



AUSTRALIAN CAPITAL TERRITORY  
CORPORATIONS LAW  
A COMPANY LIMITED BY GUARANTEE

**CONSTITUTION OF THE NATIONAL ALLIANCE OF SELF REGULATING HEALTH PROFESSIONS  
(NASRHP)**

A.C.N 616 219 768  
A.B.N 63 616 219 768

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## Preliminary

### 1. Name of Company

1.1. The name of the company is “National Alliance of Self Regulating Health Professions” (“**the Company**”).

### 2. Type of company

2.1. This Company is a not-for-profit public company limited by guarantee.

### 3. Limited liability of Members.

3.1. The liability of Members is limited to the amount of the guarantee in Clause 4.

### 4. The Guarantee

4.1. Each Member must contribute an amount not more than \$10 (the guarantee) to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:

- a) debts and liabilities of the company incurred before the member stopped being a Member, or
- b) costs of winding up.

### 5. Definitions

**Appointed Director** means a person who has no formal role with a member association and is recruited and appointed by the NASRHP Board for their skills, knowledge, experience, and capabilities to enable NASRHP to meet both the current and future challenges;

**Board** means the Board of the Company comprising those Directors referred to in Clause 23;

**By-laws** mean the By-laws of the Company as authorised by this Constitution;

**Certifying entity** means a peak professional body or other body representing health practitioners in Australia which self regulates a specific health profession based in Australia.

**Chairperson** means the person presiding at a general meeting pursuant to Clause 20.5 or the person presiding at a Board meeting pursuant to Clause 28;

**Chair of the Board** means the Chair of the Company’s Board elected pursuant to Clause 23;

**Constitution** means the Constitution of the Company as altered or added to from time to time;

**Corporations Act** means the Corporations Act 2001 (Commonwealth) as amended from time to time;

**Director** means a person who is on the Company’s Board;

**Elected Director** means a person elected to the position of Director and is a representative of a Certifying entity;

**Member** means a member of the Company as described in Clause 11.

**NASRHP** means the National Alliance of Self Regulating Health Professions;

**NASRHP certifying entities membership standards or Membership Standards** means the evidence-based national framework of regulatory standards developed by NASRHP and applied to an independent body to approve Australian certifying entities who meet the standards to self regulate and accredit practitioners within that profession;

**Public officer** means the Company's representative for ensuring that the Company complies with Australian taxation law and for liaising with the Australian Taxation Office concerning the Company's taxation matters;

**Vice-chair of the Board** means the Vice-chair of the Board elected pursuant to Clause 23.

## Purposes and powers

### 6. Objects

6.1. The principal objects for which the Company is established are to:

- a) Establish and maintain a framework of standards for self regulating health professions;
- b) Providing a single point of contact for stakeholders and interested parties for matters relating to self regulating health professions;
- c) Advance and promote self regulating health professions;
- d) Increase public confidence in self regulating health professions; and
- e) Advocate for self regulating health professions in the areas of regulation and standards.

### 7. Powers

7.1. Subject to Clause 8, the Company has the following powers, which may only be used to carry out its object(s) set out in Clause 6:

- a) the powers of an individual, and
- b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

### 8. Not-for-profit

8.1. The Company must not distribute any income or assets directly or indirectly to its members, except as provided in Clause 8.2

8.2. Clause 8.1 does not stop the Company from doing the following things, provided they are done in good faith:

- a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **Company**, or
- b) making a payment to a member in carrying out the **Company's** objects(s) or purpose(s).

### 9. Remuneration of Directors

9.1. A Director may be reimbursed expenses or paid remuneration for services rendered to the Company in circumstances permitted by the Constitution.

9.2. The Members may determine an amount which shall be the maximum remuneration paid as Directors' Fees to all of the Directors, as a group, for a period determined by the Members.

9.3. The Board shall determine the remuneration payable by the Company to individual Directors from time to time which remuneration shall not in aggregate for any period exceed the Directors' Fees determined in accordance with Clause 9.2

## **10. Interpretation**

10.1. In the Constitution unless the contrary intention appears:

- a) A reference to a Clause is a reference to one of the Clauses in this Constitution;
- b) A reference to a section is a reference to a section of the Corporations Act; and
- c) A reference to the Corporations Act, or to a provision of the Corporations Act, means the Corporations Act or that provision as amended from time to time, or any statute, code or provision enacted in its place and includes regulations and other instruments under it.

10.2. Headings are inserted for convenience and do not affect the interpretation of this Constitution.

10.3. Powers conferred on the Company, the Board, a member of the Board or a member may be exercised at any time and from time to time.

## **Members**

### **11. Membership**

11.1. The members of the Company comprise the following categories:

- a) Qualifying;
- b) Provisional;
- c) Full; and
- d) Affiliate.

11.2. The Company will maintain a register of Members. A Member must be an Australian Certifying entity, or an organisation referred to in Clause 15.

11.3. All applications to be admitted as a Member pursuant to Clauses 12, 13, 14 and 15.

11.4. An application must meet the Membership Standards defined by the Board.

11.5. Pursuant to Clauses 12, 13, 14 and 15 an application for Membership shall be considered by the Board which may approve or reject such application in accordance with the criteria established in the Membership Standards.

11.6. Qualifying, provisional and full Members of the Company are entitled to notice of general meetings, and to attend. Provisional and full Members of the Company are entitled to vote.

11.7. Qualifying, provisional and full Members of the Company are subject to annual reporting requirements as are determined from time to time by the Board.

### **12. Qualifying member**

12.1. An Australian Certifying entity which:

- a) Represents health professionals; and
- b) Is working toward Provisional or Full membership with NASRHP as defined in the By-laws or otherwise specified by NASRHP,

is eligible to be admitted as a qualifying Member of the Company and may upon application be admitted by the Board subject to payment of the scheduled fee in the prescribed time to the Company.

### **13. Provisional member**

13.1. An Australian Certifying entity which:

- a) Represents health professionals; and
  - b) Meets the required standards as defined in the By-laws or otherwise specified by NASRHP,
- is eligible to be admitted as a Provisional Member of the Company and may upon application be admitted by the Board subject to payment of the scheduled fee in the prescribed time to the Company.

### **14. Full member**

14.1. An Australian Certifying entity which:

- a) Represents health professionals; and
  - b) Meets all the required standards as defined in the By-laws or otherwise specified by NASRHP,
- is eligible to be admitted as a Full Member of the Company and may upon application be admitted by the Board subject to payment of the scheduled fee in the prescribed time to the Company.

### **15. Affiliate member**

15.1. An Australian organisation which:

- a) Represents health workers/technicians/assistants; **and**
- b) Meets the relevant requirements as defined in the By-laws or otherwise specified by NASRHP; but
- c) is not eligible to be admitted as a Qualifying Member, Provisional Member or Full Member of the Company

may upon application be admitted by the Board as an Affiliate Member subject to approval and payment of the scheduled fee to the Company in accordance with the By-law.

### **16. Subscriptions**

16.1. All Members must pay an annual subscription to the Company as determined from time to time by the Board.

16.2. Annual subscriptions shall be due and payable as determined by the Board.

16.3. If a Member fails to pay to the Company the subscription payable within two months after the date upon which such subscription is due, such Member shall cease to be a Member but may be reinstated by the Board in its absolute discretion and upon such terms and conditions as it may see fit.

16.4. Upon a Member ceasing to be a Member, they shall cease to be entitled to or have any interest in any of the property or assets of the Company but shall still be liable to pay to the Company all amounts owing to it at the date of their cessation. Any such amounts may be recovered by the Company in any court of competent jurisdiction as a debt due and owing to the Company.

### **17. Disciplinary powers**

17.1. A committee shall be established by the Board as determined in the By-laws which may investigate whether any Member has breached the relevant Membership Standards.

17.2. All Members shall be bound by this Constitution and the By-laws.

17.3. A Member, who fails to maintain the Membership Standards, may face disciplinary action as set out in the By-laws.

17.4. All Members shall have the rights of appeal for grievances. The process shall be included in the appeals By-law.

## **18. Cessation and Suspension of Membership**

18.1. A Member desiring to resign from the Company shall give notice in writing to that effect to the Board. Membership ceases upon such notice being lodged with the Board.

18.2. A Member ceases to be a Member if the Member:

- a) resigns;
- b) fails to pay membership fees to the Company two months after the due date for subscription;
- c) is expelled; or
- d) is dissolved or wound up.

18.3. A Member, who fails to maintain all Membership Standards, after sufficient notice and opportunity to rectify may at the discretion of the Board be:

- Returned to provisional membership status from full membership status; or
- Suspended from membership for a period as determined by the Board; or
- Removed from membership of the Company.

## **General meetings of members**

### **19. General Meetings**

19.1. General meetings of the Company must be convened in accordance with and subject to the provisions of the Corporations Act. Such meetings shall be held at such times and places as are determined by the Board. In addition to any other meeting held by the Company, the Company must hold an annual general meeting once in every calendar year and within five months after the end of its financial year.

19.2. The Board must, on the requisition of not less than thirty three percent in number of the membership, call a general meeting to be held in accordance with the provisions of the Corporations Act but, in any case, not later than 21 days after the receipt by the Company of the requisition. The meeting is to be held not later than 2 months after the request is given to the Company.

19.3. The requisition for a general meeting must:

- a) Be in writing;
- b) State any resolution to be proposed at the meeting;
- c) Be signed by the Members making the request; and
- d) Be given to the Company.

19.4. If the Board does not, within 21 days after the receipt of a requisition, proceed to convene a general meeting, the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves, in the same manner as nearly as possible as that in which meetings are to

be convened by the Board, call a meeting, but a meeting so convened must be held within three months from the date of the deposit of the requisition.

19.5. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to convene a general meeting, will be paid to the requisitionists by the Company.

19.6. Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, 21 days notice at least, exclusive of the day on which the notice is served or deemed to be served, and the day for which the notice is given, specifying the place, day and the hour of the meeting and in the case of special business the general nature of that business, must be given to such persons as are entitled to receive notices from the Company.

19.7. Any meeting referred to in this Clause shall be deemed not to be duly convened by the Board if it does not give notice of the meeting as required by Clause 19.6.

## **20. Annual General Meetings**

- 20.1. The business of an annual general meeting is to receive and consider the profit and loss account, the balance sheet and the reports of the Board and the auditor (as needed) and to conduct such other businesses as may be required under the Corporations Act.
- 20.2. All business other than that referred to in Clause 20.1 which is transacted at an annual general meeting and all business transacted at any other general meeting is special business.
- 20.3. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Subject to the provisions of this Clause, 50% of Members, at the time the meeting is held, present in person (physically or joining via technology) or by duly appointed representative and entitled to vote, shall constitute a quorum.
- 20.4. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned until the same day in the next week at the same time and place or to such other day and such other time as the Board may determine. If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting is dissolved.
- 20.5. The Chair of the Board shall preside as Chairperson at every general meeting or in the event of their absence, or if there is no Chair of the Board or if they are not present within 15 minutes of the time appointed for the holding of the meeting or are unwilling to act, the Vice-Chair of the Board shall preside as Chairperson of the meeting. In the event of there being no Vice-Chair of the Board or if the Vice-Chair of the Board is not present within 15 minutes of the time appointed for the holding of the meeting or is not willing to act, the Members present shall elect one of their number to be Chairperson of the meeting.
- 20.6. The Chairperson may with the consent of any meeting at which a quorum is present, and must, if so directed by the meeting adjourn the meeting. Only unfinished business is to be transacted at a meeting resumed after an adjournment. When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.
- 20.7. At any general meeting a resolution put to the vote of the meeting shall be decided by electronic voting or a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded either by the Chairperson or by at least 5 members entitled to vote on the resolution.
- 20.8. Unless a poll is so demanded, on a show of hands, a declaration by the person Chairing the meeting is conclusive evidence of the result provided that the declaration reflects the show of hands. An entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
- 20.9. A poll demanded on a matter other than the election of a Chairperson or the question of an adjournment must be taken when and in the manner, the Chairperson directs. A poll on the election of a Chairperson or on the question of an adjournment must be taken immediately.
- 20.10. In the case of an equality of votes, whether on electronic voting, a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
- 20.11. At any general meeting, each Member may vote only once either electronically, or in person.
- 20.12. A challenge to a right to vote at a meeting may only be made at the meeting or adjourned meeting and must be determined by the Chair, whose decision is final.
- 20.13. The Board may from time to time by resolution invite representatives of any corporation, association, organisation, group, university or any branch, Department of Government (either Federal, State or Municipal) or any other person to attend a general meeting. Any such representative or person so

invited shall have the right to attend that general meeting and, with the consent of the Chair of the Board, may take part in all discussions but shall not be entitled to vote.

## **21. Notice of General Meetings**

21.1. Notice of a general meeting must be given to:

- a) Each Member entitled to vote at the meeting
- b) Each Director and
- c) The auditor (if any)

21.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.

21.3 Subject to Clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:

- a) for an annual general meeting, all the Members entitled to attend and vote at the annual general meeting agree beforehand, or
- b) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

21.4. Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- a) remove a Director
- b) appoint a Director in order to replace a director who was removed, or
- c) remove an auditor.

21.5. Notice of a general meeting must include:

- a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
- b) the general nature of the meeting's business
- c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution.

21.6. If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

## **22. Using technology to hold meetings**

22.1. The Company may hold a general meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.

22.2. Anyone using this technology is taken to be present in person at the meeting.

22.3. At the commencement of the meeting each Member taking part acknowledges the respective Member's presence for the purposes of the meeting to all other Members taking part and acknowledges that the Member is able to hear each of the other Members taking part.

## **Directors**

### **23. The Board**

23.1. The initial Board shall comprise of a maximum of seven Directors and a minimum of five Directors.

23.2. A maximum of six Directors and a minimum of four elected by the full voting Members; and

23.3. A maximum of three (3) Appointed Directors.

23.4. Each Elected Director will be a representative of a Certifying entity.



23.5. Directors will be elected or appointed for a two (2) year term.

23.6. The nomination and election of the Directors shall be conducted in accordance with any By-laws.

23.7. A Director may:

- a) Receive payment or reimbursement for all or some of their expenses relating to their responsibilities;
- b) Be paid for consultancy services to the Company; provided (1) the Director gives notice to the Board of the nature and extent of the consultancy to be entered into; and (2) such consultancy services are “arms-length” and on normal terms and conditions; and
- c) Receive a consultancy fee, where the consultancy has been approved by a resolution of the Board in accordance with any By-laws.

23.8. The Chair of the Board:

- a) Will be elected by the Board from among the Directors;
- b) Will be appointed at the first Board meeting after the vacancy of the office of the Chair pursuant to Clause 23.10.;
- c) May be a Co-Chair arrangement in which the Chair who is not nominated to Chair a meeting assumes the role of Vice-Chair.

23.9. The Vice-Chair of the Board:

- a) Will be elected by the Board amongst the Directors;
- b) Will be appointed at the first Board meeting after the annual general meeting in any given year pursuant to Clause 23.10.

23.10. The Board may by resolution passed by a two thirds majority:

- a) Remove the Chair of the Board from office and appoint another Director as Chair of the Board for the balance of the term of the position so removed; and
- b) Remove the Vice-Chair of the Board from office and appoint another Director as Vice-Chair of the Board for the balance of the term of the position so removed.
- c) Any resolution passed pursuant to this Clause shall effect the removal of a Director from the office of Chair or Vice-Chair only, and shall not affect that Director's appointment as a Director. Any Director removed from the office of Chair or Vice-Chair shall continue as a member of the Board until the end of their term or the office is otherwise vacated pursuant to this Constitution or the Corporations Act.

23.11. If, at any time and for any reason, there is a vacancy on the Board, the Board may appoint another Director for the balance of the term of the position so vacated. If the term of the appointment of a Director under this Clause is longer than twelve months, then the appointment of the Director by the Board must be confirmed by resolution at the Company's next annual general meeting.

23.12. The Company in general meeting may by ordinary resolution and passed in accordance with section 203D of the Corporation Act remove any Director from office.

23.13. A member of the Board shall be deemed to have vacated their office if the member:

- a) Ceases to be a member of the Board by virtue of the law;
- b) Becomes bankrupt or insolvent or makes any arrangements with creditors generally;
- c) Becomes prohibited from being a member of the Board by reason of any order made under the Corporations Act;

- d) Becomes a person whose person or estate is liable to be dealt with under any law relating to mental health;
- e) Resigns their office by notice in writing to the Board;
- f) Is absent without permission of the Board from two consecutive meetings;
- g) Becomes an employee of the Company; or
- h) represents a Certifying entity and ceases to be a member or employee of the Certifying entity.

## **24. Alternate Members of the Board**

24.1. If a member of the Board is unable to act for one period exceeding three months a casual vacancy will arise which must be filled in accordance with Clause 23.11 during their inability at any time to act as such a member.

This Clause does not apply to the Chair of the Board.

24.2. Any person, while holding office as an alternate member of the Board shall be entitled to receive notice of meetings of the Board and to attend and vote and to exercise all the powers of the appointer in their place.

24.3. An alternate member of the Board shall automatically vacate office if their appointor vacates office as a member of the Board or removes the appointee from office.

24.4. Any appointment or removal under this Clause must be affected by notice in writing under the hand of the member of the Board making the same addressed to the Company Secretary.

## **Powers of directors**

### **25. Powers and Duties of the Board**

25.1. Subject to the Corporations Act and to any other provisions of the Constitution, the business of the Company is managed by the Board which may exercise all such powers of the Company as are not, by the Corporations Act or the Constitution, required to be exercised by the Company in general meeting.

25.2. The Board may borrow or raise money for the Company and secure the repayment, satisfaction or performance thereof or of any debts liabilities contracts or obligations incurred or undertaken by the Company in such manner and on such terms in all respects as it thinks fit.

25.3. The Board may engage all such officers and employees as it may consider necessary.

25.4. The Board must cause minutes to be made in accord with the requirements as set out in the Corporations Act and including:

- a) Of all appointments of officers;
- b) Of the names of members of the Board present at all meetings of the Board;
- c) Of all proceedings of general meetings and of meetings of the Board;
- d) and to cause those minutes to be recorded, within one month after the relevant meeting is held.

25.5. The minutes referred to in Clause 25.4 shall be signed (physically or electronically) by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

### **26. Delegation of directors' powers**

26.1. The Directors may delegate any of their powers and function to a committee, a Director, an employee of the Company or any other person, they consider appropriate.

26.2. The delegations must be recorded in the company's minutes.

## **Duties of directors**

### **27. Duties of directors**

27.1. The Directors must comply with their duties as directors under legislation and common law (judge-made law) including to:

- a) make judgments regarding the Company's affairs in good faith and for a proper purpose;
- b) not to have a material personal interest in the subject matter of the judgment;
- c) inform themselves about the subject matter of the judgment to the extent they believe to be appropriate; and
- d) rationally believe that the judgment is in the best interests of the Company.

## **Directors' meetings**

### **28. Calling board meetings**

28.1. The Board shall meet at such times and places as may be determined by the Board, on the instruction of the Chairperson or on the requisition of a member of the Board.

28.2. Every member of the Board except the Chairperson at the meeting shall have one vote but in the event of there being an equality of votes the Chairperson at the meeting shall have a casting vote.

28.3. Directors will be given reasonable notice of all Board meetings.

### **29. Quorum**

29.1. A quorum for a meeting of the Board shall be one half of number of its members for the time being or the closest whole number above that fraction.

29.2. A quorum must be present for the whole Directors' meeting.

### **30. Chairperson for director's meetings**

30.1. The elected chairperson is entitled to chair Directors' meetings

30.2. The Vice-Chair will act as the chair if the Chair is

- a) not present within 15 minutes after the set time for the meeting
- b) present but does not want to act as chairperson for the meeting

### **31. Using technology to hold Directors' meetings**

31.1. The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.

31.2. The Directors' agreement regarding how meetings are to be held may be a standing (ongoing) one.

31.3. A Director may only withdraw their consent within a reasonable period before the meeting.

### **32. Passing Directors' resolutions**

32.1. A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

### **33. Circular resolutions of directors**

33.1. The Directors may pass a circular resolution without a Directors' meeting being held.

33.2. A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in Clause 33.3 or Clause 33.4

33.3. Each Director may sign:

- a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

33.4. The Company may send a circular resolution by email to the directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

33.5. A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in Clause 33.3 or Clause 33.4.

## Company Secretary

### 34. Appointment and role of Company Secretary

34.1. The Company must appoint a Company secretary, who may also be a Director, and must meet the requirements to act as a Company Secretary as required by the Corporations Act.

34.2. A Company Secretary must be appointed by the Directors (after giving the Company their signed consent to act as company secretary of the Company) and may be removed by the Directors.

34.3. The [company](#) secretary has specific responsibilities under the [Corporations Act](#), including responsibility for ensuring that the [company](#) notifies [ASIC](#) about changes to the identities, names and addresses of the Directors and [company](#) secretaries and that the [Company lodges](#) its [annual return](#).

## Accounts

### 35. Accounts

35.1. The Board must cause proper accounts to be kept with respect to:

- a) All sums of money received and expended by the Company and the manner in respect of which the receipt and expenditure takes place;
- b) All sales and purchases of real and personal property by the Company; and
- c) The assets and liabilities of the Company.

35.2. Such accounts shall be kept at the registered office of the Company or at such other place (subject to the Corporations Act) as the Board thinks fit and must always be open to inspection by members of the Board.

35.3. The Board may from time to time determine at what times and places and under what conditions and regulations the accounts and books of the Company or any of them may be open to inspection by members not being persons who are members of the Board.

35.4. The Board shall from time to time in accordance with the provisions of the Corporations Act cause to be prepared and laid before the Company in general meeting such income and expenditure accounts, balance sheets and reports as are required.

## By-laws

### 36. By-laws

36.1. The Board may pass a resolution to make, amend or revoke a By-law to give effect to this constitution

36.2. Members and directors must comply with By-laws as if they were part of this constitution.

## Notice

### 37. Notices

- 37.1. A notice may be given by the Company to any member either personally, by electronic means to their registered e-mail address or by sending it by post to them at their registered address. Where a notice is sent by post service the notice shall be deemed to be effective by properly addressing, pre-paying and posting a letter containing the notice and to have been effective in the case of a notice of a general meeting on the day after its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 37.2. Notice of every general meeting must be given in any authorised manner to every Member and to the Auditor for the time being of the Company.
- a) No other person shall be entitled to receive notice of a general meeting.

## Financial year

### 38. Company's financial year

The Company's financial year is from 1 January to 31 December, unless the Directors pass a resolution to change the financial year.

## Indemnity, insurance and access

### 39. Indemnity and Insurance

39.1. This Clause applies:

- a) To each person who is or has been a Director, or alternate Director; and
- b) To such other officers or former officers of the Company or of any related bodies corporate as the Directors in each case determine.

### 40. Indemnity

- 40.1. Subject to the Corporations Act, the Company will indemnify, on a full indemnity basis and to the full extent permitted By-law, each person to whom this Clause applies for all losses or liabilities incurred by the person as an officer of the company including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:
- a) In defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- b) In connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.

### 41. Extent of Indemnity

41.1. The indemnity in Clause 40.1:

- a) Is a continuing obligation and is enforceable by a person to whom Clause 40.1 applies even though that person may have ceased to be an officer of the company; and
- b) Operates only to the extent that the loss or liability in question is not covered by insurance.

### 42. Insurance

42.1. The Company will, to the extent permitted within the By-law:

- a) Purchase and maintain insurance; or
- b) Pay or agree to pay a premium for insurance;

For any person to who this Clause 42 applies against any liability incurred by the person as an officer of the Company including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

#### **43. Directors' access to documents**

43.1. A Director has a right of access to the financial records of the company at all reasonable times.

43.2. If the Directors agree, the Company must give a director or former Director access to:

- a) certain documents, including documents provided for or available to the Directors, and
- b) any other documents referred to in those documents.

#### **44. Savings**

44.1. Nothing in Clauses 40 or 42:

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