Constitution of KU Children's Services

A Company Limited by Guarantee

Children's Services
Since 1895

A. The Company's Names and Aims

What is the Company's name?

1. The Company's name is KU Children's Services.

What are the Company's aims?

2. The Company aims to provide and support a range of educational and care services for children. It also aims to demonstrate commitment to excellence in meeting the needs of children while responding to changing social and family circumstances.

How may the Company pursue its aims?

3. The Company may do anything that is legally permitted to help pursue or implement its aims, and may also do anything incidental to the aims or the pursuit of them.

B. Defined Terms in this Constitution

4. In this Constitution, the following words have the meanings set out in the following table.

Word	**Meaning**
Appointee Director	A Director appointed by the Board at an Appointment Board Meeting, or a Director filling a vacancy in the place of such a Director
Appointment Board Meeting	The first Board meeting held after each Annual General Meeting to appoint an Appointee Director
Auditor	A person registered as an auditor with the Australian Securities and Investments Commission (**ASIC**)
Board	The Board of Directors of the Company
Books	Includes: (a) A register (b) Any other record of information (c) Financial reports or financial records, however compiled, recorded or stored

Centre	Any kindergarten, pre-school, child care centre, or other type of children's service that the Company operates either alone, or in association with anyone else
CEO	Chief Executive Officer
Company	KU Children's Services ACN 000 006 137
Corporations Act	*Corporations Act 2001* (Cth)
~~Council~~	~~Means the Council as described in Part K~~
~~Council Representative~~	~~The person elected at the most recent Annual General Meeting of a Centre to be the "Council Representative", and whose name and election has been notified in writing to the Secretary~~
Director	Means a person who is a Director of the Company under the Corporations Act and where appropriate, an alternate Director
Elected Director	A Director elected by Members or a Director filling a vacancy in the place of such a Director
Insane	A person is insane when, through mental or physical infirmity, that person is incapable of managing his or her affairs
Member	A person is a Member of the Company if he or she: (a) Is a Member of the Company on its registration (b) Agrees to become a Member of the Company after its registration and his or her name is entered on the Register of Members
Returning Officer	An independent person appointed by the Secretary to conduct and oversee the election of Directors
Secretary	Is an officer of the Company with specific responsibilities under the Corporations Act, including responsibility for ensuring that the Company notifies the Australian Securities and Investments Commission about changes to the identities, names and addresses of the Company's Directors and Company Secretary and that the Company lodges its annual return

C. The Company's Income and Assets

What may the Company do with its income and assets in the normal course of business?

5. The Company must apply its income and assets towards achieving and promoting its aims.

6. The Company can employ people and pay them for their work, and it can reimburse their expenses. The Board must oversee the terms on which people are employed to ensure that those terms are commercially sensible.

7. The Company may not remunerate anyone (other than the CEO) for being a Director or for doing anything as a Director.

8. Other than under a contract of employment, the Company must not pay any of its income or assets to anyone making a claim through any of its current or past Members.

What may the Company do with its income and assets in a winding up, etc.?

9. If the Company has any property after all its debts and liabilities are paid or discharged and it is about to be wound up or dissolved, then that property must not be paid to, or distributed among, the Members. Instead, that property must be given, or transferred, to another organisation (or organisations) with similar aims to those of the Company. That must be done before, or when, the Company is dissolved. If it is not done by that time, then it must be done in a way ordered by the Supreme Court of New South Wales.

May a Member inspect the Company's Books?

10. The Board may authorise a Member to inspect the Company's Books, and must establish a fair procedure for inspections.

D. Membership

Who is a Member of the company?

11. There is one class of Membership. Members in that class can be one of three types, Parent Members, General Interest Members and Life Members.

12. To be a Parent Member, a person must:

    - Have paid the Parent Member fee as set by the Board
    - Be a parent or guardian of a child enrolled at a Centre
    - Be the only parent or guardian who is a Parent Member in relation to that child
    - Have agreed in writing to comply with this Constitution
    - Be accepted to Membership by the Board
    - Have started being a Member under clause 16; and
    - Not have stopped being a Member under clause 17.

13. To be a General Interest Member, a person must:

    - Have paid the General Interest Membership fee that is set by the Board

- Have agreed in writing to comply with this Constitution
- Be accepted to Membership by the Board; and
- Not have stopped being a Member under clause 17.

14. A person is a Life Member if (while he or she is a Parent or General Interest Member) the Board nominates him or her as a Life Member and a General Meeting of the Company elects them a Life Member. A Life Membership ends either when the Member dies, becomes insane or resigns in writing to the Board. However, a Life Member may not resign if the resignation will mean that there are no Members of the Company.

How is Membership registered?

15. The Secretary must keep an up to date Register of Members. When a person becomes a Member, the Secretary must record in the Register of Members:
    - That person's name
    - The address where each Member wants notices sent, which for a Parent Member can be at the Centre where that parent's child attends
    - Any email address provided by a Member
    - Any loss of voting rights under clause 22.

> ***Example***
>
> *If Maria and Michael enrol their child Sally to start at a Centre on Monday 6 March 2000, and they have paid the fees and bring Sally along to start attending the Centre, Maria or Michael becomes a Member until 31 December 2000 (as long as they have agreed in writing to comply with this Constitution).*
>
> *Office bearers of a Centre must be Members. If Maria is the Parent Member and Michael wants to be an office bearer, then he becomes a General Interest Member.*

How long does Parent Membership last?

16. A parent or guardian of a child enrolled at a Centre starts being a Parent Member from the first day when both of the following events have happened.
    - Event 1 – the fees for that child's attendance are paid to the Centre
    - Event 2 – the child starts attending a Centre.

17. A person stops being a Parent or General Interest Member on 31 December in the year when the person became a Member. Membership can also end when the Member dies, becomes insane or resigns in writing to the Board. However, a Member may not resign if the resignation will mean that there are no Members of the Company. When a person stops being a Member, the Secretary will remove that person's name from the Register of Members.

18. A person who stops being a Member must still pay the Company any money they owe it.

What are the Board's powers to accept new Members?

19. The Board may make rules about who is eligible to be a Member and about the procedures for becoming a Member. The Board may reject an application for Membership without giving a reason.

20. There is no limit on how many people may be Members.

E. Amounts Members Have to Pay

How much do Members have to pay as a subscription?

21. The Board may set, and change, the amount of any annual subscription. Annual subscriptions run from 1 January to 31 December.

22. Each Member who wants to remain a Member must pay any renewal subscription by 31 March of the relevant year. If the subscription has not been paid by that date, he or she continues to be a Member, but loses his or her right to vote at a General Meeting of the Company (or, if the Member is a Director, at a Board Meeting) until reinstated as a Member.

How much do Members have to pay if the Company is wound up?

23. If the Company is wound up while a person is a Member (or within 12 months after a person stops being a Member), that person may have to pay up to $2.00 to the Company so that it can pay:

    - Its debts that were incurred while the person was a Member
    - The costs and expenses of winding up the Company and of adjusting the rights of those people who have to contribute to the Company.

24. The liability of the Members is limited.

F. Meetings of Members – Known as "General Meetings"

When is the Annual General Meeting to be held?

25. The Company must hold an Annual General Meeting each year in accordance with the requirements under the Corporations Act.

When are other General Meetings to be held?

26. The Board may call a General Meeting, called an Extraordinary General Meeting, whenever it thinks fit.

27. The Board must call a General Meeting if at least 10% of the total number of Members ask the Board, in writing, to hold a meeting. To ask the Board to hold a meeting, the Members must arrange for their written request to be delivered to the Secretary. The request must set out each object of the meeting. To calculate the total number of Members, use the number of Members as at the preceding 31 December.

How must the Company notify Members of General Meetings?

28. The Board must arrange for the Members to be given written notice of the Annual General Meeting and of any Extraordinary General Meetings. The notice must be given individually to each Member entitled to vote at the meeting and to each Director and Auditor, unless the

Australian Securities and Investments Commission or applicable law permit other rules for notices, in which case those rules may be followed instead.

29. Notice to Joint Members must only be given to the Joint Member named first in the Register of Members.

30. A notice of meeting sent by ordinary mail, fax, email or other electronic means, is taken to be given on the business day after it is sent.

31. For each meeting, the Board may choose whether to give Members notice by one or more of the following methods:

    - By the Secretary arranging for a notice of the meeting to be delivered
        - To each Centre with a request that it be given to each Parent Member who nominates the Centre's address as the address for notice to that Parent Member; or
        - To the mailing address (other than a Centre) for each Parent Member who does not nominate the Centre's address as the address for notice to that Parent Member
    - By mailing a notice using ordinary mail to each General Interest Member and each Life Member at the address for that Member on the Register of Members
    - By emailing a notice using email to each Member who has given an email address for inclusion on the Register of Members
    - Any other method approved by the Australian Securities and Investments Commission or applicable law.

32. The Board's decision is final as to which method of notice to use, and no Member has the right to challenge it on any ground.

33. These clauses about notice replace and override any replaceable rules relating to notices in the Corporations Act.

What business can be transacted at a General Meeting?

34. At a General Meeting, the Company may conduct elections and make ordinary and special resolutions, but:

    - Special resolutions must be as stated in the notice for that meeting;
    - Ordinary resolutions must be either as stated in the notice for that meeting, or as amended in a way that is directly relevant to any stated purpose of the resolution; and
    - Any other business must be consistent with the purpose for which the meeting was convened.

How is a vote taken?

35. A resolution put to the vote at a meeting of a Company's Members must be decided on a show of hands unless two Members who are present ask for a secret ballot.

36. Before a vote is taken, the Chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

37. On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.

38. Any two Members may demand a secret ballot for any vote, except for a vote on the election of a Chairperson or on the question of an adjournment. If they do demand a secret ballot, then that vote must be taken by secret ballot.

What is a quorum for a General Meeting?

39. The quorum for any General Meeting of the Company is the number required under the Corporations Act.

Who can vote at a General Meeting?

40. Any Member who is not an employee of the Company may vote in an election for Directors. In all other respects, the rule of one Member one vote applies. If the Member is:

    - At the meeting, then he or she (or if a Joint Member, one of the Joint Members) may vote in person; or

    - Not at the meeting, then he or she (or if a Joint Member, one of the Joint Members) may vote by proxy – see Clauses 41 - 43.

How does a Member vote if they can't attend a General Meeting?

41. A Member who is entitled to vote at a General Meeting may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.

42. A proxy who is not entitled to vote on a resolution may vote as a proxy for any Member who can vote. However, the document in which the proxy is appointed must set out the way the proxy is to vote on the resolution. The proxy must vote as set out in the document.

43. A proxy vote is valid even if the Member who appointed the proxy dies or becomes insane (or is mentally incapacitated) or revokes the appointment, but not if the Company has received written notice of the death, insanity or revocation before the start of the relevant General Meeting.

How are doubts etc. at a General Meeting to be resolved?

44. The Chairperson's decision is final in relation to any dispute, doubt or difficulty in relation to, or arising out of, any matter of procedure or order at a meeting.

What are the Board's powers in relation to General Meetings?

45. The Board can set any rules or procedures it thinks appropriate in relation to conducting meetings and the exercise of the Board's powers.

46. The Board must not contravene this Constitution and the Corporations Act when exercising its powers.

G. The Board of Directors

How many Directors are there?

47. The Company must have not less than six and up to nine Directors (not counting alternate Directors) – or 10 if the Board appoints the CEO as a Director.

48. Not less than four but up to s~~S~~ix Directors (not counting alternate Directors) must be Elected Directors.

49. Not less than two but up to t~~T~~hree Directors (not counting alternate Directors) must be Appointee Directors.

May an employee be a Director?

50. An employee (other than the CEO) may not be a Director.

Elected Directors

51. Elected Directors are elected at Annual General Meetings.

52. An Elected Director is elected for a term ending at the close of the Annual General Meeting in the third year after the Annual General Meeting at which the Director was elected.

53. At each Annual General Meeting two Elected Directors must be elected.

What happens if a vacancy arises in the position of an Elected Director?

54. If a vacancy arises in the position of an Elected Director the Board may fill it as a casual vacancy.

55. A Director appointed by the Board to fill a casual vacancy in the position of an Elected Director serves only until the close of the next Annual General Meeting at which time a separate ballot must be held to fill the position for the remainder of the term that the vacating Director would have served.

Appointee Directors

56. The Board must hold an Appointment Board Meeting each year to appoint one Appointee Director. The Appointment Board Meeting is to be held before the Board meeting required by Clause 9168.

57. An Appointee Director is appointed for a term ending at the close of the Appointment Board Meeting in the third year after the Appointment Board Meeting at which the Appointee Director was appointed.

What happens if a vacancy arises in the position of an Appointee Director?

58. If a vacancy arises in the position of an Appointee Director the Board may fill it as a casual vacancy.

59. A Director filling a casual vacancy in the position of an Appointee Director serves only until the end of the term that the vacating Director would have served.

Retirement of Directors

60. At each Annual General Meeting the two Elected Directors who reach the end of their elected terms must retire.

61. At each Appointment Board Meeting the Appointee Director who reaches the end of his or her appointed term must retire.

Are retiring Directors eligible to take office again?

62. Directors who retire are eligible for re-election or re-appointment subject to the provisions about nine year maximum terms in this Constitution.

Maximum term

63. For the purposes of measuring maximum terms, a year is the period between Annual General Meetings or between Appointment Board Meetings as the case may require.

64. No Director may serve for more than nine consecutive years whether as Elected Director or Appointee Director or any combination thereof.

65. No person is eligible for election or appointment if serving their full term would breach this limit.

66. Despite Clause 6449.14, a Director who must retire under that clause is eligible for election at an Annual General Meeting or appointment at an Appointment Board Meeting in any year following that retirement.

~~Transitional provisions~~

~~51.1 The nine year limit in Clause 49 applies to Directors whether or not in office before the date this Constitution is adopted (**Adoption Date**) and is calculated to include any time served before the Adoption Date.However the inclusion of Clause 49 shall not itself operate to remove any Director in office at the Adoption Date, and any Director in office at the Adoption Date may serve the balance of his or her existing term.~~

~~51.2 Clause 47.1 and the consequent changes in the composition of the Board commence on the day of the first Annual General Meeting following the Adoption Date (**First AGM**) subject to these transitional provisions.~~

~~51.3 The election and appointment and the initial terms of each of the Directors elected at the First AGM and appointed at the first Appointment Board Meeting held thereafter (**First Appointment Board Meeting**) shall be conducted and determined according to transitional procedures approved by a resolution of Members. The Board may prescribe such supplementary or additional procedures as it considers necessary or desirable to give effect to that resolution.~~

~~51.4 These transitional provisions override the other provisions of this Constitution to the extent of any inconsistency.~~

How are Directors nominated?

67. Any two Members may nominate any other Member (who is not an employee of the Company) to be a candidate for election as a Director. The nomination must be:

- In writing;
- Signed by the candidate and by the two Members who nominate the candidate; and

- Lodged with the Secretary at least 28 days before the Annual General Meeting at which the election is to take place.

If this Constitution requires separate ballots at any Annual General Meeting, a person may only be nominated for election in one of those ballots.

How are ballot lists to be prepared?

68. Any ballot lists needed are to contain only the names of the candidates. The names are to be listed in alphabetical order.

How are Directors elected?

69. The Board:

- Must set, and may change, procedures for giving information to Members about people nominated; and
- Must arrange for those procedures to be prominently displayed in each Centre at least 21 days before nominations are due.

What voting system applies?

70. The candidates with the most votes are elected until all the vacancies are filled: that is, voting is to be “first past the post”.

What if there is a dead heat?

71. If there is a dead heat and the number of vacancies available to the candidates involved in the dead heat is less than the number of candidates involved in the dead heat, then:

- The Chairperson is to write each of the candidate’s names on separate pieces of paper of the same size;
- Place them in a container; and
- Draw them out one at a time until the number of pieces of paper drawn out equals the number of vacancies. (i.e., the vacancies are filled by the candidates whose names were drawn out).

72. The Returning Officer must make sure that once the pieces of paper are in the container, and until the pieces of paper are drawn out and read, no-one can determine which candidate’s name is on which piece of paper.

What happens if the number of candidates is less than, or equals, the number of vacancies?

73. If the number of candidates is less than, or equals, the number of vacancies, then those candidates are automatically made Directors. At the meeting, the Chairperson is to declare that those candidates are Directors.

Who resolves questions about the validity of any vote?

74. If there are any questions about the validity of a vote, that question is to be answered by the Returning Officer. The Returning Officer is to be an independent person appointed by the Secretary to conduct and oversee the election of Directors.

How may the Company remove a Director?

75. At any General Meeting, the Company may remove a Director (other than the CEO) before the end of that Director's term of office. To remove a Director, a special resolution must be passed to remove the Director.

When does a Director's office become vacant?

76. A Director's office becomes vacant if:

- The Director delivers a written resignation to the Secretary;
- The Director is no longer a Member of the Company;
- The Director becomes an employee of the Company (other than as CEO);
- An order made under the Corporations Act (or under any other law) prohibits the Director from being a Director;
- The Director becomes bankrupt, or makes an arrangement or composition with his or her creditors;
- The Director becomes insane, or his or her estate is liable to be dealt with in any way under any law relating to mental health;
- The Director ~~is absent~~fails to attend (either personally or by an alternate Director) ~~from~~ three Board meetings in a row without the Board's consent;
- The Director is convicted of an indictable offence;
- The Director does not meet the requirements of any law in Australia governing the qualifications required for D~~d~~irectors of companies such as the Company to provide children's education or care; or
- The Director is removed under this Constitution (i.e. Clause 75~~58~~).

Can a Director appoint an alternate?

77. A Director may by providing written notice to the other Directors nominate a person who is not a Director as an alternate Director of that Director for any period not exceeding the Director's term of office. An alternate Director need not be a Member. The majority of other Directors must consent to the person being appointed an alternate Director.

78. The nominating Director may terminate the appointment of their alternate Director at any time by notice in writing to the other Directors.

79. An alternate Director is entitled to receive notice of Board meetings and, subject to this Constitution and the applicable law, to attend, count in the quorum of, speak at and vote at a Board meeting at which his or her nominating Director is not present.

80. Subject to this Constitution and the applicable law, an alternate Director may exercise all of the powers (except the power pursuant to clause 77) of a Director, to the extent that his or her appointing Director has not exercised them.

81. The office of an alternate Director is terminated if the appointing Director ceases to be a Director.

82. An alternate Director is an officer of the Company and not an agent of his or her nominating Director.

H. The Board's Powers, Duties and Procedures, etc.

What powers and duties does the Board have?

~~77.~~83. The Board is to direct the Company's business and is to set the policies by which the Company is to be managed. The Board can resolve to delegate powers over specific decisions to the CEO or to a committee of the Board, but it must remain responsible for overseeing the exercise of delegated powers.

~~78.~~84. In addition to the powers set out in this Constitution, the Board may also exercise all the powers of the Company – except for the powers that this Constitution, or the Corporations Act, require to be exercised by the Company in General Meeting.

How is the Chief Executive Officer appointed?

~~79.~~85. The Company is to have a CEO, and only the Board can appoint and remove the CEO.

~~80.~~86. The Board must decide the terms of the CEO's appointment, and enter into a written contract of employment with the CEO that includes those terms or substantially similar terms.

~~81.~~87. The CEO is to manage the Company's business, is to comply with the policies set by the Board, and is to conduct the day-to day affairs of the Company. The CEO can delegate powers to one or more employees of the Company, but must remain responsible for overseeing the exercise of delegated powers.

Is the CEO a Director?

~~82.~~88. The Board (without the CEO present) may appoint the CEO to be a Director for as long as that person is the CEO. However, if this Constitution, or any law, disqualifies the CEO from being a Director, then he or she may not be a Director.

What voting rights do Directors (and the CEO) have at a Board meeting?

~~83.~~89. At a Board meeting, every Director (including the CEO) present in person or by his or her alternate Director has one vote only, but a Director may not vote for so long as he or she has lost the right to vote as a Member.

How does a Director vote if he or she can't attend the meeting?

~~84.~~90. If a Director wishing to vote cannot attend a Board Meeting, he or she may appoint another Director as his or her proxy to vote for them at the meeting.

What powers does the Board have about its Meetings?

~~85.~~91. The Board must elect a Chairperson at the first Board meeting after the Annual General Meeting each year, and also at the first Board meeting after any Chairperson has stopped being a Director. A Chairperson must be a Director, and cannot be the CEO. The Chairperson is to be the Chairperson for both Board Meetings and General Meetings.

~~86.~~92. The Directors who are present at the Board Meeting must elect one of them to chair that Meeting (or part of it) if the Chairperson or whoever else was to Chair that Meeting (or part of the Meeting) is not there, or is unable or unwilling to chair it.

~~87.~~93. The Board may decide:

- Where and when it will meet;
- How it will transact business;
- How it will adjourn meetings; and
- How it will otherwise regulate its meetings.

How may Board Meetings be called?

~~88.~~94. The Board must meet:

- At a time and place set by the Chairperson (or in the Chairperson's absence, by the CEO; or in the CEO's absence, by the Secretary); and
- At a time and place set by the Secretary if two or more Directors ask the Secretary to summon a meeting. However, for a meeting requested by Directors, the meeting may deal only with the issues for which the Directors requested the meeting.

What is the quorum for a meeting of the Board?

~~89.~~95. The quorum of a meeting of the Board is the majority of ~~five~~ Directors – unless the Board sets a higher number. The quorum must be present at all times during a meeting, or the meeting must stop or be adjourned.

What are the voting rules for Directors?

~~90.~~96. Any motion arising at a meeting of the Board is to be decided by a majority of votes. A determination by a majority of Directors is to be treated as a determination of the Board. If the number of votes for a proposal equals the number of votes against the proposal, the Chairperson of the meeting is to declare the motion lost.

What interests do Directors have to declare?

~~91.~~97. Every Director must comply with the Law, including the Corporations Act. A Director who is in any way (whether directly or indirectly) interested in a contract or proposed contract with the Company or who is party to litigation with the Company (other than as a Member) must declare the nature of the interest at a meeting of the Directors. The Director must do that as soon as practicable after the relevant facts have come to the Director's knowledge.

~~92.~~98. If, at a meeting of Directors, a Director has disclosed the nature and extent of his or her interest in a contract, then (as long as Clause ~~99~~9774 is complied with):

- The Company may enter into the contract;
- If the Director made the disclosure before the contract is entered into the Director may retain benefits under the contract even though the Director has an interest in the contract, and the Company cannot avoid the contract merely because of the existence of the interest; but
- If the Director made the disclosure after the contract is entered into the Director must compensate the Company fully for any actual or likely loss to the Company under or arising out of the contract, unless the Board (in the absence of that Director) decides otherwise.

~~93.~~99. The voting rights of the Director with an interest in a contract or who is party to litigation with the Company (other than as a Member) differ depending on whether or not they are the CEO:

- If the Director is the CEO, he or she may vote in respect of any matter to do with the interest in a contract or with the litigation —unless the other Directors vote to disallow the CEO to vote. The CEO must temporarily leave the meeting, while the other Directors discuss, decide, and vote, on whether to let the CEO vote.

- If the Director is not the CEO, he or she may not vote in respect of any matter to do with the interest in a contract or with the litigation.

May ex-Directors have access to the Company's records?

~~94.~~100. An ex-Director may have access to the Company's records for the period in which that person was a Director. The Board is to establish fair procedures for the access.

I. The Secretary

What is the Secretary's role?

~~95.~~101. The Secretary's role is to:

- Carry out his or her duties under the Corporations Act;

- Carry out his or her duties as required by the Board;

- Do anything else the Board authorises him or her to do; and

- Report to the Board.

What powers does the Secretary have?

~~96.~~102. The Secretary has all necessary powers to fulfil the role, and the power to speak (but not to vote at) all meetings of the Company, the Board, and the Board's Committees. However, the Board may give the Secretary the right to vote at meetings of any of the Board's Committees.

Who appoints the Secretary?

~~97.~~103. The Board must appoint at least one person to be Secretary.

J. The Board and Employees

May an employee vote at a meeting of a Parent Advisory Group~~Centre Management Committee~~?

~~98.~~104. The Board can set rules for the governance and conduct of Parent Advisory Groups~~Centre Management Committees~~. The following clauses apply despite any rules the Board might set.

- At any meeting of a Parent Advisory Group~~Centre Management Committee~~, an employee of the Company may not vote, – even if:

  - He or she has a child at that Centre; or

- He or she doesn't work at that particular Centre.

- However, the Director of a Centre may attend, but not vote at, the meetings of the Parent Advisory Group~~Centre's Management Committee~~.

(Other rules that affect employees are set out in Clauses 40, 50~~48~~, ~~49,~~ 67~~50~~, ~~59.3,~~ 90~~88~~64, 106 and 107~~,~~ ~~108~~82~~,~~ ~~and 109~~83 ~~and 87~~.)

Can the Board require an employee to attend a Board Meeting?

~~99.~~105. The Board may require an employee to attend, contribute to, and answer questions at a Board Meeting. The Board can require the CEO to leave the meeting for some, or all, of the part of the meeting at which the employee is present.

~~100.~~106. As set out in Clause 50~~48~~ an employee (other than the CEO) may not be a Board Member.

~~K. The Council~~

~~What is the Council's role?~~

~~101. The Council's role is to:~~

- ~~Make suggestions to the CEO about the Company's operations. The CEO may decide which of those suggestions (or parts of them) are to be dealt with by the CEO or his or her delegates and which by the Board. The CEO may choose to involve the Chairperson in those decisions;~~

- ~~Recommend Life Members to the Board; and~~

- ~~Respond to the Board on matters the Board refers to it.~~

~~When does the Council meet?~~

~~102. The time and place for the Council's meetings (to be at least quarterly) are to be set by the Board. When the Board has done that, the Secretary is to call each meeting of the Council.~~

~~Who is on the Council?~~

~~103. The Council is made up of:~~

- ~~The Directors;~~

- ~~Any Life Members; and~~

- ~~The Council Representative of each Centre (or in their absence, their alternate).~~

K~~L~~. Indemnities and Insurance

How are the Directors and employees indemnified?

~~104.~~107. The Company is to indemnify and insure Directors and employees to the extent permitted by law. The Board is to decide the commercial terms of any insurance policy including any Directors and Officers insurance policy, and the Company is to pay the premiums on time for each policy, to the extent permitted by law.

How are the Auditors indemnified?

~~105.~~108. The Board may decide to indemnify any Auditors in relation to their liability to any other person or entity (other than the Company, or one of its related bodies corporate) that arises out of any act or omission (including the entering into of a contract) in good faith and within the scope of the Auditor's engagement as Auditor.

~~106.~~109. Also, the Board may decide to indemnify the Auditors (out of the assets of the company) against their liability for costs and expenses they incur in:

- Defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted; or
- In connection with an application in relation to those proceedings in which the court grants them relief.

LM. Replaceable Rules

107.110. Only the replaceable rules in the following list apply:

Sections	Replaceable Rule
248A	Circulating resolutions of companies with more than one Director
249T	Quorum
249W	Adjourned meetings
250F	Jointly held shares

MN. Table of Contents

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