

Constitution of
Adara Development (Australia)
ACN 131 310 355

The Corporations Act

A company limited by guarantee

Registered in Victoria

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Constitution of Adara Development (Australia)

Table of Contents

1.	Definitions and Interpretation	4
1.1	Definitions	4
1.2	Interpretation	5
1.3	Replaceable rules	5
2.	Objects	5
2.1	Objects of the company	5
2.2	Application of income and property to objects	7
3.	Public Gift Fund	7
3.1	Establishment of Public Gift Fund	7
3.2	Accounting policies	8
3.3	Books of account	8
3.4	Notice to ATO	8
3.5	Winding up or revocation of endorsement	8
4.	Membership	9
4.1	Members of the company	9
4.2	Limited liability of Members	9
4.3	Members' liability on winding up	9
4.4	Admission as a Member	9
4.5	Membership fee	9
4.6	Resignation of a Member	9
4.7	Non-payment of membership fee	9
4.8	Misconduct of a Member	10
4.9	Ceasing to be a Member	10
4.10	Liability after a person ceases to be a Member	10
4.11	Register of Members	10
4.12	Address of Members	10
4.13	Dispute Resolution	11
5.	General Meetings	11
5.1	Power to call a general meeting	11
5.2	Notice for General Meeting	12
5.3	Content of Notice	12
5.4	Power to cancel or postpone a general meeting	13
5.5	Non-receipt of notice	13
5.6	Business of general meetings	13
5.7	Right of others to attend general meeting	13
6.	Proceedings at General Meetings	13
6.1	Annual General Meeting	13
6.2	Number for a quorum	13
6.3	Requirement for a quorum	13
6.4	No quorum	13
6.5	Chair of general meetings	14
6.6	Absence of Chair	14

Constitution of Adara Development (Australia)

6.7	Conduct of general meetings	14
6.8	Adjournments	14
6.9	Voting at general meetings	15
6.10	Procedure for polls	15
6.11	Using technology to hold meetings	16
6.12	Business at the Annual General Meeting	16
6.13	Members' resolutions and statements	16
6.14	Written resolutions of Members	16
7.	Votes of Members	17
7.1	Voting rights	17
7.2	Right to appoint proxy	17
7.3	Form of proxy	17
7.4	Lodgement of proxies	17
7.5	Validity of proxies	17
7.6	Where proxy is incomplete	18
8.	Appointment, Removal and Remuneration of Directors	18
8.1	Appointment and removal	18
8.2	Retirement	19
8.3	Remuneration	19
8.4	Vacation of office	19
8.5	Alternate Director	19
9.	Powers of Directors	20
10.	Proceedings of Directors	20
10.1	Directors meetings	20
10.2	Power to call for a Directors meeting	21
10.3	Quorum for Directors meetings	21
10.4	Notice	21
10.5	Directors meetings by technology	21
10.6	Chair of Directors	21
10.7	Directors' voting rights	22
10.8	Conflict of interests	22
10.9	Material personal interest	22
10.10	Prohibition on gratuities	23
10.11	Limitation upon remunerated employment	23
10.12	Committees	23
10.13	Written resolutions	23
10.14	Defects in appointments	24
10.15	If less than minimum number of Directors	24
11.	Officers of the Company	24
11.1	Appointment of Executive Officer	24
11.2	Powers of the Executive Officer	24
11.3	Appointment of Secretary	24
11.4	Powers, duties and authorities of Secretary	25
11.5	Termination of appointment of Secretary	25
11.6	Appointment of other officers	25

Constitution of Adara Development (Australia)

11.7	Termination of appointment of other officers	25
12.	Seals	25
12.1	Seals and their use	25
13.	Financial records	25
14.	Notices	25
14.1	Notices generally	25
14.2	How notice may be given	25
14.3	Notices to an attorney	26
14.4	Personal service or delivery	26
14.5	Notice by post	26
14.6	Notice by fax or electronic mail	26
15.	Winding Up or Revocation of Endorsement of the Company	26
15.1	Winding up or revocation of endorsement	26
15.2	Amalgamation	27
16.	Indemnity	27
17.	Public Fund Management Committee	28
17.1	Establishment	28
17.2	Exercise of duties	28
17.3	Composition	29
17.4	Term of Public Fund Committee Members	29
17.5	Chairman and Vice-Chairman	29
17.6	Meetings	29
17.7	When the Directors will comprise the Public Fund Management Committee	30
17.8	Indemnity	31
Schedule 1		31
	Initial Members	31

Constitution of Adara Development (Australia)

Constitution of Adara Development (Australia), a public company limited by guarantee.

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

ATO means the Australian Taxation Office.

Chair means the person occupying the position of chair of the Directors under rule 10.6.

Committee Member means a person appointed to a committee established under rule 10.12 or 17.

Corporations Act means the *Corporations Act 2001* (Cth).

Declared Developing Countries means those countries that have been declared by the Minister for Foreign Affairs to be a developing country for the purposes of section 30-85 of the Tax Act.

Deductible Gift Recipient has the meaning given in the Tax Act.

Director means a person appointed or elected to the office of director of the company in accordance with this Constitution and, where appropriate, includes an alternate director.

Executive Officer means the executive appointed by the Directors under rule 11.1.

Gift means a donation, contribution, gift, settlement, benefaction or other voluntary transfer or disposition of money, money's worth, property or benefits and whether inter vivos or by will.

Member means a person admitted to the membership of the company in accordance with the provisions of this Constitution.

Member Present means, in connection with a meeting, the Member present at the venue or venues for the meeting, in person or by proxy, by attorney or, where the Member is a body corporate, by representative.

person and words importing persons means any person including partnerships, associations and bodies corporate, unincorporated bodies and all other entities or associations recognised by law as well as individuals.

Public Fund Committee Member means a person appointed by the Directors to serve on the Public Fund Management Committee.

Public Fund Management Committee means a committee established under rule 17.

Public Gift Fund means a fund established under rule 3.

Responsible Person means an individual who is considered to have a degree of responsibility to the community as a whole and is known to a broad section of the community, including an individual who:

- (a) performs a significant public function;

Constitution of Adara Development (Australia)

- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) has received formal recognition from government for services to the community; or
- (e) is approved as a Responsible Person by the Commissioner of Taxation.

Secretary means a person appointed as secretary of the company in accordance with this Constitution.

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:

- (a) The singular includes the plural and conversely.
- (b) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (c) A reference to any legislation or to any provision of any legislation includes any modification or re enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (d) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution.

1.3 Replaceable rules

The replaceable rules contained in the Corporations Act do not apply to the company.

2. Objects

2.1 Objects of the company

- (a) The company is incorporated as a charitable institution for the principal purpose of providing development aid to communities in developing countries that are disadvantaged or in poverty.
- (b) In furtherance of the company's principal purpose and in relation to the company's activities, the purposes of the company specifically include the following activities.
 - (i) Designing, implementing, monitoring, evaluating and sustaining development projects in those communities, which to the extent possible are implemented and operated by locally recruited staff and volunteers and are able to be sustained long-term by, or with the involvement of, the local community.
 - (ii) Entering into partnerships, based on equality and mutual respect and learning, with non-government, community-based, local organisations to implement and sustain the projects.

Constitution of Adara Development (Australia)

- (iii) Assisting with the acquisition and supply of equipment, expertise and services necessary to implement or sustain the projects, to the extent they are not available locally.
- (iv) Working with the local community at all stages of the projects to ensure that they respond to local needs and provide effective, long-term solutions to those needs.
- (v) Providing training and transfer of expertise to local staff, volunteers and to other members of the local community, including where necessary through temporary secondment of, or access to, expert staff from outside the community.
- (vi) Providing small-scale welfare assistance to members of the local community, but only where that assistance is part of, and complements, the development projects the company is undertaking in the community and does not create a loss of focus on those projects.
- (vii) Providing relief in emergency situations through the provision of basic support to people or communities in countries where the company is operating its development projects.
- (viii) Carrying out research at all stages of the projects to ensure that they respond to local needs and provide effective, long-term solutions to those needs and to ensure the projects can be evaluated in the context of all expected and unexpected outcomes and consequences.
- (ix) Based on the design, implementation, monitoring, evaluation and related research of actual projects, creating best practice project templates for duplication by the company and by other organizations providing development aid to communities in developing countries.
- (x) Raising funds from the Australian public, including the Australian business community, and receiving donations and other gifts to assist the company in carrying out its purposes.
- (xi) Developing and maintaining relationships with the business community based on mutual respect and understanding, to harness business philanthropy into projects which are well targeted, focused on delivery and meet high standards of accountability, transparency and efficiency, subject to the company's other overriding purposes in this rule and to its values, principals and vision statement.
- (xii) Applying for Deductible Gift Recipient status for the company or for any eligible projects.
- (xiii) Establishing and administering a Public Gift Fund in accordance with rule 3.
- (xiv) Any other activity incidental to or associated with the purpose of the company.

Constitution of Adara Development (Australia)

2.2 Application of income and property to objects

- (a) Subject to paragraph (b), the income and property of the company must only be used to further the objects of the company set out in rule 2.1 and no part of that income or property may be paid or transferred, directly or indirectly, to any Member of the company, any Director or any Committee Member by way of dividend, bonus or otherwise.
- (b) Paragraph (a) does not prevent the company from making a payment authorised by or in accordance with this constitution in good faith to a Member, Director or Committee Member (as the case may be):
 - (i) subject to paragraph 8.3(a), of reasonable and proper remuneration for services provided to the company; or
 - (ii) of reasonable and proper compensation for expenses incurred on behalf of the company; or
 - (iii) for goods supplied in the ordinary course of business; or
 - (iv) of reasonable and proper rent for premises let by the person; or
 - (v) to comply with rule 16.

3. Public Gift Fund

3.1 Establishment of Public Gift Fund

At all times during which the company or a public fund operated by the company is endorsed as a Deductible Gift Recipient, the company must maintain a fund (the **Public Gift Fund**) to be called the Adara Overseas Development Aid Fund, to which Gifts to the company are to be made in accordance with the following:

- (a) the object of the Public Gift Fund is to provide development and relief aid solely for the relief of persons in Uganda and Nepal and other Declared Developing Countries.
- (b) the company will invite members of the public (including the Australian business community) to make Gifts to the Public Gift Fund;
- (c) any Gifts received by the company under paragraph (b) will be accepted by the company in the following manner:
 - (i) they will be placed in a separate bank account established for the purpose of the Public Gift Fund; and
 - (ii) receipts under the name of the company will be issued to the person who made the Gift to the Public Gift Fund and will state:
 - (A) the Australian Business Number of the company;
 - (B) the name of the Public Gift Fund to which the Gift has been credited;
 - (C) the fact that the receipt is for a Gift; and

Constitution of Adara Development (Australia)

- (D) any other information which is required under the Tax Act;
- (d) all Gifts made to the Public Gift Fund must be separately identified and kept separately from any other funds of the company;
- (e) the Public Gift Fund must be managed by the Public Fund Management Committee that is constituted and must exercise its duties in accordance with rule 17;
- (f) the assets and income of the Public Gift Fund must be applied solely in the furtherance of the objects of the Public Gift Fund and no portion shall be distributed directly or indirectly to any Member, Committee Member or Director, except in accordance with rule 2.2 and provided that the amount payable has been approved by the Directors; and
- (g) the Public Gift Fund must operate otherwise in accordance with any applicable requirements of the Tax Act.

3.2 Accounting policies

The company must establish and maintain internal accounting policies exclusively for money, property and benefits received for the Public Gift Fund.

3.3 Books of account

The company must ensure that proper books of account and other records are kept in respect of all receipts and payments and otherwise in relation to the Public Gift Fund.

3.4 Notice to ATO

The company must notify the ATO as soon as practicable of any changes to the rules governing the Public Gift Fund or if the company becomes aware that it is no longer entitled to be endorsed as a Deductible Gift Recipient for the operation of the Public Gift Fund.

3.5 Winding up or revocation of endorsement

On the earlier of:

- (a) the winding up of the Public Gift Fund; and
- (b) if the company is endorsed as a Deductible Gift Recipient because of the Public Gift Fund, the revocation of that endorsement,

any surplus assets of the Public Gift Fund remaining after the satisfaction of all debts and liabilities attributable to it, must be paid, transferred or applied to such other funds, authorities or institutions having objects as similar as reasonably practicable (in the opinion of the Public Fund Management Committee) to the objects of the Public Gift Fund, or institution for which the Public Gift Fund was established, and which are Deductible Gift Recipients to which income tax deductible gifts can be made, and if more than one, in such amount as the Public Fund Management Committee determines.

Constitution of Adara Development (Australia)

4. Membership

4.1 Members of the company

- (a) The Members are those persons admitted to the membership of the company whose names are entered into the company's register of Members.
- (b) On registration of the company the Members will be those persons set out in schedule 1.
- (c) Two or more persons cannot be registered as holding a single membership interest, whether as joint tenants or as tenants in common.

4.2 Limited liability of Members

The liability of the Members of the company is limited.

4.3 Members' liability on winding up

Each Member undertakes to contribute to the assets of the company in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the company and of the costs, charges and expenses of winding up, such amount as may be required not exceeding \$20.

4.4 Admission as a Member

- (a) Except for the initial Members set out in schedule 1, applicants for membership must be nominated by two Members.
- (b) A person who wants to apply for membership must submit a written application to the Secretary signed by the applicant and the two Members making the nomination and in the form determined by the Directors.
- (c) At the next meeting of the Directors after the receipt of an application for membership, the Directors will consider the application and decide whether or not to admit the applicant in their absolute discretion.
- (d) If the Directors decide not to admit an applicant to the membership, they do not have to give any reasons for their decision.
- (e) When an applicant is to be admitted, the Secretary must notify the applicant.

4.5 Membership fee

The Directors may from time to time determine a membership fee for Members and the terms of payment of the membership fee.

4.6 Resignation of a Member

A Member may resign from the company by giving notice in writing to the Secretary. The resignation will be effective from the date it is received by the Secretary.

4.7 Non-payment of membership fee

- (a) If any membership fee of a Member remains unpaid for a period of 28 days after it becomes due, the Secretary will give notice to the Member of that fact.

Constitution of Adara Development (Australia)

- (b) If any membership fee remains unpaid more than 14 days after the date of the notice given under paragraph (a), the Directors may cancel the membership of the Member and remove the Member's name from the register of Members.

4.8 Misconduct of a Member

- (a) The Directors may expel from the company any Member:
 - (i) who does not comply with the provisions of this Constitution; or
 - (ii) whose conduct in the opinion of the Directors is prejudicial to the interests of the company,and remove the Member's name from the register.
- (b) At least 21 days before the Directors meet to expel a Member the Directors must send a notice to the Member which states:
 - (i) all relevant information, including any allegations against the Member;
 - (ii) the proposed resolution for the Member's expulsion; and
 - (iii) that the Member has an opportunity to address the meeting either orally or in writing.

4.9 Ceasing to be a Member

A Member's membership of the company will automatically cease:

- (a) in the case of a Member who is a natural person, on the date that the Member dies; and
- (b) in the case of a Member which is a body corporate, on the date that:
 - (i) a liquidator is appointed in connection with the winding up of the Member; or
 - (ii) an order is made by a court for the winding up or deregistration of the Member.

4.10 Liability after a person ceases to be a Member

A person who ceases to be a Member must pay to the company:

- (a) all membership fees or other amounts owing to the company which are due and unpaid at the date that the person ceases to be a Member; and
- (b) amounts which the Member is liable to pay under rule 4.3.

4.11 Register of Members

The register of Members must be kept by the Secretary and must contain the full name and address of each Member and any other information required by the Directors.

4.12 Address of Members

Every Member must inform the Secretary in writing of any change in their address and any such change of address must be entered in the register of Members. The latest address in the register of Members is deemed to be the Member's registered address.

Constitution of Adara Development (Australia)

4.13 Dispute Resolution

Any dispute between Members must be resolved in accordance with the dispute resolution procedure determined from time to time by the Directors. That procedure must include provision for at least the following:

- (a) the appointment of an independent person to arbitrate on the dispute;
- (b) a process to bring the parties together to attempt to resolve the dispute at an early stage;
- (c) a process to ensure that all parties receive a full and fair opportunity of presenting their case;
- (d) the ultimate referral of unresolved disputes to a Community Justice Centre functioning as a centre for dispute settlement;
- (e) the review of policies and procedures which may have contributed to the dispute in order to prevent a recurrence; and
- (f) that any costs and expenses incurred by a party as a result of the dispute will be born by the party that incurred them or if applicable in accordance with any agreement, decision or judgment binding on the parties. The company, its Directors, officers or employees will not be liable for any such costs or expenses except to the extent expressly required by any agreement, decision or judgment binding on them.

5. General Meetings

5.1 Power to call a general meeting

- (a) Subject to paragraph (b), a Director may convene a general meeting of the company whenever the Director thinks fit.
- (b) In order to comply with rule 6.1 the Directors must ensure that one of their number calls a general meeting at least once each year.
- (c) If Members with at least 10% of the votes that may be cast at a general meeting make a written request to the company for a general meeting, the Directors must:
 - (i) within 21 days of the Members' request, give all Members notice of a general meeting; and
 - (ii) hold the general meeting within 2 months of the Members' request.
- (d) Where Directors do not call the meeting in accordance with paragraph (c), 50% or more of the Members who made the request in paragraph (c) may call and arrange to hold a general meeting.
- (e) To call and hold a meeting under paragraph (d) the Members must:

Constitution of Adara Development (Australia)

- (i) as far as possible, follow the procedures for general meetings set out in this Constitution
 - (ii) call the meeting using the list of Members' on the company's Member register, which the company must provide at no cost; and
 - (iii) hold the general meeting within three months after the request was given to the company.
- (f) The percentage of votes that Members referred to in paragraphs (c) and (d) have is to be worked out as at midnight before the Members request the meeting.

5.2 Notice for General Meeting

- (a) Except as otherwise provided in this Constitution, notice of a general meeting must be provided in writing at least 21 days before the meeting to:
- (i) all Members;
 - (ii) all Directors; and
 - (iii) the auditor for the time being of the company.
- (b) The period of notice may be shorter if it is agreed
- (i) in the case of an Annual General Meeting, by all the Members entitled to attend and vote at the meeting; or
 - (ii) for all other general meetings, by not less than 95% of Members having a right to attend and vote at the meeting.
- (c) Notice of meeting cannot be provided less than 21 days before a general meeting at which a resolution will be moved to:
- (i) remove a Director;
 - (ii) appoint a Director in order to replace a Director who was removed; or
 - (iii) remove an auditor.

5.3 Content of Notice

As a minimum, every notice of a general meeting must contain the following information

- (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 proposed wording of any special resolution and a statement that such resolution is special;
- (c) an explanation of the general nature of any other business to be transacted;
- (d) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy
 - (i) the proxy does not need to be a Member of the company; and
 - (ii) the deadline for returning proxy forms.

Constitution of Adara Development (Australia)

5.4 Power to cancel or postpone a general meeting

Any Director may cancel or postpone any meeting convened by that Director by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation or postponement would be contrary to applicable law. Any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

5.5 Non-receipt of notice

The fact that a person entitled to receive notice of a general meeting does not receive that notice or is accidentally not given notice, does not invalidate any resolution passed at the meeting.

5.6 Business of general meetings

Unless all Members are present as Members Present and agree otherwise, the only business to be transacted at a general meeting will be that set out in the notice.

5.7 Right of others to attend general meeting

- (a) A Secretary or Director who is not a Member is entitled to be present and, at the request of the Chair, to speak at any general meeting.
- (b) Any other person (whether a Member or not) requested by the Directors to attend any general meeting is entitled to be present and, at the request of the Chair, to speak at that general meeting.

6. Proceedings at General Meetings

6.1 Annual General Meeting

A general meeting must be held at least annually and in accordance with this rule 6.

6.2 Number for a quorum

Except as otherwise provided in this Constitution, 3 Members Present constitutes a quorum.

6.3 Requirement for a quorum

No business may be transacted at any general meeting unless there is a quorum at the time when the meeting proceeds to business.

6.4 No quorum

- (a) If there is no quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the Directors adjourn the meeting to a date, time and place determined by the Directors.
- (b) If no quorum is present at any adjourned meeting within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

Constitution of Adara Development (Australia)

6.5 Chair of general meetings

Subject to rule 6.6, the Chair is entitled to preside as chair at every general meeting.

6.6 Absence of Chair

Where a general meeting is held and:

- (a) there is no Chair; or
- (b) the Chair is not present within 15 minutes after the time appointed for the meeting or does not wish to act as chair of the meeting,

the Directors present may elect one of their number or, in the absence of all Directors or if none of the Directors present wish to act, the Members Present may elect one of their number to be chair of the meeting.

6.7 Conduct of general meetings

- (a) The general conduct of each general meeting of the company and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the chair of the meeting.
- (b) Without limiting paragraph (a),
 - (i) The chair of the meeting may make rulings without putting the question (or any question) to the vote if the chair of the meeting considers action is required to ensure the orderly conduct of the meeting.
 - (ii) At any time the chair of the meeting considers it necessary or desirable for the proper and orderly conduct of the meeting, the chair of the meeting may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.
- (c) Any determination by the chair of the meeting in relation to matters of procedure (including any procedural motions moved at, or put to, any meeting) or any other matter arising directly or indirectly from the business is final (including any procedural motions moved at, or put to, any meeting). Any challenge to a right to vote (whether on a show of hands or on a poll) or to a determination to allow or disregard to vote may only be made at the meeting and may be determined by the chair of the meeting whose decision is final.
- (d) If a person purports to cast a vote in contravention of the Corporations Act, the chair of the meeting may determine that the vote be disregarded and treated as not having been cast.
- (e) Nothing contained in this rule limits the powers conferred on a chair of a meeting by law.

6.8 Adjournments

- (a) During the course of a general meeting, the chair of the meeting may, and if so directed by the meeting must, adjourn the meeting or any business, motion,

Constitution of Adara Development (Australia)

question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to a meeting held at another time and place determined by the chair of the meeting.

- (b) If the chair of the meeting exercises a right of adjournment under paragraph (a), the chair of the meeting has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the chair of the meeting exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (c) The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- (d) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.9 Voting at general meetings

- (a) Any resolution submitted to a general meeting is to be decided by a show of hands of the Members Present and entitled to vote unless a poll is demanded.
- (b) In the case of an equality of votes, the chair of the meeting has, both on a show of hands and on a poll, a casting vote in addition to the vote or votes to which the chair of the meeting may be entitled as a Member or as a proxy, attorney or properly appointed representative of a Member.
- (c) Unless a poll is demanded, a declaration by the chair of the meeting following a vote on a show of hands that a resolution has been passed or lost is conclusive.
- (d) A poll may be demanded by a Member in accordance with the Corporations Act (and not otherwise) or by the chair of the meeting. No poll may be demanded on the election of a chair of a meeting or, unless the chair of the meeting otherwise determines, the adjournment of a meeting. A demand for a poll may be withdrawn.

6.10 Procedure for polls

- (a) When demanded, a poll may be taken in the manner and at the time the chair of the meeting directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) as the chair of the meeting considers appropriate.
- (c) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

Constitution of Adara Development (Australia)

6.11 Using technology to hold meetings

- (a) The company may hold a general meeting using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (b) Anyone using this technology is taken to be present in person at the meeting.

6.12 Business at the Annual General Meeting

The business of each Annual General Meeting must include:

- (a) the election of Directors;
- (b) to receive audited annual financial statements; and
- (c) the appointment or re-appointment an independent auditor to the company.

This rule does not limit any other business which may be considered or transacted at an Annual General Meeting.

6.13 Members' resolutions and statements

- (a) Members with at least 10% of the votes that may be cast on a resolution may give a company written notice of a resolution they propose to move at a general meeting (Member's Resolution).
- (b) The notice for a Member's Resolution must
 - (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the Members proposing to move the resolution.
- (c) If a company has been given notice of a Members' Resolution under paragraph (a) the resolution must be considered at the next general meeting that occurs more than two months after the notice is given.
- (d) Separate copies of a document setting out the notice or resolution may be used for signing by Members if the wording is the same in each copy.

6.14 Written resolutions of Members

- (a) Subject to paragraph (b) the Directors may put a resolution to the Members to pass a resolution in writing signed by all Members entitled to vote, without a general meeting being held (Written Resolution).
- (b) Written Resolutions cannot be used:
 - (i) for the resolution to remove an auditor, appoint a Director or remove a Director
 - (ii) for passing a special resolution; or
 - (iii) where this constitution or other relevant law requires a meeting to be held.

Constitution of Adara Development (Australia)

7. Votes of Members

7.1 Voting rights

Subject to this Constitution and any rights or restrictions for the time being placed on any Member:

- (a) at meetings of Members each Member entitled to attend and vote may attend and vote in person or by proxy, by attorney or (where the Member is a body corporate) by representative;
- (b) a Member is not entitled to vote at a general meeting unless all sums presently payable by the Member in respect of membership of the company have been paid; and
- (c) each Member has one vote both on a show of hands and a poll.

7.2 Right to appoint proxy

- (a) A Member may appoint one proxy.
- (b) A proxy need not be a Member.

7.3 Form of proxy

A form of appointment of a proxy is valid if it is in any form (including electronic) which the Directors may prescribe or accept.

7.4 Lodgement of proxies

An instrument appointing a proxy is not valid unless it and the power of attorney or other authority (if any) under which the instrument is signed is received at the registered office of the company or, if notice of a meeting provides for electronic lodgement of proxies, at the electronic mail address specified in the notice, at any time before the meeting commences.

7.5 Validity of proxies

- (a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the company at its registered office at least 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

- (b) A proxy is not revoked by the principal attending and taking part in the meeting unless the principal actually votes at the meeting on a resolution for which the proxy is proposed to be used.

Constitution of Adara Development (Australia)

7.6 Where proxy is incomplete

- (a) No instrument appointing a proxy is treated as invalid merely because it does not contain:
 - (i) the address of the appointor or of a proxy;
 - (ii) the proxy's name or the name of the office held by the proxy; or
 - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- (b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chair of the meeting.
- (c) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.

8. Appointment, Removal and Remuneration of Directors

8.1 Appointment and removal

- (a) The Members in general meeting may appoint any person as a Director by resolution.
- (b) No person other than a retiring Director or a Director vacating office under paragraph (d) is eligible to be elected a Director at any general meeting unless a notice of the Director's candidature is given to the company at least 15 business days before the meeting.
- (c) The number of Directors must be the number, not being less than 5 or more than 10, which the Directors may determine but the Directors may not reduce the number below the number of Directors in office at the time of the reduction without the approval of Members in general meeting. At all times during which the company is, or operates a public fund that is, endorsed as a Deductible Gift Recipient at least a majority of Directors (including their alternate directors) must be Responsible Persons.
- (d) The Directors may at any time appoint any person as a Director either to fill a casual vacancy or as an addition to the board of Directors. Any Director appointed under this paragraph (d) may hold office only until the next Annual General Meeting and is then eligible for election at that meeting.
- (e) The Directors must comprise a majority of persons who are not employees of the Company.
- (f) Other than under paragraph (d), the appointment of a Director is not for a specified term. A Director will continue to hold office until:
 - (i) he or she retires in accordance with, and subject to any re-election under, rule 8.2; or
 - (ii) his or her office is vacated under rule 8.4.

Constitution of Adara Development (Australia)

8.2 Retirement

- (a) At every Annual General Meeting, at least one third of the Directors must retire and will be eligible for election or re-election (as applicable) in accordance with paragraph (b). Unless otherwise agreed by the Directors, the Directors to retire shall be the longest serving Directors. If length of service is not conclusive of the selection, the longest serving Directors to retire will be determined by lot unless agreed otherwise by the longest serving Directors.
- (b) A retiring Director under paragraph (a) is eligible for election or re-election (as applicable) without needing to give any prior notice of an intention to submit for election or re-election and holds office as a Director until the end of the meeting at which the Director retires. For the avoidance of doubt, there is no limit to the number of times a retiring Director may seek re-election.

8.3 Remuneration

- (a) Each Director must act on a voluntary basis and is not entitled to be paid a fee for his or her service as a Director.
- (b) The Directors will be entitled to be paid or reimbursed for all out-of-pocket expenses properly incurred by them in the performance of their duties as Directors where the amount payable has been approved by the Directors.
- (c) Subject to rule 10.11 a Director may be engaged by the company in any other capacity (other than auditor) and may be appointed on such terms as to remuneration, tenure of office and otherwise as has been approved by the Directors.

8.4 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act or the ACNC Act, 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 from the office of Director by notice in writing to the company;
- (c) is absent without the consent of the Directors from meetings of the Directors held during a continuous period of one year; or
- (d) dies.

8.5 Alternate Director

Subject to this Constitution, each Director may appoint any person (who, if there are other Directors, is approved by a majority of the other Directors) to act as an alternate Director in the Director's place, either for a stated period or until the happening of a specified event, whenever by absence or illness or otherwise the Director is unable to attend to duties as a Director. The appointment must be in writing and signed by the Director and a copy of the appointment must be given to the registered office or to a meeting of the Directors. The appointment takes effect on (if there are other Directors) approval by a majority of the other

Constitution of Adara Development (Australia)

Directors or, where the approval has been granted, at any later time specified in the appointment. The following provisions apply to any alternate Director:

- (a) the appointment of the alternate Director is terminated or suspended on receipt at the registered office of notice in writing from the Director by whom the alternate Director was appointed;
- (b) the alternate Director is entitled to receive notice of meetings of the Directors and to attend and vote at the meetings if the Director by whom the alternate Director was appointed is not present;
- (c) the alternate Director is entitled to exercise all the powers (except the power to appoint an alternate Director) and perform all the duties of a Director, to the extent the Director by whom the alternate Director was appointed has not exercised or performed them or they have not been limited by the instrument appointing the alternate Director;
- (d) the alternate Director will be entitled to be reimbursed under rule 8.3(b) as if the alternate Director were a Director;
- (e) the office of the alternate Director is terminated if the office of the Director by whom the alternate Director was appointed becomes vacant under the Corporations Act or rule 8.4.
- (f) the alternate Director is not to be taken into account in determining the number of Directors or rotation of Directors; and
- (g) the alternate Director is, while acting as a Director, responsible to the company for the alternate Director's own acts and defaults and is not the agent of the Director by whom the alternate Director was appointed.

9. Powers of Directors

The business of the company will be managed by the Directors, who may exercise all powers of the company which are not, by the Corporations Act or this Constitution, required to be exercised by the company in general meeting.

10. Proceedings of Directors

10.1 Directors meetings

- (a) The Directors may meet together for conducting business and may adjourn and otherwise regulate their meetings as they see fit.
- (b) The Directors must hold a Directors meeting twice in each year.
- (c) Without limiting the generality of the power of the Directors under paragraph (a) when applicable the Directors must:
 - (i) approve the company's annual budget; and
 - (ii) authorise and require the distribution of an annual report.

Constitution of Adara Development (Australia)

10.2 Power to call for a Directors meeting

A Director may at any time, and the Secretary must on the request of a Director, call a meeting of the Directors.

10.3 Quorum for Directors meetings

Unless otherwise determined by the Directors, the number of Directors necessary to form a quorum at a meeting of the Directors is 3 Directors.

10.4 Notice

Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Notice of a meeting of the Directors may be given by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business or residence of the Directors or at any other address given to the Secretary by the Director or by any technology agreed to by all the Directors.

10.5 Directors meetings by technology

(a) 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 holding a Directors meeting:

- (i) video conference;
- (ii) telephone;
- (iii) electronic mail;
- (iv) any other technology which permits each Director to communicate with every other Director; or
- (v) any combination of these technologies.

A Director may withdraw the consent given under this rule in accordance with the Corporations Act.

(b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:

- (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
- (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in one location.

10.6 Chair of Directors

(a) The Directors may elect one of their number as their chair and may decide the period for which the Chair is to hold office as Chair. There is no limit to the period for which the Directors may decide to elect the Chair.

Constitution of Adara Development (Australia)

- (b) Where a meeting of the Directors is held and:
 - (i) a Chair has not been elected as provided by paragraph (a); or
 - (ii) the Chair is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,the Directors present may elect one of their number to be chair of the meeting.

10.7 Directors' voting rights

- (a) Subject to this Constitution, questions arising at a meeting of the Directors are decided by a majority of votes of Directors present and voting.
- (b) In the case of an equality of votes, the Chair has a casting vote in addition to the Chair's deliberative vote.

10.8 Conflict of interests

- (a) A Director is not disqualified from contracting with the company in any capacity by reason of holding the office of Director.
- (b) In relation to a contract or arrangement in which a Director is in any way interested:
 - (i) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
 - (ii) the contract or arrangement may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and
 - (iii) the Director will not be liable to account to the company for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.

10.9 Material personal interest

- (a) Subject to paragraph (b), a Director who has a material personal interest in a matter that relates to the affairs of the company must give the other Directors notice of his or her interest..
- (b) A Director with a material personal interest in a matter that relates to the affairs of the company is not required to give notice in the following circumstances:
 - (i) if all of the following conditions are met:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the company;
 - (B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice;
 - (ii) if the Director has given a standing notice of the nature and extent of the interest and that standing notice is still effective in relation to the interest.

Constitution of Adara Development (Australia)

- (c) A Director who has a material personal interest in a matter that is being considered at a meeting of the Directors must not be present while the matter is being considered at the meeting or vote on the matter.
- (d) Nothing in this rule affects the duty of a Director:
 - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a meeting of the Directors, the fact and the nature, character and extent of the conflict; or
 - (ii) to comply with the ACNC Act or any other law.
- (e) A 'material personal interest', for the purposes of this rule 10.9, includes but is not limited to any conflict of interest or any affiliation a person may have with an actual or potential supplier of goods or services, recipient of grant funds or organisation with competing or conflicting objectives

10.10 Prohibition on gratuities

No Director or Committee Member may accept inappropriate gifts (including goods, services or money) for their personal use.

10.11 Limitation upon remunerated employment

The Executive Officer is the only remunerated employee engaged by the company that may hold office as a Director.

10.12 Committees

- (a) The Directors may delegate any of their powers to committees consisting of any one or more Directors or any other person or persons as the Directors think fit and may revoke that delegation.
- (b) A committee to which any powers have been delegated under paragraph (a), must exercise those powers in accordance with any directions of the Directors. These powers are then taken to have been exercised by the Directors.
- (c) Subject to paragraph (b), the meetings and proceedings of any committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Directors so far as they are applicable.
- (d) Nothing in this rule 10.12 limits the power of the Directors to delegate.
- (e) For the avoidance of doubt, this rule 10.12 does not apply to the Public Fund Management Committee.

10.13 Written resolutions

- (a) A resolution in writing signed by all Directors or a resolution in writing of which notice has been given to all Directors and which is signed by a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Directors) is a valid resolution of the Directors and

Constitution of Adara Development (Australia)

is effective when signed by the last of all the Directors or the last of the Directors constituting the majority, as required.

- (b) For the purpose of this rule, the references to Directors include any alternate Director appointed by a Director who is not available to sign the document or is otherwise unable to sign the document within a reasonable time but do not include any other alternate Director.
- (c) The resolution may consist of several documents in the same form each signed by one or more of the Directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered a document in writing signed by the Director and is deemed to be signed when received in legible form.

10.14 Defects in appointments

- (a) All acts done by any meeting of the Directors or person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of a committee.
- (b) Paragraph (a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or to act as a Director or that a person so appointed was disqualified.

10.15 If less than minimum number of Directors

If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the company but for no other purpose.

11. Officers of the Company

11.1 Appointment of Executive Officer

The Directors may appoint a person to be the Executive Officer of the company for such period and on such terms as they think fit. Subject to the terms of any agreement entered into in a particular case, the Directors may at any time terminate any such appointment.

11.2 Powers of the Executive Officer

The Directors may delegate, on the terms and conditions and with any restrictions as they determine, to the Executive Officer any of the powers exercisable by them under this Constitution and may at any time withdraw, suspend or vary any of those powers. Giving powers to the Executive Officer does not prevent the exercise of those powers by the Directors.

11.3 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

Constitution of Adara Development (Australia)

11.4 Powers, duties and authorities of Secretary

A Secretary of the company holds office on the terms and conditions, and with the powers, duties and authorities, as the Directors decide.

11.5 Termination of appointment of Secretary

The Directors may at any time terminate the appointment of a Secretary.

11.6 Appointment of other officers

The Directors may from time to time:

- (a) create any other position or positions in the company with the powers and responsibilities as the Directors may from time to time decide; and
- (b) appoint any person, whether or not a Director, to any position or positions created under paragraph (a).

11.7 Termination of appointment of other officers

The Directors may at any time terminate the appointment of a person holding a position created under rule 11.6(a) and may abolish the position.

12. Seals

12.1 Seals and their use

The company may have a common seal and a duplicate common seal which are to be used by the company as determined by the Directors.

13. Financial records

The company must make and keep written financial records, for the minimum period required by applicable law, that

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and audited.

14. Notices

14.1 Notices generally

Any Member who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the company may be served or sent is not entitled to receive any notice.

14.2 How notice may be given

The company may give notice to a Member, in its discretion, by:

- (a) serving it on the Member personally;

Constitution of Adara Development (Australia)

- (b) sending it by post to or leaving it at the Member's address as shown in the register of Members or an alternative address supplied by the Member;
- (c) sending it to the fax number or electronic mail address supplied by the Member;
- (d) serving it in any manner contemplated in this rule 14.2 on a Member's attorney as specified by the Member under a notice given under rule 14.3.

14.3 Notices to an attorney

By written notice to the Secretary left at or sent to the registered office, a Member may request that all notices to be given by the company or the Directors be served on the Member's attorney at an address specified in the notice and the company may do so in its discretion.

14.4 Personal service or delivery

A notice served on a Member personally or left at the Member's address is considered to have been served when delivered.

14.5 Notice by post

A notice sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is considered to have been served at the expiration of 24 hours after the notice is posted, provided that it is properly addressed.

14.6 Notice by fax or electronic mail

Any notice sent by fax or electronic mail is considered to have been served on the day it is sent, provided that it is properly addressed.

15. Winding Up or Revocation of Endorsement of the Company

15.1 Winding up or revocation of endorsement

On the earlier of:

- (a) the winding up or dissolution of the company; and
 - (b) if the company is endorsed as a Deductible Gift Recipient (in its own capacity and not because of a gift fund that it maintains), the revocation of that endorsement, any property whatsoever (including any property in the Public Gift Fund established under rule 3.1), that remains, after satisfaction of all debts and liabilities, must not be paid to or distributed among the Members but must be given or transferred to one or more organisations selected by the Members at or before the time of dissolution or revocation of endorsement:
- (c) having objects similar to the objects of the company set out in rule 2.1; and

Constitution of Adara Development (Australia)

- (d) which is covered by an item in any of the tables in subdivision 30-B of the Tax Act; and
- (e) which by its constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from distributing its income and property to its members.

15.2 Amalgamation

Where it furthers the objects of the company to amalgamate with any one or more other organisations having similar objects to the objects of the company, the other organisation or organisations must have rules prohibiting the distribution of its income and property to Members.

16. Indemnity

- (a) The company is to indemnify each officer of the company out of the assets of the company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the company or in or arising out of the discharge of the duties of the officer.
- (b) Where the Directors consider it appropriate, the company may execute a documentary indemnity in any form in favour of any officer of the company or a subsidiary.
- (c) Where the Directors consider it appropriate, the company may:
 - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the company against any liability incurred by the officer in or arising out of the conduct of the business of the company or in or arising out of the discharge of the duties of the officer; and
 - (ii) bind itself in any contract or deed with any officer of the company to make the payments.
- (d) Where the Directors consider it appropriate, the company may:
 - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
 - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this rule 16:
 - (i) **officer** means:
 - (A) a Director or Secretary, Executive Officer or employee; or
 - (B) a person appointed as a trustee by, or acting as a trustee at the request of, the company,and includes a former officer.

Constitution of Adara Development (Australia)

- (ii) **duties of the officer** includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the company or, where applicable, the subsidiary of the company to any other corporation.
- (iii) **to the relevant extent** means:
 - (A) to the extent the company is not precluded by law from doing so;
 - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy); and
 - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
- (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

17. Public Fund Management Committee

17.1 Establishment

The company must establish and permit the operation of the Public Fund Management Committee at all times during which the company is required to maintain a Public Gift Fund.

17.2 Exercise of duties

The Public Fund Management Committee shall be responsible for the overall management of the Public Gift Fund. In the course of managing the Public Gift Fund, the Public Fund Management Committee is responsible for advising the Directors upon:

- (a) the conduct of fundraising for the Public Gift Fund;
- (b) the investment and disbursement of the proceeds of the Public Gift Fund; and
- (c) any other matters that materially affect the operation of the Public Gift Fund;

and the Directors shall receive, consider and be guided by the advice of the Public Fund Management Committee (but only to the extent that such advice does not conflict with the Directors' obligations under the Corporations Act). Subject thereto, the management and control of the company shall be vested in the Directors.

Constitution of Adara Development (Australia)

17.3 Composition

- (a) The Directors must appoint persons to the Public Fund Management Committee from time to time (**Public Fund Committee Members**) and must ensure that the Public Fund Management Committee at all times comprises no less than three persons, a majority of whom must be Responsible Persons.
- (b) If, at any time, the Public Fund Management Committee does not comprise a majority of persons that are Responsible Persons, then the Public Fund Management Committee must not exercise any discretion or power until this requirement is satisfied, except to protect the property of the Public Gift Fund.

17.4 Term of Public Fund Committee Members

- (a) Each Public Fund Committee Member appointed in accordance with the provisions of this rule 17 shall serve a term of two years from the date of appointment, at the end of which period such Public Fund Committee Member shall retire from office but shall be eligible for reappointment by the Directors.
- (b) Any Public Fund Committee Member may resign from office prior to the expiration of their two year term by giving to the Directors written notice of resignation. The resignation will take effect 21 business days after the date of the notice.
- (c) A person appointed to fill the office of a Public Fund Committee Member shall hold office only for the balance of the term for which the Public Fund Committee Member being replaced was appointed, after which period the Public Fund Committee Member appointed shall retire from office but shall be eligible for reappointment.

17.5 Chairman and Vice-Chairman

Appointments to the Public Fund Management Committee shall be in accordance with the following provisions:

- (a) The Public Fund Management Committee shall have a Chairman and a Vice-Chairman who shall be appointed annually by the Directors. The Chairman must be a Responsible Person.
- (b) If the Chairman or Vice-Chairman ceases for any reason to hold office as a Public Fund Committee Member or resigns his office of Chairman or Vice-Chairman before completing their term as Chairman or Vice-Chairman, the office of Chairman or Vice-Chairman shall fall vacant and the Directors must appoint one of the Public Fund Committee Members to fill the vacancy and the Public Fund Committee Member so appointed shall hold the office of Chairman or Vice-Chairman for the balance of the term for which the Chairman or Vice-Chairman vacating the office was appointed.

17.6 Meetings

- (a) Subject to the requirements in this rule 16.6, the Public Fund Management Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.

Constitution of Adara Development (Australia)

- (b) The Chairman shall chair all meetings of the Public Fund Management Committee provided that if the Chairman is not present or if the office is vacant, then the Vice-Chairman shall chair the meeting. If neither the Chairman nor Vice-Chairman is present those Public Fund Committee Members present at a meeting may choose one of their number to chair the meeting.
- (c) Questions arising at any meeting of the Public Fund Management Committee shall be decided by a majority of votes and a decision by a majority of those Public Fund Committee Members present shall for all purposes be deemed to be a decision of the Public Fund Management Committee. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (d) The quorum necessary for the transaction of the business of the Public Fund Management Committee shall be at least two thirds of Public Fund Committee Members appointed.
- (e) The Public Fund Management Committee must cause minutes to be kept of all persons present at any of its meetings and of all proceedings at any such meetings. Such minutes shall be verified by the signature of the Chairman of the meeting at which the proceedings were held or the signature of the Chairman of the next succeeding meeting.
- (f) At least 14 days' notice of meetings of the Public Fund Management Committee shall be provided to Public Fund Committee Members and such notice must be given in the manner described in rule 14.

17.7 When the Directors will comprise the Public Fund Management Committee

If the Directors do not appoint any non-Directors to be a Public Fund Committee Member, all of the Directors shall comprise the Public Fund Management Committee and the following shall apply:

- (a) rule 16.1 will be taken to have been satisfied without further action required;
- (b) rule 16.2 will be satisfied by the conduct of business relating to the Public Gift Fund at a duly constituted Directors meeting;
- (c) each duly constituted Directors meeting will be taken to satisfy rules 16.6(a), (c) and (d) in relation to any business relating to the Public Gift Fund conducted at that Directors meeting;
- (d) the minutes of meeting required under rule 16.6(e) may be included in the Directors meeting minutes, provided they are separately identified as pertaining to the Public Gift Fund;
- (e) unless the Directors resolve otherwise, each person appointed to be a Director will automatically be appointed a Fund Committee Member; and
- (f) a person appointed in accordance with rule 16.7(e) will cease to be a Fund Committee Member when they cease to be a Director. This would not preclude the immediate reappointment of that person as a Fund Committee Member if the requirements of rule 16.3 are satisfied.

Constitution of Adara Development (Australia)

17.8 Indemnity

Public Fund Committee Members are indemnified by the company as if they were officers, but only for the purposes of rule 16.

Schedule 1

Initial Members

Each of the people named below as a Member consents to becoming a Member of the company and agrees to the terms of this Constitution.

Name	Address	Signature
John Charles Atkinson	[REDACTED] [REDACTED]	
Sharon Anne Beesley	[REDACTED] [REDACTED]	
Audette Evelyn Exel	[REDACTED] [REDACTED]	
Leonie Margaret Exel	[REDACTED] [REDACTED]	