



TyreStewardship
AUSTRALIA



**Australian
Government
Accredited
Product
Stewardship
Scheme**

CONSTITUTION

TYRE STEWARDSHIP AUSTRALIA LIMITED

As of 19th November 2021

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Tyre Stewardship Australia, Company Limited by Guarantee, ACN 164 971 939

Constitution

PRELIMINARY

1 DEFINITIONS

In this Constitution, the following definitions apply:

ACCC	Australian Competition and Consumer Commission.
Annual Fee	the fee payable by Members annually in an amount determined by the Board.
Attending Member	in relation to a General Meeting, the Member present at the place of the meeting through its Corporate Representative in person, by proxy or by attorney.
Board	the Directors of the Company from time to time
Business Day	a day except a Saturday, Sunday or public holiday in the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.
Corporate Representative	a person authorised in accordance with the Corporations Act (or a corresponding previous law) by a Member which is a body corporate to act as its representative at a meeting of Members.
Corporations Act	the Corporations Act 2001 (Commonwealth).
Director	means a person who is, for the time being, a director of the Company..
Entity	A company, government agency or other organisational structure which is not a natural person.
General Meeting	A meeting of Members.
Independent Director	Directors who are not: <ul style="list-style-type: none"> (a) a director, majority shareholder or employee of a Member or a Corporate Representative; (b) a trustee of a trust under which a Member is capable of benefiting; (c) an agent for a Member in any transaction or dealing; or (d) an attorney of a Member under a power of attorney.
Fee	a fee referred to in the Constitution which is not the Annual Fee or the Levy.

Legal Costs	of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.
Levy	the levy payable by certain participants of the Scheme, in accordance with the Tyre Product Stewardship Scheme guidelines.
Liability of a person	any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Company or in or arising out of the conduct of the business of the Company, including as result of appointment or nomination by the Company or a subsidiary as a trustee or as a director, officer or employee of another body corporate.
Meeting Chairperson	The chairperson of a General Meeting, appointed under Article 24.
Member	a person whose name is entered in the Register as a member of the Company and unless the contrary intention appears includes a Representative Member.
Membership Categories	The categories of Members forming the Members of the Company, as specified in article 8.1
Notice	a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act.
Register	the register of Members kept pursuant to the Corporations Act and, where appropriate, includes any branch register.
Relevant Officer	a person who is, or has been, a Director or Secretary.
Representative Member	a person admitted as a Member as a representative of an unincorporated association or body under Article 8.5.
Scheme	the product stewardship scheme authorised by the ACCC for the collection, recycling and responsible disposal of end-of-life tyres in Australia, currently known as the Tyre Stewardship Scheme, including any future expansion or amendment of the Scheme under the Scheme Guidelines.
Scheme Guidelines	The guidelines for the Scheme as amended from time to time and approved by the ACCC.
Secretary	a person appointed as, or to perform the duties of, secretary of the Company for the time being

2 INTERPRETATION

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word "includes" in any form is not a word of limitation;
- (e) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (f) a reference to a "person" includes a natural person and a body corporate;
- (g) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law; and
- (h) a reference to a statute includes its delegated legislation and a reference to a statute, delegated legislation or a guideline or a provision of any of them includes consolidations, amendments, re-enactments and replacements.

3 APPLICATION OF CORPORATIONS ACT

- (a) Unless the context indicates a contrary intention, in this Constitution:
 - (i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
 - (ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution; and
- (b) The replaceable rules in the Corporations Act do not apply to the Company.

4 ENFORCEMENT

- (a) Each Member submits to the non-exclusive jurisdiction of the courts of Victoria, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
 - (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or

- (ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

OBJECTS

5 OBJECTS OF THE COMPANY

- (a) The principal objects of the Company are to:
 - (i) implement the Scheme;
 - (ii) administer the accreditation of participants in the Scheme;
 - (iii) monitor audit and report on the development of the Scheme;
 - (iv) undertake education, awareness and information activities to promote the Scheme and the value of end-of-life tyres utilisation, and other products falling within the scope of the Scheme;
 - (v) contribute to technology and market and business development activities that are consistent with goal of increased utilisation of end-of-life tyres, and other products falling within the scope of the Scheme.
- (b) In support of the principal objects, the further objects of the Company are:
 - (i) to pro-actively invest in research and development projects, skills development, national outreach and international engagement for the benefit of the Australian community and the Australian public at large;
 - (ii) to advance and accelerate innovative technologies in Australia by supporting focused collaborative research in high priority technologies;
 - (iii) to retain local expertise in, and attract international expertise to, Australia;
 - (iv) to support growth in skills and capacity in Australian technologies for the domestic and international markets;
 - (v) to engage with government, industry and the community in promoting, developing and implementing end-of-life tyre (and related products) technologies and the interests of the Australian research and development community;
 - (vi) to provide a forum to discuss ideas and promote multidisciplinary research and institutional collaboration;
 - (vii) to do all other things as may be incidental or ancillary to the attainment of these objects.
- (c) The Company must pursue its objects and undertake its activities principally in Australia. Article 5 is a complete list of all the Company's objects.

INCOME AND PROPERTY

6 APPLICATION OF INCOME AND PROPERTY

- (a) Subject to Articles 6(b) and 6(c), the Company must apply the profits (if any) or other income and property of the Company solely towards the promotion of the objects of the Company set out in Article 5 and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.
- (b) Nothing in Article 6(a) prevents the Company making any payment in good faith of:
 - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
 - (ii) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Company where the amount payable is approved under the appropriate delegations and procurement policies in place at the time;
 - (iii) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Company;
 - (iv) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
 - (v) interest to a Member at a rate not exceeding a rate approved by the Board on money borrowed by the Company from the Member; or
 - (vi) an amount pursuant to Article 0.
- (c) The Company may make payments to a Director or Secretary in good faith for:
 - (i) any salary or wage due to the Director or Secretary as an employee of the Company where the terms of employment have been approved by the Board;
 - (ii) an insurance premium in respect of a contract insuring a Director or Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium;
 - (iii) any payment pursuant to Article 35; or
 - (iv) any payment pursuant to Article 42(a), 42(c) or 42(d) or a payment pursuant to any agreement or deed referred to in Article 42(e).

LIABILITY OF MEMBERS

7 EXTENT OF LIABILITY

Each Member undertakes to contribute an amount not exceeding \$100.00 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before that person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up the Company; and
- (c) adjustment of the rights of the contributories among themselves.

MEMBERSHIP

8 MEMBERS

8.1 All Members must:

- (a) be an Entity;
- (b) be an accredited participant in the Scheme (as defined in the Scheme Guidelines);
- (c) meet the eligibility criteria of one of the Membership Categories in Article 8.2.

8.2 The Membership Categories are:

- (a) Tyre Manufacturers: Entities engaged in tyre manufacturing and are first to supply a tyre to the domestic Australian market and pay the Levy, including the local affiliates of such manufacturers.
- (b) The national peak body for the tyre recycling industry.
- (c) Independent Tyre Importers: Entities engaged in tyre importation and are first to supply a tyre to the domestic Australian market and pay the Levy, and which are not local affiliates of tyre manufacturers and therefore part of the Tyre Manufacturer category.
- (d) Vehicle Importers: Entities engaged in vehicle importation and are first to supply a tyre to the domestic Australian market and pay the Levy.
- (e) Tyre Retailers: an Entity that offers products for sale at retail through any means, including sales outlets, catalogues, or the Internet. If a Tyre Retailer is part of a franchise or group, then only the head office or franchisor is entitled to membership on behalf of the whole franchise or group structure.
- (f) Tyre Retreaders: an entity engaged in giving new tread to a tyre, either commercially or directly to consumers.

- (g) Industry Groups: Entities which have an interest in either the tyre manufacturing, importing, exporting or retail industries, including groups focused on sustainability and environmental concerns.
- (h) Other Interested Entities: Entities in both the commercial and non-commercial sectors which are not direct participants in the tyre manufacturing, importing, exporting or retail sectors, but have an interest in the objects of the Company.

8.3 The Members may by passing a special resolution in a General Meeting add additional categories of membership and the voting rights of such categories as it is determined appropriate, and in accordance with the Scheme Guidelines.

8.4 Applications

- (a) Any entity meeting the criteria in article 8.1 is eligible to apply to become a Member.
- (b) Each applicant to become a Member must sign and deliver to the Company an application in the required form and pay any application Fee, as determined by the Board.
- (c) The Board must consider any application that satisfies the requirements of Article 8.4(b) and make a decision to accept or reject the application.
- (d) The Board is not required to give any reason for the rejection of any application to become a Member.
- (e) If an application to become a Member is accepted by the Company:
 - (i) the Company must give written notice of the acceptance to the applicant and enter the applicant's name in the Register; and
 - (ii) the Member must pay the Annual Fee in accordance with Article 13.
- (f) If an application to become a Member is rejected by the Company, the Company must give written notice of the rejection to the applicant and refund in full any Fee paid by the applicant.
- (g) Failure by the Company to comply with any notice requirement in Article 8.4(e) and 8.4(f) does not invalidate the decision regarding an application.

8.5 Representative Members

- (a) This Article 8.5 applies to unincorporated associations or bodies which are accredited participants of the Scheme.
- (b) If a person is admitted as a Member as a representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the member is its representative must be entered in the register of Members.

- (c) Subject to the Company's right to decline to accept any person as a Member, and subject to Articles 10 and 11 the unincorporated association or body may replace the Member who is its representative with another person by notice in writing to the Company signed by any officer of the association or body concerned and setting out the details of the new representative, without it being necessary for the outgoing Member to resign or the incoming Member to apply to become a Member.

- 8.6 In the event that a Member's accreditation under the Scheme lapses or ceases for any reason, that Member will resign from the Company under Article 11 immediately, and within 7 days

9 RIGHTS AND OBLIGATIONS

- 9.1 The Constitution is an enforceable contract between the Company and each Member.
- 9.2 Each Member will:
- (a) support the objects of the Company;
 - (b) at all times comply with the Constitution;
 - (c) at all times comply with any Code of Conduct and any other policies put in place by the Company in relation to Members;
 - (d) agree that all intellectual property created by them while participating in the Company belongs to the Company and must not be used without its permission;
 - (e) treat other Members with respect and dignity; and
 - (f) not behave in a way that interferes with the operation of the Company or meetings of Members.
- 9.3 A right, privilege or obligation that a person has by reason of being a Member:
- (a) cannot be transferred to another person, whether by operation of law or otherwise; and
 - (b) terminates on cessation of membership.

10 DISCIPLINE OF MEMBERS

- 10.1 In accordance with this Article 10, the Directors may resolve to warn, suspend or expel a Member of the Company if the Directors consider that:
- (a) the Member has breached this Constitution; or
 - (b) the Member has breached any Scheme Guidelines; or
 - (c) the Member has breached a Company policy relating to Members, including any Code of Conduct;

- (d) a Member is, or any step is taken for that Member to become, either an insolvent under administration or an externally administered body corporate; or
- (e) in the opinion of the Board, the Member's behaviour is causing, or has caused, or is likely to cause harm to the Company.

10.2 Before the Directors pass any resolution under article 10.1:

- (a) At least five (5) business days before the Directors' meeting at which a resolution under article 10.1 will be considered, the Secretary must notify the Member in writing:
 - (i) that the Directors are considering a resolution to warn, suspend or expel the Member;
 - (ii) that this resolution will be considered at a Directors' meeting and the date of that meeting;
 - (iii) what the Member is said to have done or not done;
 - (iv) the nature of the resolution that has been proposed; and
 - (v) that the Member may provide an explanation to the Directors, and details of how to do so.
- (b) the Member must be given a chance to explain or defend themselves by:
 - (i) sending the Directors a written explanation before that Directors' meeting; and/or
 - (ii) speaking at the Director's meeting in response to the proposed resolution.

10.3 After taking the steps required under Article 10.2, the Directors may:

- (a) take no further action;
- (b) warn the Member;
- (c) suspend such rights and privileges of membership of the Company as the Board may determine for a specified period;
- (d) expel the Member from membership of the Company;
- (e) impose conditions on the Member's membership of the Company;
- (f) refer the matter to an unbiased, independent person to undertake an investigation on conditions that the Directors consider appropriate, for the purpose of recommending to the Board a decision (however, that recommendation will not be binding on the Board); or
- (g) require the matter to be determined at a General Meeting.

10.4 The Directors cannot fine a Member.

10.5 Any decision made by the Board under article 10.3 is final and not subject to any appeal process. The Secretary must give written notice to the Member of the decision as soon as possible.

- 10.6 Disciplinary procedures implemented under article 10.3 must be completed as soon as reasonably practical.
- 10.7 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this article.

11 CESSATION OF MEMBERSHIP

- 11.1 A Member may cease membership of the Company by:
- (a) Resignation under article 11.2;
 - (b) Expulsion under article 10; or
 - (c) if a Member, being a body corporate, is deregistered pursuant to the laws of the jurisdiction in which the Member is incorporated, the Member ceases to be a member of the Company and the Company may remove the Member's name from the Register.
- 11.2 A Member may at any time resign as a member of the Company in accordance with this Article 11.1:
- (a) A member must give the Company 4 weeks prior written notice of resignation, or such other notice period as notified by the Board in writing.
 - (b) A Member who resigns remains liable for any Levy, Annual Fee or Fee payable up to completion of the required notice period, or as required under the Scheme Guidelines.
 - (c) If at any time there is only one Member and the Member gives proper notice of resignation, or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another person is appointed as a Member or the Company is wound up.
 - (d) If a Member resigns in accordance with this Article 11.2 , the Company must remove the Member's name from the Register.

12 EFFECT OF CESSATION

- (a) A person who ceases to be a Member under Article 10 or 11
 - (i) remains liable to pay, and must immediately pay, to the Company all amounts that at date of cessation were payable by the person to the Company as a Member; and
 - (ii) must pay to the Company interest at the rate the Board resolves on those amounts from the date of cessation until and including the date of payment of those amounts.
- (b) The Company may by resolution of the Board waive any or all of its rights pursuant to this Article 12.

FEES AND OTHER PAYMENTS

13 ANNUAL FEE

- (a) All Members must pay the Annual Fee by its due date, as determined by the Board and notified in accordance with Article 15.
- (b) Failure by a Member to pay the Annual Fee may result in suspension of that Member in accordance with Article 10.

14 SETTING OF FEES

- (a) Subject to the Corporations Act, the Company may by resolution of the Board require the payment of Fees by Members of any amount, on any terms and at any times as the Board resolves, including payment by instalments.
- (b) The Company may when admitting Members make Fees payable for one or more Members for different amounts and at different times as the Board resolves.
- (c) The Company may by resolution of the Board revoke or postpone a Fee or extend the time for payment of a Fee, at any time prior to the date on which payment of that Fee is due.

15 NOTICE OF FEES

- (a) For the purposes of this Article 15, the reference to Fees includes the Annual Fee.
- (b) The Company must give notice of Fees to the Members who are required to pay the Fees at least 10 Business Days before the due date for payment. The notice must specify the amount of the Fee, the time or times and place of payment and any other information as the Board resolves.
- (c) The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee to, any Member does not invalidate the Fee.

16 PAYMENT OF FEES

- (a) For the purposes of this Article 16, the reference to Fees includes the Annual Fee.
- (b) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee.
- (c) In a proceeding to recover a Fee, or an amount payable due to the failure to pay or late payment of a Fee, proof that:
 - (i) the name of the person is entered in the Register as a Member;
 - (ii) there is a record in the minute books of the Company of the resolution determining the Fee; and

- (iii) notice of the Fee was given or taken to be given to the person in accordance with this Constitution, is conclusive evidence of the obligation of that person to pay the Fee.

17 INTEREST PAYABLE

- (a) For the purposes of this Article 17, the reference to Fees includes the Annual Fee.
- (b) If an amount payable to the Company as a Fee is not paid before or on the time for payment, the person who owes the amount must pay to the Company:
 - (i) interest on the unpaid part of the amount from the date payment is due to the date of payment at the rate that the Board resolves; and
 - (ii) all costs and expenses that the Company incurs due to the failure to pay or the late payment.
- (c) Interest pursuant to Article 17(a) accrues daily and may be capitalised at any interval that the Board resolves.
- (d) The Company may by resolution of the Board waive payment of some or all of the interest, costs or expenses payable pursuant to Article 17(a).

PROCEEDINGS OF MEMBERS

18 VOTING RIGHTS OF MEMBERS

- 18.1 Each Member will have voting rights in accordance with the applicable Membership Category, as follows:
 - (a) Tyre Manufacturers: 10 votes per member
 - (b) The national peak body for the tyre recycling industry: 10 votes
 - (c) Independent Tyre Importers: 1 vote per member
 - (d) Vehicle Importers: 1 vote per member
 - (e) Tyre Retailers: 1 vote per member
 - (f) Tyre Retreaders: 1 vote per member
 - (g) Industry Groups: 1 vote per member
 - (h) Other Interested Entities: 1 vote per member
- 18.2 If the Members add additional categories of membership under article 18.1, Members must also assign voting rights to such categories as it is determined appropriate, by passing a special resolution in a General Meeting.

19 WRITTEN RESOLUTIONS OF MEMBERS

- (a) While the Company has only one Member, the Company may pass a resolution by that Member signing a record in writing of that resolution.
- (b) While the Company has more than one Member, unless the Corporations Act requires otherwise, the Members may pass a resolution without a general meeting being held if a majority (or, where the context requires it, a special majority) of the Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (c) Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (d) A resolution under this Article 19 is taken to be passed (and if it is required to be a special resolution to be effective, passed as a special resolution), as if it had been passed at a duly convened general meeting, at the time the Secretary has evidence that the last Member has signed it.

20 CALLING MEETINGS OF MEMBERS

- (a) The Company may by resolution of the Board call a General Meeting to be held at the time and place (including 2 or more venues using technology which gives Attending Members as a whole a reasonable opportunity to participate) and in the manner that the Board resolves.
- (b) No Member may call or arrange to hold a General Meeting except where permitted by the Corporations Act.

21 NOTICE OF MEETINGS OF MEMBERS

- (a) Where the Company has called a General Meeting, notice of the meeting and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves, subject to any requirements of the Corporations Act.
- (b) A person may waive notice of any General Meeting by written notice to the Company.
- (c) A person who has not duly received notice of a General Meeting may, before or after the meeting, notify the Company of the person's agreement to anything done or resolution passed at the meeting.
- (d) A person's attendance at a General Meeting waives any objection which that person may have had 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.
- (e) Subject to the Corporations Act, anything done (including the passing of a resolution) at a General Meeting is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.

22 BUSINESS OF MEETINGS

Except with the approval of the Board, with the permission of the chairperson of the meeting or pursuant to the Corporations Act, no person may move at any General Meeting:

- (a) any resolution (except in the form set out in the notice of meeting given pursuant to Article 21(a)); or
- (b) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.

23 QUORUM

- (a) No business may be transacted at a General Meeting except, subject to Article 24, the election of the chairperson of the meeting unless a quorum for a General Meeting is present at the time when the meeting commences.
- (b) A quorum for a General Meeting is at least 60% of Members entitled to vote on a resolution at that meeting or if only one Member is entitled to vote at that meeting, then that person (or an Attending Member representing that person). Each individual present may only be counted once towards a quorum. If a Member has appointed more than one proxy or attorney or Corporate Representative, only one of them may be counted towards a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a General Meeting, the meeting is dissolved unless the chairperson of the meeting or the Board adjourn the meeting to a date, time and place determined by that chairperson or the Board.
- (d) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned General Meeting, the meeting is dissolved.

24 CHAIRPERSON OF MEETINGS OF MEMBERS

- (a) Subject to Articles 24(b) and 24(c), the chairperson of the Board must act as the Meeting Chairperson for any General Meeting.
- (b) If at a General Meeting:
 - (i) there is no chairperson of the Board; or
 - (ii) the chairperson of the Board is not present within 15 minutes after the time appointed for the commencement of a General Meeting or is not willing to chair all or part of the meeting,

the Directors who are or will be present at the meeting may (by majority vote) elect one of a Director or, in the absence of all the Directors or if none of the Directors present is willing to act, the Attending Members may elect a representative of a Member, to chair that meeting.

- (c) A Meeting Chairperson may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her.

25 CONDUCT OF MEETINGS OF MEMBERS

- 25.1 Subject to the Corporations Act and the Constitution, the Meeting Chairperson of a General Meeting is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- 25.2 The Meeting Chairperson may:
- (a) for the purposes of 25.1, make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting;
 - (b) determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting;
 - (c) determine any dispute concerning the admission, validity or rejection of a vote at the meeting;
 - (d) subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote;
 - (e) refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Corporations Act without being referred to in the notice of meeting;
 - (f) refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:
 - (i) in the opinion of the Meeting Chairperson, is not complying with the reasonable directions of the Meeting Chairperson;
 - (ii) has any audio or visual recording or broadcasting device;
 - (iii) has a placard or banner;
 - (iv) has an Article the chairperson considers to be dangerous, offensive or liable to cause disruption;
 - (v) behaves or threatens to behave in a dangerous, offensive or disruptive manner;
 - (vi) refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession; or
 - (vii) is not entitled pursuant to the Corporations Act or this Constitution to attend the meeting.

- (g) if the Meeting Chairperson considers that there are too many persons present at the meeting to fit into the venue where the meeting is to be held, nominate a separate meeting place using any technology that gives Attending Members as a whole a reasonable opportunity to participate; and
- (h) delegate any power conferred by this Article 25.2 to any person.

25.3 Nothing contained in this Article 25 limits the powers conferred by law on the Meeting Chairperson.

26 ATTENDANCE AT GENERAL MEETING

- (a) Subject to this Constitution, a Member who is entitled to attend and cast a vote at a General Meeting, may attend and vote in person through its Corporate Representative, by proxy or by attorney.
- (b) The Meeting Chairperson may require a person acting as a proxy, attorney or Corporate Representative at that meeting to establish to the chairperson's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the chairperson may exclude the person from attending or voting at the meeting.
- (c) A Director is entitled to receive notice of and to attend all meetings of Members and is entitled to speak at those meetings.
- (d) A person requested by the Board to attend a General Meeting is, regardless of whether that person is a Member or not, entitled to attend that meeting and, at the request of the Meeting Chairperson, is entitled to speak at that meeting.

27 VOTING AT GENERAL MEETING

- 27.1 A resolution put to the vote at a General Meeting must be decided on a show of hands, unless:
- (a) the Board has determined other means (including electronic) permitted by law for the casting and recording of votes by Members on any resolution to be put at a General Meeting; or
 - (b) a poll is demanded in accordance with Article 29 and that demand is not withdrawn.
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- 27.2 The Board may determine that Members entitled to attend and vote at a General Meeting may vote at that meeting without an Attending Member ("Direct Voting") as follows:
- (a) The Board may determine rules and procedures in relation to Direct Voting, including the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a Member casting both a direct vote and a vote in any other manner.

- (b) Where a notice of meeting specifies that direct voting may occur by eligible Members, a direct vote cast by an eligible Member is taken to have been cast by that person at the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.

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- 27.3 An objection to a right to vote at a General Meeting or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this Article 27.3 must be decided by the Meeting Chairperson, whose decision, made in good faith, is final and conclusive.
- 27.4 Except where a resolution at a General Meeting requires a special majority pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- 27.5 In the case of an equality of votes on a resolution at a General Meeting, the Meeting Chairperson has a casting vote on that resolution.
- 27.6 Unless a poll is demanded and the demand is not withdrawn, a determination by the Meeting Chairperson following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.

28 RESTRICTIONS ON VOTING RIGHTS

- (a) An Attending Member is not entitled to vote on any resolution on which any Fee or other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid.
- (b) An Attending Member is not entitled to vote on a resolution at a General Meeting where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.

29 POLLS

- (a) A poll on a resolution at a General Meeting may be demanded by a Member only in accordance with the Corporations Act or by the chairperson of that meeting.
- (b) No poll may be demanded at a General Meeting on the election of a chairperson of that meeting, or unless the chairperson of the meeting otherwise determines, the adjournment of that meeting.
- (c) A demand for a poll may be withdrawn.
- (d) A poll demanded on a resolution at a General Meeting for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a General Meeting must be taken in the manner and at the time and place the chairperson of the meeting directs.
- (e) The result of a poll demanded on a resolution of a General Meeting is a resolution of that meeting.

- (f) A demand for a poll on a resolution of a General Meeting does not prevent the continuance of that meeting or that meeting dealing with any other business.

30 PROXIES

- (a) A Member who is entitled to attend and vote at a General Meeting may appoint a person as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise.
- (b) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.
- (c) A form of appointment of proxy is valid if it is in accordance with the Corporations Act or in any other form (including electronic) which the Board may determine or accept.
- (d) If the name of the proxy or the name of the office of the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:
 - (i) the person specified by the Company in the form of proxy in the case that Member does not choose; or
 - (ii) if no person is so specified, the chairperson of that meeting.
- (e) The authority of a proxy or attorney for a Member to speak or vote at a General Meeting to which the authority relates is suspended while the Member, through its Corporate Representative, is present in person at that meeting.
- (f) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the person so appointed has the same rights to speak, demand a poll, join in demanding a poll or act generally at a General Meeting to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.
- (g) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the appointment is taken to confer authority to:
 - (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and
 - (ii) vote on any procedural motion, including any motion to elect the chairperson of the General Meeting to which the appointment relates, to vacate the chair or to adjourn the meeting, even though the appointment may refer to specific resolutions and may direct the proxy, attorney or Corporate Representative how to vote on particular resolutions.

- (h) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place.
- (i) If a proxy of a Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it. If a poll is demanded, votes which the Corporations Act require a proxy of a Member to cast in a given way must be treated as cast in that way.
- (j) Subject to this Constitution and the Corporations Act, a vote cast at a General Meeting by a person appointed by a Member as a proxy, attorney or Corporate Representative is valid despite the revocation of the appointment (or the authority pursuant to which the appointment was executed), if no notice in writing of that matter has been received by the Company before the commencement of that meeting.

31 RECEIPT OF APPOINTMENTS

- (a) An appointment of proxy or attorney for a General Meeting is effective only if the Company receives the appointment (and any authority pursuant to which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time appointed for the meeting to commence or (in the case of an adjourned meeting) resume.
- (b) Where a notice of meeting specifies an electronic address or other electronic means by which a Member may give the Company a proxy appointment, a proxy given at that electronic address or by that other electronic means is taken to have been given by the Member and received by the Company if the requirements set out in the notice of meeting are complied with.

32 ADJOURNMENTS

- 32.1 The Meeting Chairperson may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the Meeting Chairperson.
- 32.2 If the Meeting Chairperson exercises the right to adjourn that meeting pursuant to Article 32.1:
 - (a) the Meeting Chairperson may (but is not obliged to) obtain the approval of Attending Members to the adjournment;
 - (i) No person other than the Meeting Chairperson may adjourn that meeting.

- (ii) The Company may give such notice of a General Meeting resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a General Meeting or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (iii) Only business left unfinished is to be transacted at a General Meeting which is resumed after an adjournment.

33 CANCELLATIONS AND POSTPONEMENTS

- (a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a General Meeting or change the place for the meeting, prior to the date on which the meeting is to be held.
- (b) Article 33(a) does not apply to a meeting called in accordance with the Corporations Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement of the meeting.
- (c) The Company may give notice of a cancellation or postponement or change of place of a General Meeting as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a General Meeting or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (d) The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice calling the meeting.

DIRECTORS

34 DIRECTORS

34.1 The Board of Tyre Stewardship Australia Limited will comprise up to eleven (11) members, including:

- (a) A minimum of 4 and up to 5 representatives of member organisations involved in the importation of tyres into Australia as elected by the Members in accordance with article 34.2;
- (b) A minimum of 1 and up to 2 representatives with tyre recycling or circular economy knowledge and experience as elected by the Members in accordance with article 34.2;
- (c) A minimum of 1 and up to 2 representatives from the tyre retail industry with suitable knowledge and experience as elected by the Members in accordance with article 34.2;
- (d) Up to 3 Independent Directors as mutually agreed by a majority of the Directors.

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- 34.2 Directors filling the categories specified in Articles 34.1(a), 34.1(b) and 34.1(c) above are to be elected in accordance with the following procedure:
- (a) The Secretary will act as receiving officer and will put out a call to all Members for nominations for Directors at least 3 months prior to the next annual general meeting;
 - (b) Nominations may be made within twenty-one (21) days after the Secretary makes the call;
 - (c) The Secretary will assess all nominations for their eligibility against the criteria set out in Article 34.1 and the Members may only elect a person or persons to the Board provided they fall within one of the categories specified in Articles 34.1(a) - 34.1(c);
 - (d) The Secretary will table all nominees and provide to the Members;
 - (e) The vote for elected Directors will be carried out by vote at the annual general meeting;
 - (f) If a nominee is not elected under this Article 34.2 and meets the definition of Independent Director, he or she is not prevented from being selected for the Board by the Directors pursuant to Article 34.1(d).

34.3 Change of number of Directors

The Company in a general meeting may by resolution increase or reduce the number of Directors to be appointed pursuant to article 34.1(d), and may also determine the rotation in which the increased or reduced number is to retire from office.

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- 34.4 This Article 34 does not affect the legitimacy of the Directors appointed as at the date of adoption of this amended Constitution.

35 REMUNERATION AND BENEFITS OF DIRECTORS

- (a) Subject to any agreement with the Company and Articles 6 and 35(f), Directors may be paid such remuneration as is determined by the Board pursuant to the procedure described in Article 47.
- (b) The remuneration pursuant to Article 35(a) may be provided in cash or any other manner agreed between the Company and the relevant Director. The Board must determine the manner in which the value of any non-cash benefit is to be calculated.
- (c) The fees of a Director are taken to accrue from day to day, except that fees in the form of a non-cash benefit are taken to accrue at the time the benefit is provided to the Director, subject to the terms on which the benefit is provided.

- (d) The Company may pay money to any Director or Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service.
- (e) The Company may pay or reimburse all reasonable travelling, accommodation and other expenses that a Director properly incurs in attending meetings of the Board, committees of the Board, meetings of Members, or otherwise in connection with the business of the Company, where such payment or reimbursement is approved under the appropriate delegations and procurement policies in place at the time.
- (f) Subject to the Corporations Act, the Company may, or may agree to, pay provide or make any payment or other benefit to a Director, a director of a related body corporate of the Company or any other person in connection with that person's or someone else's retirement, resignation from or loss of office, or death while in office.

36 RETIREMENT OF DIRECTORS

- 36.1 Each member of the Board will serve a term of three (3) years, commencing on the date of appointment to the Board, but is eligible for re-election on the following basis:
- (a) A Director must retire at the commencement of the Annual General Meeting immediately following the third anniversary of that Director's appointment to the Board, but will hold office until the end of that meeting;
 - (b) If a retiring Director wishes to nominate for re-election to the Board, then that Director can nominate for re-election under Article 34.2
 - (c) The maximum number of terms each Director can serve is three (3) terms.

37 TERMINATION OF OFFICE

A person ceases to be a Director if the person:

- (a) fails to attend Board meetings for 3 consecutive Board meetings without the consent of the Board;
- (b) resigns by notice in writing to the Company;
- (c) retires pursuant to Article 36 and is not re-elected;
- (d) is removed from office pursuant to the Corporations Act;
- (e) is an employee (whether full-time or part-time) of the Company or of any related body corporate of the Company and ceases to be an employee of the Company or of a related body corporate of the Company;

- (f) is an employee of a Member, and ceases to be an employee of a Member, unless the Member provides written consent for the person to continue as a Director;
- (g) becomes an insolvent under administration;
- (h) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or
- (i) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.
- (j) was an Independent Director and the following applies:
 - (i) only 2 other Directors satisfy the definition of Independent Director; and
 - (ii) the person ceases to satisfy the definition of Independent Director.

38 CASUAL VACANCY

- (a) A casual vacancy in the office of a Director occurs if a person ceases to be Director under Article 37 prior to an annual general meeting.
- (b) In the event of a casual vacancy occurring in the Board in relation to a Director appointed under Articles 34.1(a), 34.1(b) and 34.1(c), the Board may appoint a representative of a Member to fill the vacancy with consideration of the existing composition of the Board of Directors appointed under Articles 34.1(a), 34.1(b) and 34.1(c).
- (c) In the event of a casual vacancy occurring in the Board in relation to an Independent Director appointed under Article 34.1(d), if immediately prior to the casual vacancy the Board has appointed 2 Independent Directors, the Board will appoint a person who satisfies the definition of an Independent Director within a three (3) month period;
- (d) A Director appointed under Article 38(b) or 38(c) is to hold office, subject to the Constitution, until the next Annual General Meeting following the date of the appointment.

39 INTERESTS OF DIRECTORS

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) holding an office (except auditor) or place of profit or employment in the Company or a related body corporate of the Company;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
 - (iii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
 - (iv) entering into any agreement or arrangement with the Company; or

- (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.
- (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must:
 - (i) disclose that interest prior to the consideration of the Board of the relevant matter; and
 - (ii) not be present while the matter is being considered at the meeting except where permitted by the Corporations Act or where the Chairman in his discretion permits that Director to remain as an observer; and
 - (iii) not vote on the matter.
- (d) If a Director has disclosed an interest in a matter to the Board:
 - (i) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;
 - (ii) that Director can still be involved in decision making in relation to the relevant matter, at the discretion of the chairman, in the following circumstances:
 - A) the interest only arises because they are an employee or representative of a Member of the company and all other Members have the same interest; or
 - B) the interest relates to an insurance contract for the Directors; or
 - C) if the other Directors are satisfied that the interest should not disqualify the Director from voting or being present, they can pass a resolution allowing the Director to be involved in making the decision;
 - (iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) if the interest is disclosed prior to any transaction that relates to the interest being entered into, the Director may retain the benefits pursuant to any such even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

OFFICERS

40 CHIEF EXECUTIVE OFFICER

- (a) The Board may appoint one Chief Executive Officer of the Company, for any period and on any terms (including, subject to Article 6, as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Chief Executive Officer, the Board may vary or terminate the appointment of the Chief Executive Officer of the Company at any time, with or without cause.
- (b) The Board may delegate any of its powers to the Chief Executive Officer of the Company for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Chief Executive Officer of the Company.
- (c) A Chief Executive Officer of the Company must exercise the powers delegated to him or her in accordance with any directions of the Board.

41 SECRETARY

The Board may appoint one or more Secretaries, for any period and on any terms (including, subject to Article 6, as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Secretary, the Board may vary or terminate the appointment of a Secretary at any time, with or without cause.

42 INDEMNITY AND INSURANCE

- (a) To the extent permitted by law, the Company may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity pursuant to Article 42(a):
 - (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
 - (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and
 - (iii) applies to Liabilities and Legal Costs incurred both before and after this Article became effective.
- (c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Company may:
 - (i) enter into, or agree to enter into; or
 - (ii) pay, or agree to pay, a premium for, a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.

- (e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, pursuant to which the Company must do all or any of the following:
 - (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
 - (ii) indemnify that person against any Liability and Legal Costs of that person;
 - (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
 - (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

POWERS OF THE BOARD

43 GENERAL POWERS

- (a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.
- (b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 48, a resolution passed by signing a document in accordance with Article 47, or in accordance with a delegation of the power pursuant to Article 40, 45 or 46. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power pursuant to Article 40, 45 or 46.

44 EXECUTION OF DOCUMENTS

- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by one Director and either another Director, the Chief Executive Officer, a Secretary, or another person appointed by the Board for that purpose.
- (b) The Company may execute a document without a common seal if the document is signed by one Director and either another Director, the Chief Executive Officer, a Secretary, or another person appointed by the Board for that purpose.
- (c) The Board may determine the manner in which and the persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Company, and receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed.

45 COMMITTEES AND DELEGATES

- (a) The Board may establish committees on such matters, and with such terms of reference and delegations, as the Board thinks fit.
- (b) The Board may delegate any of its powers to a committee of the Board, a Director, the Chief Executive Officer, an employee of the Company or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (d) Subject to the terms of appointment or reference of a committee, Article 48 applies with the necessary changes to meetings and resolutions of a committee of the Board.

46 ATTORNEY OR AGENT

- (a) The Board may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Company, the Board may revoke or vary that appointment at any time, with or without cause.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

PROCEEDINGS OF DIRECTORS

47 WRITTEN RESOLUTIONS OF DIRECTORS

- 47.1 The Board may pass a circular resolution without a Board meeting being held only in accordance with the Corporations Act and any policy of the Board in place from time to time.

48 BOARD MEETINGS

- (a) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A Director may call a Board meeting at any time. On request of any Director, a Secretary of the Company must call a meeting of the Directors.
- (c) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post or by fax or other electronic means.

- (d) A Director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by fax or other electronic means.
- (e) A person who attends a Board meeting waives any objection that person may have to a failure to give notice of the meeting.
- (f) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.
- (g) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:
 - (i) telephone;
 - (ii) video;
 - (iii) any other technology which permits each Director to communicate with every other participating Director; or
 - (iv) any combination of these technologies.
- (h) A Director may withdraw the consent given pursuant to Article 48(g) in accordance with the Corporations Act.
- (i) If a Board meeting is held in 2 or more places linked together by any technology:
 - (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chairperson of the meeting that the Director is discontinuing his or her participation in the meeting; and
 - (ii) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.
- (j) Until otherwise determined by the Board, a quorum for a Board meeting is at least 60% of Directors entitled to vote on a resolution that may be proposed at that meeting including at least one Independent Director. A quorum for a Board meeting must be present at all times during the meeting. Each individual present is counted towards a quorum.

49 CHAIRPERSON OF THE BOARD

- (a) The Board may appoint a chairperson from one of the Independent Directors of the Board appointed under Article 34.1(d) for any period that it resolves, or if no period is specified, until that person ceases to be a Director. The Board may remove the chairperson of the Board at any time.
- (b) The chairperson of the Board must not:
 - (i) be a director, majority shareholder or employee of a Member or a Corporate Representative, unless the Board resolves that there is no suitable alternative available;

- (ii) be a trustee of a trust under which a Member is capable of benefiting;
 - (iii) act as agent for a Member in any transaction or dealing;
 - (iv) be an attorney of a Member under a power of attorney; or
 - (v) have been appointed by a Member as the Member's attorney under a power of attorney.
- (c) Subject to Article 49(d), the chairperson of the Board must chair each Board meeting.
- (d) If at a Board meeting:
 - (i) a chairperson has not been appointed pursuant to Article 49(a); or
 - (ii) the chairperson of the Board is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting,the Directors present must elect a Director to chair that meeting or part of the meeting.
- (e) A person does not cease to be a chairperson of the Board if that person retires as a Director at a General Meeting and is re-elected as a Director at that meeting (or any adjournment of that meeting).

50 BOARD RESOLUTIONS

- (a) A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (b) Subject to Articles 39 and this Article 50, each Director present in person has one vote on a matter arising at a Board meeting.
- (c) Subject to the Corporations Act, in case of an equality of votes on a resolution at a Board meeting, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in his or her capacity as a Director in respect of that resolution, provided that the chairperson is entitled to vote on the resolution and more than two Directors are present and entitled to vote on the resolution.

51 VALID PROCEEDINGS

- (a) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:
 - (i) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
 - (ii) a person so appointed being disqualified or not being entitled to vote, if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.

- (b) If the number of Directors is below the minimum required by this Constitution, the Board must not act, except in emergencies, to appoint Directors up to that minimum number or to call and arrange to hold a General Meeting.

NOTICES

52 NOTICES TO MEMBERS

- (a) The Company may give Notice to a Member by any of the following means in the Board's discretion:
 - (i) delivering it to that Member;
 - (ii) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
 - (iii) sending it to the fax number or electronic address (if any) nominated by that Member for that purpose;
 - (iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
 - (v) any other means permitted by the Corporations Act.
- (b) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.
- (c) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

53 NOTICE TO DIRECTORS

The Company may give Notice to a Director by:

- (a) delivering it to that person;
- (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
- (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
- (d) any other means agreed between the Company and that person.

54 NOTICE TO THE COMPANY

A person may give Notice to the Company by:

- (a) delivering it or sending it by post to the registered office of the Company;
- (b) delivering it or sending it by post to a place nominated by the Company for that purpose;
- (c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;
- (d) sending it to the electronic address (if any) nominated by the Company for that purpose; or
- (e) any other means permitted by the Corporations Act.

55 TIME OF SERVICE

- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- (c) A Notice given in accordance with Article 52(a)(iv) is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (d) A certificate by a Director or Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

56 NOTICE REQUIREMENTS

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, Notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when, the Notice is taken to be given.

WINDING UP

57 WINDING UP

On a winding up of the Company, any surplus assets of the Company remaining after the payment of its debts must not be paid to or distributed among the Members, but must be given or transferred to:

- (a) one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before the dissolution of the Company:
 - (i) having objects similar to the objects of the Company; and
 - (ii) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company pursuant to Article 6; or
- (b) if there are no bodies corporate, associations or institutions which meet the requirements of Article 57(a), to one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before dissolution of the Company, the objects of which are regarded as charitable or such that the entity is regarded as an income tax exempt scientific or research institute for the purposes of the Income Tax Assessment Act 1997 (Cth) and whose constitution prohibits the distribution of its or their income or property such that it or they are not carried on for the profit or gain of any member, whether by way of dividend, bonus or otherwise; or
- (c) if the Members do not make a selection pursuant to Article 57 (a) or 57(b) for any reason, to one or more bodies corporate, associations or institutions meeting the requirements of either Article 57(a) or 57(b) selected by the Board, subject to the Board obtaining court approval pursuant to the Corporations Act to exercise this power.