office.
- (f) No director may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.
- (g) The directors to retire under rule 14.1(e) are those directors:
 - (1) who wish to retire and not offer themselves for re-election;
 - (2) who are required to retire under rule 14.1(f); and
 - (3) so far as is necessary to obtain the number required, who have been longest in office since their last election or appointment.

As between directors who were last elected or appointed on the same day, those to retire must, unless they can agree among themselves, be decided by lot.
- (h) The directors to retire under rule 14.1(e) (both as to number and identity) are decided having regard to the composition of the board of Directors at the date of the notice calling the annual general meeting. A director is not required to retire and is not relieved from retiring because of a change in the number or identity of the directors after the date of the notice but before the meeting closes.
- (i) The Company may by resolution at an annual general meeting fill an office vacated by a director under rules 14.1(d), 14.1(e) or 14.1(f) by electing or re-electing an eligible person to that office.
- (j) A director retiring from office under rule 14.1(d), 14.1(e) or 14.1(f) is eligible for re-election, subject to a maximum term of 7 years.
- (k) The retirement of a director from office under this constitution and the re-election of the director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.
- (l) A person is eligible for election to the office of a director at a general meeting only if:
 - (1) the person is in office as a director immediately before that meeting;

- (2) the person has been nominated by the Directors for election at that meeting; or
- (3) the person has at least 30 days, but no more than 60 days, before an annual general meeting, given the Company a notice signed by him or her stating his or her desire to be a candidate for election at that meeting.

14.2 Vacation of office

The office of a director becomes vacant:

- (a) in the circumstances prescribed by the Act;
- (b) if the director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (c) if the director is removed from office under rule 14.1;
- (d) if the director resigns by written notice to the company; or
- (e) if the director fails to attend 3 consecutive meetings of directors without approval of the remaining directors.

14.3 Interested directors

- (a) Subject to rule 5, a director may hold another position (except as auditor) in the company or any related body corporate in conjunction with his or her directorship and may be appointed to that position on terms as to remuneration, tenure and otherwise that the Directors think fit.
- (b) A director:
 - (1) may be or become a director or other officer of, or otherwise interested in, any related body corporate or other body corporate promoted by the Company or in which the Company is interested as a shareholder or otherwise; and
 - (2) is not accountable to the Company for any remuneration or other benefits he or she receives as a director or officer of, or from having an interest in, that body corporate.
- (c) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the Company in the manner in all respects that they think fit.
- (d) A director is not disqualified merely because he or she is a director from contracting with the Company in any respect including, but not limited to:
 - (1) selling property to, or purchasing property from, the Company;
 - (2) lending money to the Company with or without interest or security;
 - (3) guaranteeing the repayment of money borrowed by the Company for a commission or profit;
 - (4) underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the

- Company or in which the Company is interested as a shareholder or otherwise, for a commission or profit; or
- (5) being employed by the Company or acting in any professional capacity (except as Auditor) on behalf of the Company.
 - (e) A contract made by a director with the Company and a contract or arrangement entered into by or on behalf of the Company in which any director may be in any way interested is not avoided or rendered voidable merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
 - (f) A director contracting with or being interested in any arrangement involving the Company is not liable to account to the Company for any profit realised by or under that contract or arrangement merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
 - (g) Unless section 195 of the Act permits, a director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
 - (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matter.
 - (h) The Directors may make regulations requiring the disclosure of interests that a director, and any person considered by the Directors as related to or associated with the director, may have in any matter concerning the Company or a related body corporate. Any regulations made under this constitution bind all directors.

14.4 Powers and duties of directors

- (a) The Directors are responsible for managing the Company's business and affairs and may exercise to the exclusion of the Company in general meeting all the Company's powers which are not required, by the Act or by this constitution, to be exercised by the Company in general meeting.
- (b) Without limiting rule 14.4(a), the Directors may exercise all the Company's powers to:
 - (1) borrow or otherwise raise money;
 - (2) charge any property or business of the Company; and
 - (3) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- (c) The Directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Company.
- (d) The Directors may pay out of the Company's funds all expenses of the promotion, formation and registration of the Company and the vesting in it of the assets acquired by it.
- (e) The Directors may:

- (1) appoint or employ a person to be an officer, agent or attorney of the Company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for the period and on the conditions they think fit;
 - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (3) subject to any contract between the Company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (f) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Directors think fit.

14.5 Proceedings of directors

- (a) The Directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Directors to constitute a quorum constitutes a meeting of the Directors. All the provisions in this constitution relating to meetings of the Directors apply, so far as they can and with any necessary changes, to meetings of the Directors by telephone or other electronic means.
- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the Directors involved was at that place for the duration of the meeting.

14.6 Convening meetings of directors

- (a) A director may convene a meeting of the Directors whenever he or she thinks fit.
- (b) A secretary must, on the requisition of a director, convene a meeting of the Directors.

14.7 Notice of meetings of directors

- (a) Subject to this constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting;

- (4) may be given in person or by post, telephone, fax or other electronic means.
- (c) A director may waive notice of a meeting of Directors by notifying the Company to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a director does not invalidate any thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) before or after the meeting, the director:
 - (A) has waived or waives notice of that meeting under rule 14.7(c); or
 - (B) has notified or notifies the Company of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means; or
 - (3) the director attended the meeting.
- (e) Attendance by a person at a meeting of Directors waives any objection which that person may have to a failure to give notice of the meeting.

14.8 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (1) if the directors have fixed a number for the quorum, that number of directors; and
 - (2) in any other case, 3 directors,
present at the meeting of directors.
- (c) If there is a vacancy in the office of a director then, subject to rule 14.8(d), the remaining directors may act.
- (d) If the number of directors in office at any time is not sufficient to constitute a quorum at a meeting of directors, or is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to:
 - (1) increase the number of directors to a number sufficient to constitute a quorum and to satisfy the minimum number of directors required under this constitution;
 - (2) convene a general meeting of the Company for that purpose, or
 - (3) appoint additional directors,and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

14.9 Chairperson of Directors

- (a) The Chairperson of Directors shall be elected by the Members of OMEP Australia at the annual general meeting. Nominations for the Chairperson of Directors must be received at the Company's registered office 60 days prior to the date set for the Annual General Meeting. If there is more than one nomination, an election will be held at the Annual General Meeting.
- (b) Where the Chairperson of Directors is not elected, then the Directors may elect one of the Directors as a Chairperson of Directors and may decide the period for which that director is to be the Chairperson of Directors.
- (c) The Chairperson of Directors must (if present within 10 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each meeting of Directors.
- (d) If at a meeting of Directors:
 - (1) there is no Chairperson of Directors;
 - (2) the Chairperson of Directors is not present within 10 minutes after the time appointed for the meeting; or
 - (3) the Chairperson of Directors is present within that time but is not willing to act as chairperson of the meeting,the directors present must elect one of the directors as chairperson of the meeting.

14.10 Decisions of directors

- (a) A meeting of Directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of Directors must be decided by a majority of votes cast by the Directors present. Such a decision is for all purposes a decision of the directors.
- (c) Where the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.

14.11 Written resolutions of directors

- (a) If:
 - (1) all the directors, other than any director:
 - (A) on leave of absence approved by the directors;
 - (B) who disqualifies himself or herself from considering the thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; or
 - (C) who the directors reasonably believe is not entitled at law to do the thing or to vote on the resolution in question,

assent to a document containing a statement to the effect that a thing has been done or resolution has been passed; and

- (2) the directors who assent to the document would have constituted a quorum at a meeting of Directors held to consider that thing or resolution,

then that thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.

- (b) For the purposes of rule 14.11(a):

- (1) the meeting is to be taken as having been held:

- (A) if the Directors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to by a director; or

- (B) if the Directors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to by a director;

- (2) 2 or more separate documents in identical terms each of which is assented to by one or more directors are to be taken as constituting one document; and

- (3) a director may signify assent to a document by signing the document or by notifying the Company of the director's assent in person or by post, fax, telephone or other electronic means.

14.12 Minutes of meetings and minutes of resolutions

- (a) The Directors must ensure minutes of proceedings and resolutions of general meetings and of meetings of Directors (including committees of directors) are recorded in books kept for the purpose, within one month after the relevant meeting is held.
- (b) The Directors must ensure minutes of resolutions passed by Directors (and committees of directors) without a meeting are recorded in books kept for that purpose within 1 month after the resolution is passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting.

14.13 Committees of directors

- (a) The directors may delegate any of their powers to one or more committees consisting of the number of directors they think fit.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.
- (c) The provisions of this constitution that apply to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors.

14.14 Delegation to individual directors

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.

14.15 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person, the directors or the committee (as applicable) when the act was done.

14.16 By-laws and Policies

- (a) The directors by resolution may make, change, rescind, repeal or replace any By-laws and Policies for:
 - (1) the proper administration, operation and managements of the Company; and
 - (2) the furtherance of Company's principal object set out in rule 2.1.
- (b) The By-laws and Policies are binding on all Members.
- (c) No By-laws and Policies may be made which would amount to a modification of this constitution.

14.17 Chapters

- (a) Where a state or territory has at least 20 Members whose address (as it appears in the register of Members) is in that state or territory, those Members may apply in writing to the directors to establish a Chapter.
- (b) The application must include:
 - (1) signatures of at least 20 Members with a Registered Address in the Chapter's state or territory;
 - and
 - (2) in a situation where a new Chapter is being established, the name and address of the Chapter Representative.
- (c) The directors may approve the application and may make By-laws and Policies to govern the administration, operation, management and other aspects of the Chapter.
- (d)

14.18 Incorporated Chapters

- (a) The committee governing a Chapter may choose to establish the Chapter as an Incorporated Chapter.
- (b) Upon incorporation or registration of the Incorporated Chapter, the Incorporated Chapter will apply to the Company to become a Member of the Company under rule 11.
- (c) Upon being admitted to membership, the Incorporated Chapter will:
 - (1) replace the Chapter;
 - (2) have the same rights as the Chapter; and
 - (3) assume the functions and obligations of the Chapter.

15 Executive officers

15.1 Executive director

- (a) The Directors may appoint one or more of the directors as executive directors.
- (b) A director's appointment as an executive director automatically terminates if he or she ceases to be a director.
- (c) The Directors may confer on an executive director such title as they think fit.

15.2 Secretaries

- (a) The first secretary is the person who has consented to act as secretary and who is named as the proposed secretary in the application for registration of the Company.
- (b) The Directors must appoint at least one secretary and may appoint additional secretaries.
- (c) The Directors may appoint one or more assistant secretaries.

15.3 Provisions that apply to all executive officers

- (a) A reference in this rule 15.3 to an executive officer is a reference to an executive director, secretary or assistant secretary appointed under this rule 15.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the Directors think fit.
- (c) Subject to any contract between the Company and the relevant executive officer, an executive officer may be removed or dismissed by the Directors at any time, with or without cause.
- (d) The Directors may:
 - (1) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) they think fit;

- (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (e) An act done by a person acting as an executive officer is not invalidated merely because of:
- (1) a defect in the person's appointment as an executive officer; or
 - (2) the person being disqualified to be an executive officer,
- if that circumstance was not known by the person when the act was done.

16 Indemnity and insurance

16.1 Persons to whom rules 16.2 and 16.4 apply

Rules 16.2 and 16.4 apply to:

- (a) each person who is or has been a director or executive officer (within the meaning of rule 15.3(a)) of the Company; and
- (b) any other officers or former officers of the Company or of its related bodies corporate as the directors in each case decide.

16.2 Indemnity

The Company must indemnify, on a full indemnity basis and to the full extent permitted by law, each person to whom this rule 16.2 applies against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Company.

16.3 Extent of indemnity

The indemnity in rule 16.2:

- (a) is a continuing obligation and is enforceable by a person to whom rule 16.2 applies even though that person has ceased to be an officer of the Company; and
- (b) operates only to the extent that the loss or liability in question is not covered by insurance.

16.4 Insurance

The Company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this rule 16.4 applies against any liability incurred by the person as an officer of the Company where the Directors consider it appropriate to do so.

16.5 Savings

Nothing in rule 16.2 or 16.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the Company to indemnify or provide or pay for insurance for any person to whom those rules do not apply.

17 Auditor

The Company must appoint a properly qualified auditor whose duties will be regulated in accordance with the Act.

18 Notices

18.1 Notices by the company to members

The Company may give notices, including a notice of general meeting to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the Member.

18.2 Notices by the company to directors

Subject to this constitution, a notice may be given by the Company to any director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director's usual residential or business address, or by electronic means or fax to such electronic address or fax number, as the director has supplied to the Company for giving notices.

18.3 Notices by members or directors to the company

Subject to this constitution, a notice may be given by a Member or director to the Company by serving it on the Company at, or by sending it by post in a prepaid envelope to the registered office of the Company or by fax or electronic means to the principal fax number or the principal electronic address of the Company at its registered office.

18.4 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a general meeting, on the day after the date of its posting; or

- (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, service of the notice is to be taken to be effected if the correct fax number appears on the fax report generated by the sender's fax machine and to have been effected at the time the fax is sent.
- (c) Where a notice is sent by electronic means, service of the notice is to be taken to be effected:
 - (1) in the case of an electronic messaging system that contains a delivery verification function, on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation; or
 - (2) in the case of electronic mail or other electronic messaging system (other than those referred to in rule 18.4(c)(1)), on the delivery to:
 - (A) where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or
 - (B) where the addressee is a corporation, the corporation's computer systems.
- (d) If service under rule 18.4(c) is on a day which is not a business day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following business day.
- (e) For the purposes of rule 18.4(d), business day means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

18.5 Other communications and documents

Rules 18.1 to 18.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

18.6 Notices in writing

A reference in this constitution to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

19 Definitions and interpretation

19.1 Definitions

In this constitution:

Act means the Corporations Act 2001 (Cth);

Auditor means the auditor of the Company;

By-laws and Policies means any by-laws, policies, rules, guidelines or regulations made by the Directors under rule 14.16.

Commissioner means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97;

Company means OMEP Australia Limited ABN 97 060 578 092.

Directors means the Company's board of Directors;

Chairperson of Directors means the President of OMEP Australia elected in accordance with rule 14.9.

Chapter means a state or territory chapter, division or branch of the Company having:

- (a) a minimum of 20 Members whose address (as it appears in the register of Members) is in that state or territory; and
- (b) been approved by the Directors under rule 14.17(c);

but does not include any chapter, division or branch that establishes itself as an Incorporated Chapter.

Chapter Representative means a person who represents the Chapter or Incorporated Chapter in any communication with the Directors or the board of OMEP Australia, until such time as the Chapter is formally recognised and a director is appointed to the board of OMEP Australia.

Gift Fund means a fund established and maintained by the Company for the principal object set out in rule 2.1 into which all gifts and deductible contributions of money or property are made for the principal object.

Incorporated Chapter means a Chapter that has:

- (a) been incorporated as a company or an incorporated association under state or federal law; and
- (b) applied for membership of the Company; and
- (c) been admitted as a Member of the Company in accordance with rule 11.

ITAA 97 means the Income Tax Assessment Act 1997 (Cth);

Member means a member of the Company;

Registered address means a Member's address as notified to the Company by the Member and recorded in the Company's records;

19.2 Interpretation

In this constitution unless the context requires otherwise:

- (a) references to notices include formal notices of meeting and all documents and other communications from the Company to its Members;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a Member present at a general meeting is a reference to a Member present in person or by proxy, attorney or representative;
- (d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and
- (e) the singular (including defined terms) includes the plural and the plural includes the singular.

19.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.

20 Application of the Act

20.1 What parts of the Act apply

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 20.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

20.2 Replaceable rules displaced

- (a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the Company.
 - (b) The replaceable rules do not apply to the Company except those which operate as mandatory rules for public companies under the Act.
-

21 Transitional provisions

This constitution must be interpreted in such a way that:

- (a) every director, managing director and secretary in office in that capacity immediately before this constitution is adopted continues in office subject to, and is taken to have been appointed or elected under, this constitution and the date of appointment or commencement of term is taken as the date of appointment under the previous constitution;
- (b) any register maintained by the Company immediately before this constitution is adopted is taken to be a register maintained under this constitution;
- (c) any seal adopted by the Company immediately before this constitution is adopted is taken to be a seal which the Company has under a relevant authority given by this constitution;
- (d) unless a contrary intention appears in this constitution, all persons, things, agreements and circumstances appointed, approved or created by or under the constitution of the Company in force before this constitution is adopted, continue to have the same status, operation and effect after this constitution is adopted.