

**CONSTITUTION OF THE
AUSTRALIA DEFENCE ASSOCIATION
(ACN 083 007 390)**

**A PUBLIC COMPANY LIMITED BY GUARANTEE
INCORPORATED UNDER THE CORPORATIONS ACT**

STRUCTURE, PURPOSE AND POWERS

Name of the Company

1. The name of the company is the **AUSTRALIA DEFENCE ASSOCIATION** hereafter referred to as “the Association”.¹
2. Subsidiary and delegated entities of the Association may use trading names as authorised by the Board in accordance with law.

Guarantee, Liability and Structure

3. The Association is established by guarantee as a not-for-profit, limited-liability public company to act as a national, unitary, community-based, independent, non-partisan, public-interest guardian organisation.
4. The Association is not to issue shares in any form.
5. The liability of the members is limited.

Objects

6. The principal object of the Association is to safeguard the long-term public interest by promoting, fostering and encouraging the effective defence and wider national security of Australia.
7. Other objects of the Association are to:
 - (a) investigate, research and report on Australia’s defence and wider national security;
 - (b) monitor and examine proposals, policies, strategies, legislation and other measures likely to affect the defence and wider national security of Australia and by all lawful means to seek improvements thereto;
 - (c) formulate, recommend and where necessary publicise policies and measures relating to the defence and wider national security of Australia;
 - (d) inform public debate on Australia’s defence and wider national security;

¹ In 1998 the Company was authorised by ASIC to register its name without inclusion of the word “Limited”.

- (e) provide an independent, non-partisan, nationally-organised and nationally-focused community means for Australians to contribute to informed public debate on Australia's defence and wider national security;
- (f) organise, associate and foster co-operation with other organisations interested in Australia's defence and wider national security;
- (g) liaise with and render support to other bodies with related objects;
- (h) act, where necessary, as a national or federal representative for other bodies and associations with related objects; and
- (i) become a member of any other organisations with objects similar to the objects of the Association.

Interpretation

8. In this Constitution unless the contrary intention appears:
- (a) "associate membership" means associate membership as described in Article 18;
 - (b) "Association" means the Australia Defence Association;
 - (c) "Board" means the Board of Directors of the Association and includes the Executive Director;
 - (d) "Company Secretary" means the person appointed by the Board to perform the duties of the Company Secretary specified in the Corporations Act;
 - (e) "Corporations Act" means the Corporations Act (Commonwealth) in force on 30 September 2009 as it may be varied from time to time;
 - (f) "Director" means a director of the Association;
 - (g) "Executive Director" is the person described in Article 55;
 - (h) "General Meetings" means Annual General Meetings or Extraordinary General Meetings;
 - (i) "guarantee" means the guarantee mentioned in Article 15(b);
 - (j) "member" means a member of the Association;
 - (k) "Office Bearer" means and includes each person holding the office of Company Secretary, Public Officer, Treasurer and any other similar office but does not include Directors;
 - (l) "Register of members" means the Register of members described in Article 21;
 - (m) "Seal" means the Common Seal of the Association;
 - (n) "Special Resolution" means a resolution passed at a general meeting of the Association being a meeting of which:
 - i. at least twenty-one (21) days notice has been given to members specifying the intention to propose a resolution as a special resolution; and

- ii. that the resolution is passed at such meeting by a majority of at least seventy-five (75) percent of members entitled to vote in person.
9. In the interpretation of this Constitution:
- (a) any words importing the singular number will include the plural and vice versa; and
 - (b) any gender-specific word also includes the other gender.

Powers

10. Solely for the purpose of carrying out the objects stated above and not otherwise, the Association has the power to do all such other things as set out in this Constitution or the Corporations Act. In particular, the Association has the power to:

- (a) appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant;
- (b) purchase, hire, maintain, sell or otherwise dispose of all kinds of furniture, equipment, machines, stationery, books, manuscripts, periodicals, newspapers and other things required for the proper administration of the Association and the furtherance of its objects;
- (c) acquire by purchase, lease or otherwise any lands, buildings, tenements or premises which may be of benefit to the Association;
- (d) invest and deal with the monies of the Association not immediately required upon such securities and in such manner as may from time to time be determined;
- (e) raise funds by subscription or donation or sponsorship or loans or borrow or give security for the money upon bond debentures debenture stock bills of exchange promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association or without security and upon such terms as to the priority or otherwise as the Association shall think fit;
- (f) let, lease or to hire the whole or any part or parts of the real and personal property of the Association on such terms and for such purpose as the Association shall determine;
- (g) draw, accept and make and to endorse, discount and negotiable bills of exchange, promissory notes and other negotiable instruments;
- (h) advance and lend money upon such security as may be thought proper or without taking any security therefore;
- (i) take and defend all legal proceedings by or on behalf of the Association and to appoint all necessary attorneys for any such purpose;

- (j) make, alter and repeal by-laws not inconsistent with these objects regulating the conduct of the Association and its affairs generally; and
- (k) do all such other lawful things as may appear to be conducive or incidental to the attainment of the above objects or any of them.

Exclusion of Replaceable Rules

11. The replaceable rules referred to in Part 2B.4 of the Corporations Act do not apply to the Association.

Financial Year

12. The Association's financial year begins on the first day of July in each year and ends on the thirtieth day of June the following year unless the Directors decide otherwise in accordance with the Corporations Act.

Distribution of Income

13. The income and property of the Association however derived will be applied solely towards the promotion of the objects of the Association as set out in this Constitution. No portion of the income or the property of the Association will be paid or transferred directly or indirectly by way of dividend, distribution, bonus or otherwise by way of profit to members of the Association.

14. Provided that nothing in this Constitution shall prevent the payment in good faith of remuneration to any officers or servants of the Association (whether or not they are a Director) or to any member of the Association in return for any services actually rendered to the Association nor for goods supplied in the ordinary course of business, nor prevent the payment of interest on money borrowed from any member of the Association or reasonable and proper rent for premises leased by any member to the Association but so that no member of the governing body of the Association will be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth will be paid or given by the Association to any member of such governing body except repayment of out-of-pocket expenses and interest aforesaid on money lent or reasonable and proper rent for premises leased to the Association subject to the Directors having first approved such payment.

Membership

15. Any natural person committed to the objects of the Association may be a member of the Association provided:
- (a) application for membership is made on the prescribed application form and the determined membership subscription fee has been paid;

- (b) the person agrees in writing to provide a guarantee of not less than one hundred dollars (\$100) to defray such liabilities and expenses of the Association upon its winding up or dissolution;
- (c) the person's application for membership and guarantee agreement has been accepted by the Board and such acceptance may be determined by the Board using any criteria as the Board alone may determine; and
- (d) the person's name has been entered in the Register of members.

16. The rights of any member are not transferable.

17. The Board may decline any application for membership and is not bound to give reasons why the application is not accepted.

18. The Board may bestow forms of associate membership upon persons committed to the objects of the Association as defined in this Constitution subject to payment of any fee prescribed by the Board and provided that such associate membership shall not allow for any right of audience, address or voting at any meeting of the Association, nor election to the Board.

19. Any person who for any reason ceases to be a member or associate member of the Association shall no longer represent themselves in any manner as being a member or associate member.

20. No member or associate member is to confer, speak, broadcast, write or publish on behalf of, or otherwise represent or purport to represent, the Association in any way unless authorised in writing by the Board.

Register of Membership

21. The Company Secretary will maintain a Register of members of the Association at the registered office. This Register is to be produced by the Company Secretary, for the perusal of members only, at all Board and General Meetings.

22. The address of a member in the Register of members will be the address of the member for the purpose of service of any notices to members. It is the responsibility of each member to advise the registered office of the Association of his or her current postal and electronic addresses for the service of notices, and of his or her current means of contact by telephone, facsimile, email or other electronic means.

Cessation of Membership

23. Membership of the Association ceases upon:

- (a) the Company Secretary receiving from a member a letter of resignation from the Association and such letter acknowledges that member's continuing guarantee for ten years from the date the resignation is received;

- (b) a member being expelled or suspended in accordance with this Constitution; or
- (c) death of a member.

24. A member whose membership of the Association ceases will be liable for all moneys due by that member to the Association in addition to the guarantee for which the member is liable under this Constitution.

25. A member whose membership ceases will not make any claim, monetary or otherwise, on the Association, its funds or property except as a creditor thereof.

Discipline

26. The Board may by two-thirds majority vote, expel or by a majority vote suspend or otherwise discipline any member of the Association for conduct inconsistent with the Constitution, rules or policies of the Association provided that the member receives 28 days written notice of any proposal to discipline and reasonable opportunity is given for the member to be heard in relation to the proposal for discipline.

27. Any member expelled from the Association may at any time apply to the Board to be readmitted as a member.

28. No person may be a Director of the Association following expulsion or during suspension unless such a member is subsequently readmitted as a member.

GENERAL MEETINGS

Annual General Meeting

29. The annual general meeting is to be held within five months of the end of the financial year or otherwise in accordance with the Corporations Act.

Extraordinary General Meetings

30. The Board may whenever it thinks fit convene an extraordinary general meeting.

31. An extraordinary general meeting must be called if the Company Secretary is so directed by the Board or on the written requisition of at least twenty-five per cent (25%) of the members.

Notice of General Meeting

32. At least twenty-one (21) days notice must be given by the Company Secretary for a General Meeting. Notice may be given personally or by post, facsimile or email to the postal, facsimile or email address registered with the Association by a member.

33. Accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any member will not invalidate the proceedings of any meeting.

Chairing General Meetings

34. The Chairman of the Board will preside as Chairman at every General Meeting.

35. If there is no Chairman, or the Chairman is absent, or the Chairman is not present within 15 minutes after the time appointed for holding the meeting, or the Chairman is unwilling to act, the Vice-Chairman of the Board will be the Chairman.

36. If the Vice-Chairman is not present, or is present but is unwilling to act, then the members will elect one of their number to be the Chairman of the meeting.

Quorum for General Meeting

37. If a quorum is not present within 15 minutes from the time appointed for the meeting:

- (a) where the meeting was convened upon the requisition of members the meeting shall be dissolved; or
- (b) in any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

38. A quorum is five members, of whom at least two must be Directors, present at the meeting.

Adjournments

39. The Chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

40. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

41. Except as provided by Article 40 it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting Procedures

42. All members will be entitled to one vote and may vote in person or by proxy or attorney.

43. Voting will be decided by a show of hands and proxies unless a poll is demanded by at least two-thirds of the members present in person.

44. If a poll is demanded it will be taken in such a manner as the Chairman directs and unless the meeting is adjourned the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.

45. In the case of an equal vote the Chairman will have a casting vote in addition to a deliberative vote.

Proxy Instruments

46. An instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

47. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.

48. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

49. An instrument appointing a proxy shall be in the form at Schedule A or in a form that is as similar to this form as the circumstances allow.

50. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll at the registered office of the Association or at such other place in Australia as is specified for that purpose in the notice convening the meeting.

51. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

Circulating Resolutions

52. If a requisite majority of members required to be given notice of a general meeting, being not less than the number of members required to constitute a quorum for a meeting of the members, have signed a document containing a statement that they are in favour of a resolution of the members in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the members held on the day on which the document was signed and at the time at which the document was at last signed by a member or, if the members signed the document on different days, on the day on which, and at the time at which the document was last signed by a member.

53. For the purposes of this Constitution:

- (a) two or more separate documents containing statements in identical terms each of which is signed by one or more members will together be deemed to constitute one document containing a statement in those terms signed by the members;
- (b) a reference to a requisite majority of members does not include a reference to a member who, at a meeting of members, would not be entitled to vote on the resolution; and
- (c) any document so signed by a member may be received by the Association at the registered office of the Association (or other place agreed by the Directors) by post, by facsimile or other electronic means or by being delivered personally by that member.

BOARD OF DIRECTORS

54. The Board is to consist of no more than seven directors elected by the members at annual general meetings.

55. The Board shall appoint a chief executive officer who shall be known as the Executive Director.

56. The Executive Director shall be responsible for the day-to-day management of the Association. The Executive Director will possess and may exercise such powers as are delegated to him or her by the Board from time-to-time.

57. The Executive Director is a member *ex-officio* of the Board whether elected or not.

58. The Board alone will appoint Office Bearers from among its members.

59. The Board of its own initiative may appoint any person whether a member or not to be an *ex-officio* member of the Board and such person shall have rights of audience and address at Board or member meetings but shall have no voting rights and may be removed from the Board at the discretion of the Board.

60. The Board shall elect a Chairman and may elect a Vice Chairman from its own members to be known as the National President and Deputy National President of the Association respectively.

61. The members may from time to time in general meeting increase or reduce the number of directors and may also determine in what rotation the increased or reduced number is to go out of office.

Terms of Office for Directors

62. Directors are elected at General Meetings to serve for up to three years, or until the annual general meeting three years hence, whichever is the shorter period, with at least two Directors and not more than three retiring in rotation at each annual general meeting.

63. At every Annual General Meeting the following Directors of the Board will retire from office but will be eligible for re-election:

- (a) the elected Directors of the Board whose term of office has expired; and
- (b) those Directors temporarily appointed by the Board to fill a casual vacancy whose period of appointment to fill that vacancy has expired.

Casual Vacancies

64. Any casual vacancy on the Board may be filled by a person appointed by the Board until the next annual general meeting of the Association. At the annual general meeting the casual appointee will retire from office but be eligible for election as a director.

65. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of Directors the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Association but for no other purpose.

Disqualification of a Director

66. The Association in a general meeting may by special resolution remove a Director before the expiration of his period of office and may by ordinary resolution appoint another person to that position. The person so appointed will retire at the same time as the person he replaces would have retired if such person had completed his full term.

67. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the law, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) resigns his or her office by notice in writing to the Association;
- (c) without leave of absence from the Board fails to attend three (3) consecutive meetings of the Board;
- (d) without the consent of the Association in general meeting holds any other office of profit under the Association except that of managing director or chief executive officer; or
- (e) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest as required by the Corporations Act.

68. No Director shall be disqualified by his office from contracting or entering into any arrangement with the Association either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Association in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or agreement, by reason of such Director holding that office or of the fiduciary relation thereby established, but every Director shall observe the provisions of Part 2D.1 of the Corporations Act relating to the disclosure of the interest of Directors in contracts or proposed contracts with the Association or of any office or property held by Directors which might create duties or interests in conflict with their duties or interests as Directors. A Director may vote in respect of any contract or arrangement in which he is so interested as aforesaid and may be counted in a quorum at any meeting of Directors at which such contract or arrangement is considered, and may attest the affixing of the Common Seal of the Association to any deed, contract or document entered into by the Association relating thereto.

Powers and Duties of Directors

69. Subject to the Corporations Act and to any other provision of this Constitution, the business of the Association shall be managed by the Directors, who may exercise all such powers of the Association as are not, by the Corporations Act or by this Constitution, required to be exercised by the Association in general meeting.

70. Subject to the provisions of this Constitution and the Corporations Act, the Board will be responsible for the implementation of the activities of the Association and will have power to:

- (a) determine rules and policies with respect to operations to fulfil the objects of the Association;
- (b) appoint sub-committees and advisory committees as it thinks fit, whether wholly from its own number or not, and prescribe the functions and delegate powers to such committees and sub-

committees provided no committee or sub-committee may further delegate;

- (c) determine the policy for investment and dealing with any moneys of the Association which it does not immediately require in the pursuit of its objects;
- (d) sell, improve, manage, develop, exchange, lease, mortgage, dispose of and turn to account all or part of the property and other resources of the Association to enable the Association to achieve its objects;
- (f) exercise all the powers of the Association to borrow money, to charge any property or business of the Association or to issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person;
- (g) designate and change the registered office of the Association; and
- (h) make, enforce and repeal as necessary rules and policies concerning:
 - (i) the objects of the Association and their pursuit;
 - (ii) application for membership or associate membership of the Association;
 - (iii) qualification for membership or associate membership of the Association;
 - (iv) the responsibilities of all categories of member for pursuit of the objects of the Association and related matters;
 - (v) representation of the Association by any category of member in any form by any means;
 - (vi) discipline of any category of member;
 - (vii) chartering, responsibilities and operation of Association Chapters organised on a geographic or functional basis;
 - (viii) resignation of any category of Association membership;
 - (ix) expulsion of any category of member from the Association;
 - (x) lodging and resolution of complaints by any category of member; and
 - (xi) lodging and resolution of complaints by non-members.

71. The Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Association for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

72. Any such power of attorney may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

73. All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Directors determine.

74. The seal of the Association is only to be used by the authority of the Board and every instrument to which the seal is affixed will be signed by a Director and will be countersigned by the Company Secretary or by a second Director or some other person appointed by the Board for that purpose.

Financial Responsibilities of the Board

75. The Board is to cause proper accounts to be kept and reports submitted in accordance with the Corporations Act and applicable accounting standards, and is to monitor the independent audit of the Association's annual financial statements.

76. The accounts will be held at the registered office or any other place as the Directors may determine.

77. As directed by the Board, the annual accounts and financial records of the Association are to be open to the inspection of members at the registered office upon reasonable notice being first given.

78. The Board is to arrange for the annual financial statements (including every attachment thereto) required under the Corporations Act be made out and laid before the annual general meeting.

79. All cheques, transfers of funds by electronic means or other banking instruments drawn or otherwise made by the Association are to be signed or authorised by the Executive Director, or another director, as authorised by the Board.

80. Where a casual vacancy in the Association's independent auditor occurs between general meetings the Board is to appoint another auditor in accordance with the Corporations Act.

Remuneration of Directors

81. The Directors shall not be paid by way of remuneration for their services provided that:

- (a) reimbursement of out-of-pocket expenses incurred in carrying out the duties of a director shall be paid where the payment does not exceed the amount previously approved by the Board;
- (b) payment for any service rendered to the Association in a professional or technical capacity shall be made where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or

- (c) payment is as an employee of the Association where the terms of employment have been approved by resolution of the Board.

82. The Directors may authorise, by subsequent resolution, a payment to one or more of their number for services of the kind described in Articles 81(a) or 81(b) where the services were provided in an emergency.

Proceedings of the Board

83. The Board may meet for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit provided a Board meeting is held at least once in each financial year.

84. Meetings of the Board shall be convened by the Executive Director or Company Secretary or upon written request signed by not fewer than three members of the Board. Upon receipt of such a request the Executive Director or Company Secretary shall convene a meeting of the Board which is not more than 28 days after receipt of the said request.

85. The quorum necessary for the transaction of business of the Board is two Directors.

86. The Company Secretary, or in his or her absence another director appointed by the Board, is to record the minutes of each board meeting, or decision taken by the Directors between meetings, in accordance with the Corporations Act. The Association minute book is to be produced by the Company Secretary at each board and general meeting.

87. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit. Any committee so formed will in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board.

88. A committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the members present may choose one of their number to be the Chairman of the committee meeting.

89. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the members present and in case of an equality of vote the Chairman will have a second or casting vote.

90. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director will notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

Office Bearers

91. Office Bearers of the Association, including the Chairman and Vice Chairman, will be elected by the Board by a simple majority for an annual term of office.

92. An Office Bearer, including the Chairman and Vice Chairman, may be elected for more than one successive term.

Electronic Meetings

93. For the purposes of this Constitution the contemporaneous linking together by telephone or other electronic means of instantaneous communication device of a number of the Directors, being at least a quorum, whether or not any one or more of them is out of Australia, constitutes a meeting of the Board and all the provisions of this Constitution as to meetings of the Board apply to such a meeting if the following conditions are met:

- (a) All the Directors for the time being entitled to receive notice of the meeting of Directors shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by this Constitution.
- (b) Each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part at the commencement of the meeting.
- (c) At the commencement of the meeting each Director taking part acknowledges the respective Director's presence for the purposes of the meeting to all other Directors taking part and acknowledges that the Director is able to hear each of the other Directors taking part.

94. A Director may not leave a meeting held by an instantaneous communication device by disconnecting his or her instantaneous communication device unless he or she has previously expressly notified the Chair of the meeting of his or her intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his or her leaving the meeting.

95. A minute of the proceedings at meetings held by an instantaneous communication device shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting.

96. For the purpose of this Constitution “instantaneous communication device” shall include telephone, computer, television or any other audio and/or visual device which permits instantaneous communication individually or in combination.

97. The provisions contained in this Constitution will also apply to sub-committees or advisory committees of the Board with the necessary alteration of the words “Committee Member” or “Committee Members” where the words “Director” or “Directors” appear in Articles 93-96 of this Constitution.

Circulating Resolutions

98. If a requisite majority of Directors have signed a document containing a statement that they are in favour of a resolution in the terms set out in the document and reasonable notice of the proposed resolution has been given to all Directors, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day and time at which the document was last signed by one of the majority of Directors. Such a document will be deemed to constitute a minute of that Board meeting.

99. Two or more separate documents containing statements in identical terms, each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms by those Directors on the day on which they signed the separate documents.

100. The provisions contained in this Constitution will also apply to sub-committees or advisory committees of the Board with the necessary alteration of the words “Committee Member” or “Committee Members” where the words “Director” or “Directors” appear in Articles 98-99 of this Constitution.

DISSOLUTION OF THE ASSOCIATION

Winding Up

101. The Association may be dissolved by a Special Resolution of members at a General Meeting following a poll of all members of the Association.

Contribution of Members

102. Every member of the Association undertakes to contribute to the assets of the Association to the extent of their guarantee in the event of the Association being wound up while he or she is a member, or within ten years of ceasing to be a member, for the payment of the debts and liabilities of the Association contracted whilst the member or past member as the case may be was a member of the Association and the costs charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.

Procedure for Distribution of Property

103. Where on the winding up of the Association or dissolution of the Association, there is a surplus of assets after satisfying all the Association's liabilities and expenses, the surplus is not to be paid or distributed to the members of the Association but is to be given or transferred to such other institution or company having similar objects to those described in this Constitution, and which is an institution or body which prohibits the distribution of income, profit or assets to its members and which, itself, is exempt from income tax. Such institution or company will be determined by the members of the Association on or before the time of such winding up or dissolution, failing such determination the institution or company shall be determined by application to the Supreme Court of Victoria.

CONSTITUTIONAL MATTERS

104. This Constitution can be amended only by special resolution of the members of the Association in General Meeting.

105. The master copy of this Constitution, recording all amendments, is to be held at the registered office of the Association. A current copy is also to be:

- (a) provided to each Director;
- (b) available to all members electronically;
- (c) open to the inspection of members at the registered office of the Association upon reasonable notice being first given; and
- (d) open to the inspection of members at General Meetings.

SERVICE AND INDEMNITIES

Service of Notices and Documents

106. A notice or any other document may be served by the Association on a member or other persons either personally or by sending it by post to him or her at his or her last known nominated address or by facsimile to the telephone number last notified for that purpose by that person or by email to the email address last notified by that person. A notice or document so sent is to be deemed served in the case of:

- (a) personal service, at the time and date when it is served;
- (b) post, on the second day following that on which it is posted;
- (c) facsimile, on the day following report by the machine from which the facsimile was sent which indicates that the facsimile was sent in its entirety to the person's facsimile number; and
- (d) email, on the day following report by the computer from which the email was sent which indicates that the email was sent in its entirety to the person's email address.

107. A certificate in writing signed by a Director or Officer Bearer that a notice or document was duly served, posted, transmitted by facsimile, or transmitted by email is conclusive evidence of that fact.

Indemnity

108. To the extent permitted by the Corporations Act:

- (a) the Association indemnifies every person who is or has been a Director or Officer Bearer of the Association or of a wholly-owned subsidiary of the Association against liability for all costs and expenses incurred by that person in defending any proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the law; and
- (b) the Association indemnifies every person who is or has been a Director or Office Bearer of the Association or of a wholly-owned subsidiary of the Association against any liability incurred by the person, as a Director or Office Bearer of the Association or of a wholly-owned subsidiary of the Association, to another person (other than the Association or a related body corporate of the Association) unless the liability arises out of conduct involving a lack of good faith.

109. The Association may pay, agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Office Bearer of the Association or of a subsidiary of the Association against a liability:

- (a) incurred by the person in his or her capacity as a Director or Office Bearer of the Association or a subsidiary of the Association or in the course of acting in connection with the affairs of the Association or a subsidiary of the Association or otherwise arising out of the a Director's or Office Bearer's holding such office PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Association or a subsidiary of the Association or a contravention of the type referred to in Section 1311 of the Corporations Act; or
- (b) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

110. In Articles 108 and 109 the term "proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such a Director or Officer Bearer or in the course of acting in connection with the affairs of the Association or a wholly-owned subsidiary of the Association or otherwise arising out of the Director's or Office Bearer's holding such office including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Association or a wholly-owned subsidiary.

Schedule: A. Proxy Voting Form

AUSTRALIA DEFENCE ASSOCIATION
ABN 16 083 007 390

PROXY VOTING FORM

I,, being a member of the Australia Defence Association (ABN 16 083 007 390), hereby appoint

.....(name)

of.....(address)

or, in his or her absence, the chairman of the meeting,

as my proxy to vote for me on my behalf at the general meeting of the Australia Defence Association to be held at AM/PM on the day of, 20.....at and at any adjournment of that meeting.

Corporate Business

Item 1 – Financial Report, Director’s Report and Auditor’s Report

To consider the Association’s Financial Report, Director’s Report and Auditor’s Report for the financial year ended 30 June 20.....

For Against Abstain

Item 2 – Election of Directors

To elect two/three directors of the Australia Defence Association (circle one choice only for each candidate):

- a. Mr XXX XXXX: For Against Abstain
- b. Mr XXX XXXX: For Against Abstain
- c. Ms XXX XXXX: For Against Abstain

General Business

- a. XXX XXXX: For Against Abstain
- b. XXX XXXX: For Against Abstain

If you circle *Abstain* for an item, or cross out “For” and “Against” you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Signed this day of, 20.....

..... (Signature)