



SARRAH

Services for Australian Rural
and Remote Allied Health

SERVICES FOR AUSTRALIAN RURAL AND REMOTE ALLIED HEALTH LTD

ACN 088 913 517

ABN 92 088 913 517

First incorporated on [10 Aug 1999] as an incorporated association in Western
Australia, registration number A1007222W

Transferred to a company limited by guarantee on 13 September 2021

Adopted this constitution on 27 May 2021 at the Special General Meeting to
apply from 13 September 2021

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I. GENERAL

1. Name of the Company

- 1.1 The name of the Company is *Services for Australian Rural and Remote Allied Health Ltd.*

2. Type of company

- 2.1 The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue to be, a charity.
- 2.2 The liability of Members is limited to the amount of the guarantee in rule 2.3.
- 2.3 Each Member must contribute an amount not more than \$1.00 (the guarantee) to the property of the Company if the Company is wound up while the Member is a member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:
- a) debts and liabilities of the Company incurred before the Member stopped being a member, or
 - b) costs of winding up.

3. Replaceable rules and application of the Corporations Act

- 3.1 The replaceable rules in the Corporations Act do not apply to the Company except in so far as they are repeated or contained in this Constitution.
- 3.2 A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution unless a contrary intention appears in this Constitution.

4. Definitions and interpretation

- 4.1 In this Constitution unless it is inconsistent with the subject or context in which it is used:
- b) **ACNC** means the *Australian Charities and Not-for-profits Commission*.
 - c) **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*.
 - d) **AHPRA** means the *Australian Health Practitioner Regulation Agency*.
 - e) **AGM** means an annual general meeting of the Company.

- f) **Allied Health** means the broad range of tertiary qualified health professionals who apply their skills to preventing, diagnosing and treating a range of diseases, health conditions and illnesses. Professions may include, but are not limited to:
- Audiology.
 - Nutrition & Dietetics;
 - Occupational Therapy;
 - Optometry;
 - Orthoptics;
 - Orthotics;
 - Pharmacy;
 - Physiotherapy;
 - Podiatry.
 - Psychology;
 - Radiography;
 - Social Work;
 - Speech Pathology; and
 - such other professions or callings as the Board determines from time to time.
- g) **Board** means some or all of the Directors acting as the board of directors of the Company.
- h) **By-Laws** means guidance documents to support the working of this Constitution made in accordance with this Constitution.
- i) **Company** means *Services for Australian Rural and Remote Allied Health Ltd*
- j) **Constitution** means this constitution as amended or supplemented from time to time.
- k) **Corporations Act** means the *Corporations Act 2001 (Cth)*.
- l) **Director** means an individual elected or appointed from time to time to the office of director of the Company in accordance with this Constitution.

- m) **Electronic Contact Address** means an electronic destination such as an email address to which notices and other material from the Company can be transmitted or made available with reasonable certainty that they will be delivered to or will be accessible by the intended recipient.
 - n) **Member** means a member of the Company in accordance with part II of this Constitution.
 - o) **President** means the Director holding the office of President in accordance with rule 29.
 - p) **Objects** means the purposes of the Company specified in rule **Error! Reference source not found..**
 - q) **Register** means the register of Members pursuant to the Corporations Act.
 - r) **Rural and Remote** means a continuum of communities outside major metropolitan centres of Australia.
 - s) **SARRAH Inc** means *Services for Australian Rural and Remote Allied Health Incorporated* (WA registration number A1007222W)
 - t) **Secretary** means any individual appointed by the Board in accordance with rule 43 to perform the duties of company secretary of the Company.
 - u) **Year** means the period between the close of one AGM and the close of the next AGM.
- 4.2 A Member is taken to be present at a general meeting if the Member is present in person, including by virtual means when that option is offered, or by attorney or by proxy or, when applicable, by direct vote.
- 4.3 A reference in a rule in general terms to a person holding or occupying a particular position or office includes a reference to any person who occupies or performs the duties of that position or office for the time being.
- 4.4 In this Constitution, the following rules of interpretation apply unless the context requires otherwise:
- a) a gender includes all genders;
 - b) singular includes plural and vice versa;
 - c) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;

- d) a reference to a rule or sub-rule is to a rule or sub-rule of this Constitution and includes any further embedded content;
 - e) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it;
 - f) the word *person* means a natural person and any company, corporation, association, body or entity whether incorporated or not; and
 - g) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form.
- 4.5 Cross references are for convenience only. A cross reference in a particular rule identifies another rule that impinges on the interpretation of the particular rule in a key way. Not all rules that may affect the interpretation of the particular rule are cross referenced.
- 4.6 Headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

5. Objects

- 5.1 The Company is a charitable institution that exists so that Rural and Remote Australian communities have Allied Health services that support equitable and sustainable health and well-being.
- 5.2 The Company pursues the Objects through a range of activities and services that may include but are not limited to:
- a) ensuring Rural and Remote communities have access to high quality fit-for-purpose allied health workforces;
 - b) representing and advocating for Rural and Remote Allied Health;
 - c) supporting and informing Rural and Remote Allied Health professionals by facilitating training and professional development and provision of resources;
 - d) fostering an innovative Allied Health workforce and service delivery models;
 - e) doing anything ancillary or incidental to the Object or any of the above.

- 5.3 Solely for the purpose of carrying out the Objects, the Company may, in any manner permitted by the Corporations Act and the ACNC Act:
- a) exercise any power;
 - b) take any action; and
 - c) engage in any conduct or procedure,
- v) which under the Corporations Act and/or the ACNC Act a company limited by guarantee may exercise take or engage in if authorised by its constitution.

6. Income and property

- 6.1 The income and property of the Company must be applied only towards promoting the Objects.
- 6.2 The Company must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividends or distribution of profits.
- 6.3 Rule 6.2 does not prevent the Company from making the following payments provided they are done in good faith:
- a) reasonable and proper remuneration to any employee of the Company;
 - b) reasonable and proper amounts to any Member in return for any goods or services they provide to the Company;
 - c) reimbursement in good faith of out-of-pocket expenses incurred on behalf of the Company where such expenses have been appropriately authorised in accordance with processes as determined by the Board from time to time;
 - d) any other sums payable under this Constitution; and
 - e) for any other bona fide reason or purpose for the attainment of the Objects.

II. MEMBERSHIP

7. Members

- 7.1 The Members of the Company are:
- a) the members of SARRAH Inc prior to it becoming the Company who were listed on the application for registration of the Company; and
 - b) individuals who are interested in the Objects of the Company that agree to become Members and that

the Board in its absolute discretion admits to membership in accordance with this Constitution.

- 7.2 There are 2 classes of membership:
 - a) Voting Member; and
 - b) Non-voting Member.
- 7.3 Voting membership is open to individuals who wish to assist in the promotion and carrying out of the Objects of the Company and who satisfy any further criteria that may be prescribed in the By-Laws.
- 7.4 Non-voting membership is open to individuals interested in the Objects and who satisfy any further criteria that may be prescribed in the By-Laws.
- 7.5 The Board may provide for additional categories of membership within each class on such terms and conditions as the Board determines provided that the rights of Members shall be in accordance with rule 8.
- 7.6 Unless otherwise provided by the terms of membership of a class of Members the processes for changing rights of a class of Member are as specified in the Corporations Act.
- 7.7 The Board may, subject to consent by the Member, transfer any Member from one class or category of membership to a different class or category of membership for which the Member is eligible.
- 7.8 The number of Members is unlimited.

8. Rights of Members

- 8.1 Voting Members have the following rights:
 - a) to receive notices of and to attend and to speak at general meetings;
 - b) to nominate or to be nominated and to be appointed or elected as a Director subject to rule 25; and
 - c) to vote at general meetings and on resolutions put to the membership and on the election of Elected Directors.
- 8.2 Non-voting Members:
 - a) are entitled to receive notices of and to attend general meetings, but are not entitled to speak unless at the invitation of the chair of the meeting;
 - b) do not have the right to vote at general meetings and on resolutions put to the membership; and

- c) do not have the right to vote on the election of Elected Directors.
- 8.3 The Board may extend privileges of membership that may differ between classes and categories of membership and within categories of membership but no such privilege shall affect the rights of Members in this rule 8.
- 8.4 The rights of Members of a particular class are not to be taken as being varied by the admission of further Members to that class or the addition of further classes of membership or categories of membership within a class.
- 8.5 A Member who has not paid any fees payable under rule 12 by the due date will not be entitled to exercise their rights or privileges under this rule 8.

9. Application for membership

- 9.1 An application for membership must be submitted in writing in the form the Board prescribes from time to time.
- 9.2 The Board must consider and resolve whether to accept or reject an application for membership. The Board may delegate the consideration and determination of membership applications.
- 9.3 The Board shall not be required to give a reason for the rejection of any application for membership.
- 9.4 Subject to rule 9.3, when a decision regarding an applicant for membership has been made, written notice of that decision shall be sent to the applicant.
- 9.5 The acceptance of an applicant to be a Member is subject to payment of any fees in accordance with rule 12 and if such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of the Company.
- 9.6 Subject to rule 9.5, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

10. Ceasing to be a Member

- 10.1 A Member shall cease to be a Member:
 - a) if the Member resigns, by notice in writing, on the date the notice is received by the Secretary or such later date specified in the notice of resignation;
 - b) if the Member dies;

- c) if the Member becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- d) if the Member is expelled under rule 11;
- e) in any other circumstances prescribed in the terms of membership applicable to the Member on the date that the Board resolves to cease the membership unless the Board resolves otherwise;
- f) if the Member is convicted of an indictable offence, on the date that the Board resolves to cease the membership unless the Board resolves otherwise;
- g) if the Member is registered with AHPRA and their registration is revoked by AHPRA for professional misconduct, unless resolved otherwise by the Board;
- h) if the Member is from a self-regulated profession and their registration is revoked by the relevant professional council for professional misconduct, unless resolved otherwise by the Board; or
- i) if membership is cancelled under rule 12.6.

10.2 Any Member ceasing to be a Member:

- a) shall not be entitled to any refund, in full or part, of any fee paid in accordance with rule 12; and
- b) shall not be readmitted as a Member until any unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

11. Disciplining of Members

11.1 Where the Board is of the opinion that a Member:

- a) has failed to comply with this Constitution;
 - b) has failed to comply with the code of behaviour or of conduct (if any) of the Company;
 - c) has failed to comply with the terms of membership applicable to the Member; or
 - d) has acted in a manner that renders it undesirable that the Member continues to be a Member where such action could include that the Member has acted in a manner prejudicial to the interests of the Company;
- w) the Board may, by resolution:
- a) expel the Member from the Company; or

- b) suspend the Member from membership of the Company for a specified period.
- 11.2 Written notice must be given to the Member of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- 11.3 The notice given to the Member must state:
- a) when and where the Board meeting is to be held which may be held using technology;
 - b) the grounds on which the proposed suspension or expulsion is based; and
 - c) that the Member may do either or both of the following:
 - i) attend and speak at that meeting;
 - ii) submit to the Board at or prior to the date of that meeting written representations.
- 11.4 At the Board meeting, the Board must —
- a) give the Member an opportunity to make oral representations;
 - b) give due consideration to any oral representations and to any written representations submitted to the Board by the Member at or prior to the meeting.
- 11.5 After considering any oral and/or written representations made by the Member, the Board may by resolution determine:
- a) whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - b) whether or not to expel the Member from the Company.
- 11.6 The Secretary must give written notice to the Member of the Board's decision under rule 11.5 and the reasons for the decision as soon as reasonably possible.
- 11.7 A Member may appeal the Board decision's under rule 11.5, by advising the Board in writing within 28 days from the date of the notice under rule 11.5, that the Member requires the matter be referred to mediation.
- 11.8 If the matter is referred to mediation, then the mediation must be conducted:

- a) in such manner as the Board reasonably determines;
and
 - b) in accordance with the rules of procedural fairness, as determined by the Board.
- 11.9 Each party must pay an equal share of the cost of mediation.
- 11.10 Once the mediation is concluded then the Board may decide whether or not to endorse the decision to suspend or expel the Member.
- 11.11 The Secretary must give written notice to the Member of the decision of the Board arising from rule 11.10 as soon as reasonably possible.

12. *Payments by Members*

- 12.1 The Board may determine from time to time to charge Members fees comprising joining fees, annual subscriptions and specific purpose levies and charges.
- 12.2 The Board may determine different fees for amounts charged to Members as between classes and categories, if any, of Members and as between Members within a class or category of membership. The Board may determine that no fee is payable by a Member.
- 12.3 Any amounts charged to Members are payable in such manner and at such times as are determined by the Board.
- 12.4 No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with rule 10.
- 12.5 The rights of a Member who has not paid any outstanding amount under rule 12.1 by the due date are suspended until the outstanding amount is paid.
- 12.6 If any fees payable under rule 12.1 by a Member remains unpaid for a period of 28 days after it becomes due, written notice will be given to the Member of that fact. If any fee remains unpaid more than 14 days after the date of the notice, the Member's membership is terminated unless the Board resolves otherwise.

III. GENERAL MEETINGS

13. *Convening of a general meeting*

- 13.1 The Board or any 3 Directors may, whenever it or they think fit, call and arrange to hold a general meeting of the Company.

- 13.2 A general meeting of the Company may be ordered by the court or be called and arranged to be held by Members by following the process in section 249 of the Corporations Act provided that the Board may accept a request from fewer Members than required under the Corporations Act.
- 13.3 The Board must call and arrange to hold a general meeting called an AGM once in each calendar year.
- 13.4 The business of an AGM may include any of the following, even if not referred to in the notice of meeting:
- a) The consideration of any annual financial report, Directors' Report and Auditor's report for the Company;
 - b) The election or announcement of elected Directors; and
 - c) The appointment and payment of the auditor.
- 13.5 Without requesting a general meeting, Voting Members may give the Company notice of a valid resolution that they propose to move at a general meeting in accordance with the Corporations Act as applicable to a public company that is not subject to the ACNC Act, except that the Board may accept such a notice that is given by fewer Members than would be required in accordance with the Corporations Act.
- a) If the Company has been given notice of a valid resolution in accordance with rule 13.5, the resolution must be considered at the next general meeting held more than two months after the notice is given, unless the Board includes the valid resolution in the notice of meeting for an earlier general meeting.
- 13.6 A general meeting of the Company may be convened using any technology that gives the Members in attendance a reasonable opportunity to participate in the meeting. Anyone using this technology is taken to be present in person at the meeting.

14. Notice of a general meeting

- 14.1 Notice of a general meeting must be given to each Member, each Director and the auditor (if any).
- 14.2 Notice of a general meeting must be provided at least 21 days before the meeting.
- 14.3 Subject to rule 14.4, notice of a general meeting may be provided less than 21 days before the meeting if:

- a) for an AGM, all the Members entitled to attend and to vote at the AGM agree beforehand; or
 - b) for any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 14.4 Notice of a general meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- a) remove a Director;
 - b) appoint a Director in order to replace a Director who was removed; or
 - c) remove an auditor.
- 14.5 A notice of a general meeting must specify:
- a) the place, date and time of the meeting, and if the meeting is to be held in 2 or more places the technology that will be used to facilitate this;
 - b) subject to rule 13.4, the general nature of any business to be conducted at the meeting;
 - c) if a special resolution is to be proposed, the details of and intention to propose it.
- 14.6 Except as provided in rule 13.4, no business other than that specified in the notice convening a general meeting may be transacted at that general meeting.
- 14.7 A Member may waive notice of a general meeting by notice in writing to the Company.
- 14.8 The accidental failure to give notice of any general meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- 14.9 A person's attendance at a general meeting waives any objection that that person may have to a failure to give notice, or the giving of a defective notice of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting.

15. Cancellation or postponement of a general meeting

- 15.1 The Board may cancel a general meeting of the Company that:
- a) has been convened by the Board; or
 - b) if the meeting has been convened at the requisition of a Member or Members pursuant to rule 13.2 upon

receipt by the Company of written notice withdrawing the requisition signed by that Member or those Members with the consequence that there are less than half the requisitioning Members remaining who still wish for the meeting to be convened.

- 15.2 The Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- 15.3 Where any general meeting is cancelled or postponed or the venue for the meeting is changed:
- a) the Board must make a reasonable attempt to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; but
 - b) any accidental failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

16. Quorum at a general meeting

- 16.1 The quorum for a general meeting will be 15 Voting Members present (see rule 4.2).
- 16.2 No business may be conducted at a general meeting if a quorum is not present when the business is being considered by the meeting.
- 16.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- a) if convened by or on requisition of Members, the meeting is dissolved; and
 - b) in any other case stands adjourned to the day, time and place, that the Board may determine and notify to the Members or, if no determination is made, the same day in the next week at the same time and place.
 - c) If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

17. Chair of a general meeting

- 17.1 The President shall preside as chair at each general meeting.
- 17.2 If the President is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may chair the meeting (in order of precedence):
 - a) the Deputy President;
 - b) if the Deputy President is not present or is unable or unwilling to act, any other Director present who has been appointed as chair by those other Directors present;
 - c) if none of the Directors is present or is able or willing to act, then a Voting Member present chosen by a majority of the Voting Members present.
- 17.3 The chair of a general meeting is responsible for the conduct of the general meeting and for the procedures to be adopted at the meeting.
- 17.4 Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting whose decision is final.
- 17.5 Despite anything in rule 17.2, if the President and/or Deputy President and/or any other Director or Directors later attend a general meeting or later are willing to act in the role of chair, the relevant Director must take over as chair of the general meeting.

18. Adjournment of a general meeting

- 18.1 The chair of a general meeting may at any time, and must if so directed by a majority of Voting Members present, adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered by the meeting.
- 18.2 No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 18.3 A resolution passed at a general meeting resumed after an adjournment is passed on the day that it is passed.
- 18.4 Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

19. Decisions at a general meeting

- 19.1 Questions arising at a general meeting are to be decided by a majority of votes cast by the Voting Members present (see rule 4.2) who are eligible to vote, except in the case of any resolution which under this Constitution or as a matter of law requires a special majority.
- 19.2 At any time before a vote on a motion is taken at a general meeting, a summary of the proxy position and, if applicable, direct votes received in relation to the motion must be disclosed to the meeting.
- 19.3 In the case of an equality of votes upon any proposed resolution the chair of the meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.
- 19.4 A resolution put to the vote of a general meeting must be decided on a show of hands of the Voting Members present and eligible to vote unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands.
 - a) Where a general meeting is called and Voting Members are present via technology but who cannot be seen for a show of hands they may cast their vote by voice or by electronic or other means approved by the chair of the meeting.
- 19.5 Under rule 19.4 a poll may be demanded:
 - a) by the chair of the meeting; or
 - b) by the lesser of at least 3 Voting Members present (see rule 4.2) and having the right to vote on the resolution or Voting Members with at least 5% of the votes that may be cast on the resolution on a poll.
- 19.6 A demand for a poll does not prevent the continuation of a general meeting, for the transaction of any business other than the question on which the poll has been demanded.
- 19.7 On a show of hands, the decision of the chair of the general meeting is conclusive evidence of the result of the vote. The chair of the meeting and the minutes of the general meeting do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

- 19.8 If a poll is demanded at a general meeting, it will be taken when and how the chair of the meeting directs, subject to rule 19.10.
- 19.9 The result of the poll, as disclosed by the chair of the general meeting at which the result is declared, is a resolution of the meeting at which the poll is demanded and an entry in the book containing the minutes of the meeting at which the result is declared recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.
- 19.10 A poll demanded at a general meeting on the election of a chair of the meeting or on an adjournment of the meeting must be taken immediately.
- 19.11 The demand for a poll may be withdrawn.

20. Voting rights at a general meeting

- 20.1 Each Voting Member entitled to vote has one vote.
- 20.2 The vote may be exercised:
- a) in person and including by attorney where proof of the power of attorney is provided to the Secretary at least 48 hours prior to the meeting;
 - b) by direct vote using electronic and/or postal means where such an option is offered by the Board; or
 - c) by proxy.
- 20.3 A Voting Member will not be entitled to exercise their right to vote if at the time of the vote, any fee payable under rule 12 is overdue and unpaid.
- 20.4 An objection to the qualification of a person to vote at a general meeting:
- a) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - b) must be referred to the chair of the meeting whose decision on the qualification to vote is final.

21. Representation at a general meeting

- 21.1 A Member may appoint a proxy to attend, speak and vote (as the case may be) at a general meeting in their place by executing an instrument of proxy in any form that the Board may prescribe or accept.
- 21.2 A proxy may, but need not, be a Member.

- 21.3 A proxy may be appointed for all general meetings, or any number of general meetings, or for a particular general meeting.
- 21.4 Unless otherwise provided in the instrument, the instrument appointing a proxy will be taken:
- a) to confer authority to speak to any proposed resolution on which the proxy may vote;
 - b) to confer authority to demand, or join in demanding, a poll on any resolution on which the proxy may vote in a poll;
 - c) to appoint the chair of the general meeting as the proxy unless the Member clearly specifies another person as proxy and that person attends the general meeting;
 - d) to vote in a way that is consistent with any direction given by the Member on the proxy form; and
 - e) to act generally at the meeting.
- 21.5 Proxy forms must be received in or at a place or electronic address specified in the notice of meeting at least 48 hours before a general meeting or such lesser period specified for this purpose in the notice calling the meeting.
- 21.6 A proxy does not have the authority to speak or vote for a Member at a meeting while the Member is at the meeting.
- 21.7 Unless the Company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:
- a) dies
 - b) is mentally incapacitated
 - c) revokes the proxy's appointment, or
 - d) revokes the authority of a representative or agent who appointed the proxy.
- 21.8 Where an instrument appointing a proxy directs the manner in which the proxy is to vote in respect of a particular resolution then the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.
- a) Where the instrument directs the proxy how to vote and the person appointed as proxy is not the chair of the meeting, and the proxy does not exercise the vote when a poll is called, then the chair of the meeting is

taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting and must vote as directed.

22. Direct voting

22.1 The Board may determine that at any general meeting, a Voting Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A "direct vote" includes a vote delivered to the Company by any means approved by the Board, which may include post or electronic means. The Board may prescribe By-Laws in relation to direct voting, including specifying the form, method and timing of giving a direct vote in conjunction with a meeting in order for the vote to be valid.

IV. BOARD OF DIRECTORS

23. Number and nature of Directors

23.1 The Board will have a maximum of 9 Directors consisting of:

- a) 7 Directors elected by the Voting Members or appointed to fill a casual vacancy under rule 26.1 who shall be designated Elected Directors;
- b) Up to 2 Directors appointed by the Board and who shall be designated Appointed Directors.

23.2 There must be not less than 5 Elected Directors.

24. Terms of Directors

24.1 Elected Directors are elected for a term of 2 Years commencing at the conclusion of the AGM at which the Director was elected and terminating at the conclusion of the second following AGM, but a retiring Director who is eligible may stand for re-election.

24.2 The term for an Appointed Director shall be such period as the Board determines at the time of appointment up to 24 months from the date of appointment. A Member who is no longer an Appointed Director who is otherwise eligible may nominate for election or be appointed as an Elected Director.

24.3 A Director may serve as a Director for up to 6 consecutive Years. At the completion of the 6th consecutive Year, or if the Director ceases to be a Director for any reason during the 6th consecutive Year, they are not eligible to be

appointed or elected a Director until at least 18 months has passed from when they ceased to be a Director.

25. Eligibility of Directors

- 25.1 Elected Directors must be Voting Members.
- 25.2 An Appointed Director does not have to be a Voting Member.
- 25.3 An Appointed Director must have the skills, experience, perspectives or capabilities that the Board determines from time to time are important for the Board.
- 25.4 To be eligible to stand for election or appointment as a Director, an individual must not be subject to any circumstance in accordance with rule 28.3 that would result in them ceasing to be a Director once elected or appointed, and, if a Member, must not have any overdue fees payable under rule 12.

26. Casual vacancies on the Board

- 26.1 If a casual vacancy in the position of an Elected Director occurs, the Board may appoint any eligible Voting Member to that position and the appointee holds office until the end of the first AGM following the appointment.
- 26.2 If a vacancy in the position of an Appointed Director occurs, the Board may appoint any individual in accordance with rules 24.2 and 25.3 at any time.
- 26.3 The Board may act even if there are vacancies on the Board. If the number of Directors is reduced below the minimum in rule 23.2, however, the continuing Directors may act only:
 - a) in an emergency; or
 - b) for the purposes of appointing additional eligible individuals as Directors up to the minimum number; or
 - c) to convene a general meeting.

27. Election of Directors

- 27.1 Subject to this rule 27, the Board may determine the procedures for the conduct of elections and the nomination process.
- 27.2 Voting Members entitled to vote may, prior to the AGM at which an Elected Director retires or at which a vacancy in the position of Elected Director exists, determine an eligible Voting Member to fill the vacated position by electing an

individual to that office in accordance with procedures determined by the Board for the conduct of a ballot.

- 27.3 Prior to the AGM, the Board must give notice of the number of vacancies that may be filled and invite nominations from eligible Voting Members for election as Elected Directors.
- 27.4 Nominations of candidates for election as an Elected Director must be received by the Secretary in the time prescribed in the By-Laws.
- 27.5 The nomination form will:
- a) be in writing in the form as determined by the Board;
 - b) include any required information (such as the candidate's skills and experience) as determined by the Board from time to time;
 - c) contain the signed consent of the candidate.
- 27.6 At the close of nominations if there are more candidates for election than there are vacant Elected Director positions to be filled, then a ballot will be conducted.
- a) The voting instructions and processes shall be as prescribed by the Board and set out in the By-laws.
 - b) The Board will appoint a returning officer for the ballot who must not be a Director nor a candidate.
- 27.7 If at the close of nominations there are the same number or fewer candidates for election than there are vacant Elected Director positions to be filled then all eligible nominations shall be deemed to have been elected subject to rule 27.8 and no ballot shall be held. Any resulting vacancies in the position of Elected Director shall be casual vacancies to which rule 26 applies.
- 27.8 The result of the election process shall be announced at the AGM and, if a ballot has not been completed, shall be subject to endorsement by separate ordinary resolution for each candidate.

28. Vacation of office of Director

- 28.1 Subject to rules 28.2 & 28.3, an individual vacates their office of Elected Director at the conclusion of the AGM at which they retire or their term of office expires subject to them being re-appointed or re-elected a Director in accordance with this Constitution and an Appointed Director vacates their office at the conclusion of their term

in accordance with rule 24.2 unless reappointed or elected.

- 28.2 A Director may resign by giving written notice to the Company through the Secretary of their intention to resign and the resignation will take effect at the time of receipt of the notice or a later time expressed in the notice.
- 28.3 The office of a Director becomes vacant if the Director:
- a) is prohibited from holding or is no longer eligible to hold office as a director pursuant to the Corporations Act or the ACNC Act if the Company is subject to the ACNC Act;
 - b) becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - c) dies;
 - d) becomes bankrupt or makes any arrangement or composition with their creditors generally unless the Board resolves otherwise;
 - e) is convicted on indictment of an offence and the Board does not within 2 months after that conviction resolve to confirm the Director's appointment to the office of Director;
 - f) is absent from all meetings of the Board during a 6 months' period, with or without the consent of the Board, unless at the next meeting of the Board, the Board resolves otherwise;
 - g) has failed to disclose a material personal interest that would be required to be disclosed under the Corporations Act or ACNC Act, if the Company is subject to the ACNC legislation, unless at the next meeting of the Board, the Board resolves otherwise;
 - h) is an Elected Director and ceases to be a Voting Member;
 - i) is removed as a Director by an ordinary resolution of the Company in general meeting, subject to the Corporations Act; or
 - j) is, or becomes a paid employee of the Company.

29. Office bearers

- 29.1 The Board must elect, from amongst their number, Directors to the office bearer positions of President and Deputy President at least annually and in any event at the

first meeting of the Board following an AGM. Subject to this rule, the Board may determine the period for which a Director is to be an office bearer.

- 29.2 The President and Deputy President has such powers and duties as specified in this Constitution, as required by law and as determined by the Board.
- 29.3 Office bearers will not hold office beyond their retirement or removal from the Board as a Director.

30. No alternate Directors

- 30.1 Directors are not entitled to appoint alternate Directors.

31. Payments to Directors

- 31.1 Directors are entitled to such reasonable remuneration as the Board determines, subject to any aggregate limits on the amount of remuneration payable as fixed by the Voting Members in general meeting from time to time as required by the Corporations Act.
- 31.2 A Director may be reimbursed for out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board.
- 31.3 A Director may be paid for any service rendered to the Company by the Director in a professional or technical capacity where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board, and is not more than an amount which commercially would be reasonable for the service.

32. Powers and duties of the Board

- 32.1 The Board is responsible for the control, ultimate management and conduct of the Company. In addition to the specific powers conferred on the Board by this Constitution, the Board may exercise all the powers of the Company that are not required by the Corporations Act or the ACNC Act or by this Constitution to be exercised by the Company in general meeting.
- 32.2 The Board must determine how money and other assets of the Company are managed and how payments are made by or on behalf of the Company.
- 32.3 The Board may form and delegate any of its powers and functions to a committee, task force, working or other group consisting of such Directors or other individuals as the Board thinks fit and may from time to time revoke such

delegation. A committee of the Board must, in exercise of the powers delegated to it, conform to any directions, terms or conditions that may be imposed on it by the Board.

- 32.4 The Board may delegate any of its powers and functions to a Director, an employee of the Company (such as a chief executive officer) or any other person, and on such terms and conditions as the Directors consider appropriate.
- 32.5 The Board may make and from time to time revoke or amend By-Laws not inconsistent with this Constitution to govern procedures and activities of the Company and its organisation. The By-Laws, as they are in effect from time to time, bind the Directors and the Members.
- 32.6 Any question or dispute relating to or arising from this Constitution shall be referred to the Board for determination provided that nothing in this Constitution reduces any rights a Member may have at law.

33. Duties of directors

- 33.1 The Directors must comply with their duties as directors under legislation and common law, and, if they are subject to the ACNC Act, with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
 - a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
 - b) to act in good faith in the best interests of the Company and to further the Objects of the Company;
 - c) not to misuse their position as a Director;
 - d) not to misuse information they gain in their role as a Director;
 - e) to disclose any perceived or actual material conflicts of interest in the manner set out in rule 34;
 - f) to ensure that the financial affairs of the Company are managed responsibly; and
 - g) not to allow the Company to operate while it is insolvent.

34. Conflicts of interest

- 34.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered by the Board :
- a) to the other Directors; and
 - b) if all of the Directors have the same conflict of interest, to the Members at the next general meeting, or at an earlier time if reasonable to do so.
- 34.2 The disclosure of a conflict of interest by a Director must be recorded in the Board's minutes.
- 34.3 Each Director who has a material personal interest in a matter that is being considered by the Board must not, except as provided under rule 34.4:
- a) be present at the meeting while the matter is being discussed, or
 - b) vote on the matter.
- 34.4 A Director may still be present and vote if:
- a) their interest arises because they are a Member of the Company, and the other Members have the same interest;
 - b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see rule 50.4);
 - c) their interest relates to a payment by the Company under rule 50.1 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
 - d) the Australian Securities and Investments Commission (**ASIC**) makes an order allowing the Director to vote on the matter; or
 - e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present while the matter is being considered.

35. Board meetings

- 35.1 The Board may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- 35.2 The planned contemporaneous linking together of Directors by technologies, such as telephone or other electronic means, that are consented to by all Directors and that allow reasonable interaction between all participating Directors, constitutes a Board meeting provided the number of Directors participating is sufficient to constitute a quorum.
- 35.3 A Director participating in a meeting by technology in accordance with rule 35.2 is taken to be present in person at the meeting.

36. Chair of Board meetings

- 36.1 The President, if present and willing to act, will act as chair of meetings of the Board.
- 36.2 If the President is not present within 15 minutes after the time appointed for a meeting or is unable or unwilling to act or has notified an intention not to be present or able and willing to act, the following may act as chair of the meeting (in order of entitlement):
 - a) the Deputy President; or
 - b) a Director chosen by the majority of Directors present at the meeting.

37. Convening of a Board meeting

- 37.1 The President or any 2 or more Directors may, whenever they think fit, convene a Board meeting.
- 37.2 A Secretary must, when requested by the President or on the written requisition of any 2 or more Directors, convene a Board meeting.

38. Notice of a Board meeting

- 38.1 Unless special circumstances apply, at least 7 days' notice should be given to every Director of a Board meeting and the date, time and place of the meeting.
- 38.2 Notice of a Board meeting must be given by such means as have been agreed by all the Directors. Non-receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the meeting unless the non-receipt was due to a deliberate act.

39. Quorum at a Board meeting

- 39.1 No business may be transacted at a Board meeting unless a quorum of Directors is present during the time the business is dealt with.
- 39.2 A quorum at a Board meeting is a majority of Directors in office at the time of the meeting.
- 39.3 A Director who is present and is disqualified from voting on a matter pursuant to rule 34.4 shall be counted in the quorum despite that disqualification, even if they do not participate in that part of the meeting from which they are disqualified from voting.

40. Decisions of the Board

- 40.1 Questions arising at a meeting of the Board are to be decided by at least a simple majority of votes cast by the Directors present and entitled to vote and any such decision is for all purposes a determination of the Board.
- 40.2 In the case of an equality of votes upon any proposed resolution the chair of the meeting, in addition to any deliberative vote, does not have a casting vote and the resolution is not passed.

41. Circulating resolutions

- 41.1 The Board may pass a resolution without a Board meeting if the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 41.2.
- 41.2 For rule 41.1, a Director may signify assent to the resolution by signing a document containing a statement of the resolution or by notifying the Secretary of the Director's assent in person, by telephone, email or other electronic means.
- 41.3 A resolution under rule 41.1 shall be deemed to have been passed if the number of Directors in favour is sufficient for a quorum at a Board meeting in accordance with rule 39.2.
- 41.4 Resolutions passed in accordance with rule 41.3 are to be taken to have been passed on the date the resolution was assented to by the final Director whose support resulted in the number of Directors in favour of the resolution equalling the number that is a quorum.

42. Validity of acts of Directors

- 42.1 All acts done by a meeting of the Board or of a committee appointed by the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

V. ADMINISTRATION

43. Secretary

- 43.1 The Company must have at least one Secretary, who may be but does not need to be a Director.
- 43.2 A Secretary must be appointed by the Board (after giving the Company their signed consent to act as Secretary of the Company) and may be removed by the Board.
- 43.3 The Board must decide the terms and conditions under which the Secretary is appointed, including any remuneration.

44. Minutes

- 44.1 The Board must ensure that minutes of proceedings and resolutions of general meetings of the Company and of Board meetings (including committees of the Board) are recorded in books kept for that purpose within 1 month following the relevant meeting.
- 44.2 The Board must ensure that minutes of resolutions passed by the Board and committees of the Board without a meeting are recorded in books kept for the purpose within 1 month after the resolution is passed.
- 44.3 The minutes of a meeting must be signed within a reasonable time after the meeting by the chair of the meeting or the chair of the following meeting.
- 44.4 The minutes of a passing of a resolution without a meeting must be signed by a Director within a reasonable time after the resolution is passed.
- 44.5 A minute that is recorded and signed in accordance with rule 44 is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

45. Inspection of records

- 45.1 The Board must ensure that the minute books for general meetings are open for inspection by Members free of charge.

- 45.2 Subject to rule 45.1, the Board may determine whether and to what extent, and at what times and places and under what conditions, the minute books, financial records and other documents of the Company or any of them, will be open to inspection by Members other than Directors.
- 45.3 A Member other than a Director does not have the right to inspect any books, records or documents of the Company except as provided by law or authorised by the Board.
- 45.4 Notwithstanding rule 45.2, a previous Director has a right to inspect minute books and related papers for meetings of the Directors and committees of the Board for the period covering when they were a Director.

46. Accounts and audit

- 46.1 The Company must prepare and deal with such accounts as are required to be prepared in accordance with the Corporations Act or in accordance with the ACNC Act as applicable.
- 46.2 The Board may, and must if required by the Corporations Act or the ACNC Act, cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act or ACNC Act, as applicable.
- 46.3 The financial year shall be the period of 12 months ending on 30 June, unless the Board determines a different end date.

47. Notices

- 47.1 A notice may be given by the Company to a Member:
- a) by serving it on the Member personally;
 - b) by sending it by prepaid post to the Member's address as shown in the Register;
 - c) by sending it to the Electronic Contact Address or such other address the Member has supplied to the Company for the giving of notices;
 - d) by making a copy of it accessible electronically on a website of, or related to, the Company and advising the Member of its availability via the Electronic Contact Address; or
 - e) by publishing it in a regular newsletter publication of the Company to Members which publication may be printed or be electronic or internet based.

- 47.2 The fact that a Member has supplied an email or other electronic address for the giving of notices:
- a) does not require the Company to give any notice to that person by email or other electronic means; or
 - b) does not prevent the Company from giving notice to that person in the manner envisaged by rule 47.1.
- 47.3 Any Member who has not provided to the Company a place of address or Electronic Contact Address for inclusion in the Register as the place at or via which notices may be given to the Member shall not be entitled to receive any notice, subject to rule 47.4.
- 47.4 When a Member does not have a registered address or Electronic Contact Address or when the Company has bona fide reason to believe that a Member is not known at the Member's registered address or Electronic Contact Address, all future notices are deemed to be given to the Member if the notice is exhibited in the registered office of the Company, if any, for a period of 48 hours (and is deemed to be duly served at the commencement of that period) unless and until the Member informs the Company of a registered address or Electronic Contact Address.

48. Time of service of notices

- 48.1 Where a notice is sent by post, service of the notice is taken to be effected 2 days after it is posted.
- 48.2 Where a notice is sent by email or other electronic means, service of the notice is taken to be effected on the day it is sent.
- 48.3 Where the Company gives a notice under rule 47.1d), service of the notice is taken to be effected when the notice was first so made accessible.
- 48.4 When the Company gives notice under rule 47.1e), service of the notice is taken to be effected on the day after the date on which the notice was first published.

49. Execution of documents

- 49.1 The Company may execute a document only if authorised:
- a) by the Board; or
 - b) in accordance with any delegation made by the Board.

- 49.2 Without limiting the manner in which the Company may execute any approved contract, including as permitted under the Corporations Act, the Company may execute any agreement, deed or other document by:
- a) 2 Directors signing the same; or
 - b) 1 Director and 1 Secretary signing the same.
- 49.3 Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be executed effectively by the Company.
- 49.4 The Board may at any time determine that the Company shall have a common seal and if so:
- a) the Board must provide for its safe custody; and
 - b) it may only be used as authorised by the Directors.

50. Indemnity and insurance

- 50.1 Subject to rule 50.2, the Company must indemnify each individual who is a Director or a Secretary on a full indemnity basis and to the full extent permitted by law against all liabilities, including a loss, liability, cost, charge or expense, incurred by the Director or Secretary, including without limitation:
- a) a liability for negligence; and
 - b) a liability for reasonable legal costs.
- 50.2 The indemnity in rule 50.1 does not operate in relation to any liability which:
- a) is a liability of the Company or any of its related bodies corporate;
 - b) is a liability for a pecuniary penalty order under the Corporations Act or a compensation order under the Corporations Act; or
 - c) arises out of conduct of the Director or Secretary which was not in good faith, or which involved wilful misconduct, gross negligence, reckless misbehaviour or fraud.
- 50.3 The indemnity in rule 50.1:
- a) does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void, unenforceable or not permitted by law; and

- b) does not operate in respect of any liability of the Director or Secretary to the extent that that liability is covered by insurance.
- 50.4 For each Director or Secretary against any liability incurred by the Director or Secretary as a Director or Secretary including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal, and whatever their outcome 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.

51. Winding up

- 51.1 If any property remains following the winding up or dissolution of the Company after satisfaction of all its debts and liabilities, this property will not be paid to or distributed amongst Members, but will be given or transferred to another charity (and if the Company is registered under the ACNC Act it must be given to another charity) or body corporate that has:
- a) charitable purposes that are similar to the Objects;
 - b) a constitution that requires its income and property to be applied to promoting its Objects; and
 - c) a constitution that prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by rule 6.1.
- 51.2 The identity of the charity or body corporate is to be determined by the Members at or before the time of dissolution and failing such determination being made, by the Board at or before the time of dissolution and failing such determination by application to the court for determination.
- 51.3 If the Company has been endorsed as a deductible gift recipient under Australian tax law and the Company maintains accounts or a gift fund pursuant to such endorsement, the Company must on the earlier of the winding up of such accounts or gift fund or of the Company having its deductible gift recipient endorsement revoked, transfer any surplus assets of those accounts or gift fund to another organisation or gift fund which is endorsed as a deductible gift recipient. The organisation

to which the assets are to be given is to be determined by the Members, or failing that, by the Board, and failing such determination, by application to a court that has jurisdiction in the matter.

52. Changes to this Constitution

52.1 This Constitution may only be amended in accordance with the Corporations Act.

53. Transitional provisions

53.1 On registration of the Company, all members listed in the register of members of SARRAH Inc shall become Members of the Company. The Board shall classify each Member as either a Voting Member or Non-voting Member consistent with the Member's existing voting rights.

53.2 Upon registration of the Company, those individuals who held office as board members of SARRAH Inc immediately prior to the date of registration of the Company will continue as the initial Board even if this results in more Directors than are allowed under rule 23.1.

- a) The board members elected by the membership of SARRAH Inc will continue as Elected Directors.
- b) The board members appointed by the elected board members of SARRAH Inc will continue as Appointed Directors.
- c) President - the president in office at SARRAH Inc when this Constitution becomes effective becomes the President until they are replaced as President in accordance with this Constitution.
- d) Deputy President – the deputy president in office at SARRAH Inc when this Constitution becomes effective becomes the Deputy President until they are replaced as Deputy President in accordance with this Constitution.
- e) The positions of secretary and treasurer of SARRAH Inc will cease but the board members in those roles remain Directors on the initial Board of the Company.
- f) The Secretary will be the individual so named on the application to register the Company.

53.3 At the conclusion of the first AGM following registration of the Company half of the Elected Directors in office at the time (rounded down if not a whole number) will retire and prior to that AGM, an election process will proceed for the

impending vacant Elected Director positions. The Elected Directors to retire will be determined by agreement among themselves. If the Directors cannot agree then the drawing of lots will determine which Directors are to retire. The Directors to retire may stand for re-election if eligible under this Constitution.

- 53.4 At the second AGM following registration of the Company, the remaining Elected Directors from the initial Board will retire. The Directors to retire may stand for re-election if eligible under this Constitution.
- 53.5 Upon registration of the Company, any existing committee established by the board of SARRAH Inc will continue until such time as the Board determines that it is to cease.
- 53.6 For Directors on the initial Board who were board members of SARRAH Inc immediately prior to registration of the Company, the time served on the board of SARRAH Inc will not count in determining the term limits under rule 24.3.
- 53.7 Immediately there are no Directors in office from the initial Board affected by this rule 53 then it shall cease to have a purpose and shall be removed from the Constitution and be replaced with the word 'deleted (date)'.

END OF CONSTITUTION