

**CORPORATIONS ACT
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
of
MARYVALE FRIENDLY SOCIETY LIMITED
ACN 087 648 860**

I INTERPRETATION

This constitution has effect as a contract between the Society and its Members.

In this constitution:

“Auditor”	means a qualified person or firm appointed from time to time as auditor of the Society in accordance with the Act and who has the powers and duties of an auditor as specified in the Act.
“Act”	means the Corporations Act 2001 (Cth) as amended from time to time.
“Board”	means the Board of Directors for the time being of the Society.
“Chairman”	means the person appointed to chair meetings of the Society under Rule 8.3.
“Constitution”	means this constitution and any supplementary substituted or amending constitution for the time being in force.
“Dependant”	means a person who substantially financially relies on a Member and includes a Member’s spouse, de facto spouse or partner, a child under the age of 18 years, a full time student under the age of 25 years and a disabled child of any age.
“Directors”	means a duly appointed Director of the Society.
“Member”	means a Member of the Society as at the date of adoption of this Constitution and any other person admitted to membership as a Member under Rule 5.
“Office”	means the registered office for the time being of the Society.
“Register of Members”	means the register referred to in Rule 5.8.
“Replaceable Rules”	means all or any of the rules designated as replaceable rules in the Act.
“Rule”	means a rule of this Constitution.
“Seal”	means the Common Seal of the Society.
“Secretary”	means any person appointed to perform the duties of a Secretary of the Society and includes an Honorary Secretary.
“State”	means the State of Victoria unless specified otherwise.
“The Society”	means the Maryvale Friendly Society Limited having its registered address at ‘Maryvale Mill’ Maryvale Road Morwell Vic 3840.

- 1.1 Expressions referring to writing will, unless the contrary intention appears, be construed as including references to printing, lithography, photography, facsimile and other modes of representing or reproducing words in a visible form.
- 1.2 Words or expressions contained in this Constitution will be interpreted in accordance with the provisions of the Corporations Act as in force as at the date at which this Constitution becomes binding on the Society.
- 1.3 In any provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, an expression has the same meaning as in that provision of the Act except so far as the contrary intention appears in this Constitution.
- 1.4 The Replaceable Rules contained in the Act do not apply to the Society.

2 INCORPORATION

2.1 The Society is incorporated under the Act as a company limited by guarantee.

3 NAME OF SOCIETY

3.1 The name of the Society is the Maryvale Friendly Society Limited.

3.2 The Society may only use a name other than its registered name if permitted to do so by the Act.

4 OBJECTS AND POWERS

4.1 The objects of the Society are to support our Members and their dependants in their time of need
(a) by providing discretionary benefits and services or other welfare that enhance their wellbeing.

4.2 The Society has the legal capacity of a natural person. It may exercise its powers without any limitation, except that:

- (a) the Society's powers must be exercised in furtherance of the objects of the Society; and
- (b) such exercise must be in accordance with this Constitution and the Act.

5 MEMBERS

5.1 Membership

Subject to this Constitution:

- (a) those persons who are Members at the date of adoption of this Constitution; and
- (b) such other persons as the Board admits to membership in accordance with this Constitution shall be Members of the Society.

5.2 Application and admission

Any natural person who:

- (a) is an employee of an entity associated with the Maryvale Paper Mill; and
- (b) that entity is one approved and minuted by the Board,

may apply to become a Member of the Society.

5.3 Every application for membership of the Society shall be made in writing to the Society in such form and detail as the Board may from time to time prescribe.

5.4 Admission to membership of the Society is subject to the Board receiving;

- (a) an application for membership together with an acceptable arrangement to pay, or authority to deduct the applicable membership fee and
- (b) a written undertaking by the applicant to contribute to the assets of the Society as required by Rule 5.9(b) if the applicant is accepted as a Member.
- (c) The Directors may by resolution accept any application for membership or, in their absolute discretion, refuse such an application and the Board is not obliged to give reasons for any refusal to admit a person to membership.

5.5 When an applicant has been accepted for membership, the Secretary will enter the applicant's details on the Register of Members and send to the applicant written notice of acceptance of the application.

5.6 Membership Fees

- (a) All membership fees shall become payable as a consequence of membership of the Society and shall become payable at such times as determined by the Board.
- (b) The membership fee payable by Members of the Society shall be such as the Society in General Meeting from time to time prescribes.
- (c) The Members in General Meeting may by resolution:
 - (i) approve the membership fees to be paid by each Member; or
 - (ii) delegate to the Board the power to fix the membership fees for the following calendar year.
- (d) Each fee and levy will be due and payable on the date or dates fixed by the Board, and will be paid by each Member or applicant for membership to the Society. On the authority of the Member, and by arrangement with their employer, the fees and levies may be deducted by periodic installments from the Member's salary or wages.

5.7 Levies

- (a) The Members in General Meeting may by special resolution impose a levy on the Members to enable the Society to provide support for one or more of the individual Members in the event of disaster or other unusual occurrence affecting any such Member or dependant of a Member.
- (b) The Board may by special resolution impose a levy on Members of not more than twice the weekly membership fee for four weeks for the same purpose.

5.8 Register

- (a) The Secretary will keep and maintain a register of Members in which will be entered the full name, address and date of entry of the name of each Member.
- (b) Such registers will be available for inspection by Members at the Office during business hours.

5.9 Rights and Liability of Members

Members of the Society (in their capacity as Members) have the rights and liabilities provided by this Constitution and the Act, including:

- (a) the right to receive notice of, to attend and vote at, General Meetings of the Society, to the extent and in the manner specified in Rule 7.5 and to receive copies of any reports to be provided to Members under the Act or any other Law.
- (b) liability limited to contributing an amount not exceeding \$1.00 to the property of the Society if the Society is wound up while such a person is a Member or within one year after such person ceases to be a Member, as a contribution to the payment of the debts and liabilities of the Society contracted before such person ceases to be a Member, the costs, charges and expenses of the winding up and the adjustment of the rights of the contributories amongst themselves.

5.10 Resignation of Member

- (a) A Member may at any time by giving one month's notice in writing to the Secretary resign his or her membership of the Society. On the expiration of that period of notice, such Member will cease to be a Member, and his or her name must be removed from the register of Members.
- (b) A Member is not entitled to resign his or her membership except in accordance with this rule.

5.11 Cessation of Membership

A person will cease to be a Member:

- (a) when the person dies;
- (b) if the person fails to pay membership fees or any other moneys due to the Society within 30 days after they fall due for payment;
- (c) when the person ceases to be employed by an entity approved by the Board;
- (d) if the person is expelled by a resolution passed as a special resolution by the Members at a General Meeting of the Society;
- (e) if any contract of membership is rescinded on the ground of misrepresentation or mistake.

5.12 Membership entitlements not transferable

A right, benefit or obligation which a Member has by reason of his or her membership of the Society cannot be transferred to another person.

5.13 Benefits

Subject to any special rules in this Constitution as to the provision of benefits to Members, the Board shall:

- (a) consider a claim for benefits made by a Member; and
- (b) in its sole and absolute discretion make a grant from the funds of the Society to the Member as indemnity in whole or in part in respect of the claim.

The nature, extent and where relevant combination of benefits provided to a Member shall be at the absolute discretion of the Society, such discretion to be exercised by the Board or its delegate.

6 GENERAL MEETINGS

6.1 Convening of General Meetings

- (a) The Board must convene Annual General Meetings in accordance with the Act and may at any other time convene a General Meeting.
- (b) Such meetings will be held at such time and place as is determined by the Board.

6.2 Requisitions for General Meetings

- (a) The Board must convene a General Meeting on receipt of a written requisition to do so from at least 100 Members or at least 5% in number of the Members of the Society (whichever is the lesser number).
- (b) Such a requisition must:
 - (i) state the resolution to be proposed at the meeting;
 - (ii) be signed by all the requisitioners making the request; and
 - (iii) be deposited at the Registered Office; and

may consist of one document signed by all of the requisitioners; or of several documents in like form signed by one or more of the requisitioners.

6.3 Any Director may whenever he or she thinks fit requisition the Society to convene a General Meeting.

6.4 The Board must immediately after receipt of a valid requisition for a General Meeting properly call a general meeting of the Society for a date not later than 21 days after the date of receipt of such requisition. If the Board fails to call such a meeting, the Members or Directors seeking the meeting may themselves convene the meeting no later than two months after the date the Board received the requisition in which case those Members or Directors are entitled to be paid by the Society all their reasonable expenses incurred in convening the meeting.

6.5 Annual General Meeting

The Society will, in addition to any other meeting held by the Society, hold a General Meeting to be called the Annual General Meeting that will be held in accordance with the provisions of the Act. The Annual General Meeting will be held at such time and place as is determined by the Board.

6.6 Notice

Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice:

- (a) twenty one (21) days' notice specifying the place the day and the hour of meeting and in case of special business the general nature of that business, will be given to such persons as are entitled to receive such notice from the Society; and
- (b) if a special resolution is to be proposed at that meeting the notice must state an intention to propose the special resolution and state the resolution.

6.7 Business

All business will be special that is transacted at a General Meeting except:

- (a) receiving and considering the profit and loss accounts, the balance sheet, the reports of the Board and Auditors; and
- (b) the election of Directors in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

7 PROCEEDINGS AT GENERAL MEETINGS

7.1 Quorum

- (a) No business will be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) Save as herein otherwise provided, ten Members present who have the right to vote at the meeting will constitute a quorum.
- (c) For the purpose of this rule "Member" means a Member with full privileges and entitlements and includes a person attending as a proxy for a Member.

7.2 If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting, if convened upon the requisition of any of the Members, will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Chairman (or, if the Chairman is not present, the person in the chair at the

meeting) may determine. If at any adjourned General Meeting a quorum is not present within half an hour from the time appointed for the General Meeting, the Chairman and four Members present in person will constitute a quorum.

7.3 Chairman

- (a) The Chairman will chair every General Meeting of the Society.
- (b) If there is no Chairman, or if he or she is not present within fifteen minutes after the time appointed for holding the General Meeting or is unwilling to act, the Members present in person who are entitled to vote may determine by resolution who should chair the General Meeting.

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

- (a) When a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting will be given as in the case of an original General Meeting under Rule 6. Save as mentioned above, it will not be necessary to give any notice of any adjournment or the business to be transacted at an adjourned General Meeting.

7.5 Voting at General Meetings

A Member is entitled to exercise one vote on any question arising for determination by the Members of the Society.

7.6 At any General Meeting, a resolution put to the vote of the meeting will be decided on a show of hands by those persons present in person who are entitled to vote at the meeting unless a poll is (before or on the declaration of the result of the show of hands) demanded by any person present in person who is entitled to vote at the meeting.

- (a) Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (b) The demand for a poll may be withdrawn at any time before the Chairman directs an adjournment in accordance with Rule 7.4.

7.7 If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded however a poll demanded on the election of a person to take the chair or on a question of adjournment will be taken immediately.

7.8 In the case of an equality of votes, whether on a show of hands or on a poll, the person in the chair at the meeting at which the show of hands takes place, or at which the poll is demanded, will be entitled to a second or casting vote in addition to his or her deliberative vote.

7.9 A Member who is entitled to vote at a meeting may vote in person or by proxy, but no person may vote as a proxy for more than two proxies. On a show of hands every person present who is a Member entitled to vote or a representative of such a Member has one vote. On a poll every such Member present in person or represented by proxy has one vote.

7.10 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the Act relating to mental health may vote, whether on a show of hands or on a poll, by his trustee or by such other person as properly has the management of his estate, and any such trustee or other person may vote by proxy or attorney.

7.11 Proxies

- (a) The instrument appointing a proxy and the power of attorney or other authority if any, must be in writing under the hand of the appointer or of his or her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A Member is entitled to instruct his or her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed, the proxy may vote as he or she thinks fit.
- (b) The instrument appointing a proxy may be in the following form or in a form as near as circumstances permit:

MARYVALE FRIENDLY SOCIETY LIMITED

I, [name of Member] of [address] being a Member of the Maryvale Friendly Society Limited (“the Society”) hereby appoint [name of proxy] of [address] or failing him/her [name of alternate proxy] of [address] as my proxy to vote for me on my behalf at the (Annual or General as the case may be) Meeting of the Maryvale Friendly Society Limited to be held on the [day] day of [month], [year] and at any adjournment thereof.

My proxy is hereby authorised to vote in favour of/ against* the following resolution:

[insert the resolution name or number and voting preference - repeat if necessary)

Signed this [day] day of [month] [year]

.....

(Members signature)

Note: Should you wish to direct the proxy how to vote in relation to any item of business you should indicate accordingly on the proxy form, otherwise your proxy may vote as your proxy sees fit or may abstain from voting. Strike out whichever is not desired.

- 7.12 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Society, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the General Meeting, or adjourned General Meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy will not be treated as valid.
- 7.13 A vote given in accordance with the terms of an instrument of proxy or attorney will be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing, of such death unsoundness of mind or revocation as aforesaid has been received by the Society at the registered office before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used.
- 7.14 If at the meeting at which the instrument of proxy or other authority is to be exercised the person appointed as proxy is not present, any instrument of proxy or other authority will be assigned without limitation to the Chairman who will exercise the instrument of proxy or other authority in accordance with the instructions therein or otherwise as the Chairman directs.

8 DIRECTORS AND OFFICERS

8.1 Election and Removal of Directors

The Directors shall be elected at the Annual General Meeting in the manner prescribed in Rule 11 by those Members who are present in person or by proxy and entitled to vote at the meeting.

- 8.2 The number of Directors will not be less than twelve or more than fifteen.
- 8.3 The Directors will elect one of their number to be their Chairman to hold office subject to Rule 8.6 or until they choose to vacate the position or the Board decides to replace them.
- 8.4 The Board has power at any time, and from time to time, to appoint any person who is eligible to be a

Director as a Director either to fill a casual vacancy on the Board or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director appointed to fill a casual vacancy will hold office for the remainder of the term of the Director who is being replaced. Any Director appointed as an addition to the existing Directors will hold office only until the next following Annual General Meeting.

- 8.5 The Society may by ordinary resolution of the Members who are entitled to vote at a General Meeting of Members of the Society remove any Director before the expiration of his or her period of office, and may by an ordinary resolution appoint another person in his or her stead. Any person so appointed will hold office only until the next following Annual General Meeting.
- 8.6 The office of a Director will become vacant if the Director:
- (a) ceases to be a Director by virtue of the Act;
 - (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (c) becomes prohibited from being a Director of a company by reason of any order made under the Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health;
 - (e) resigns his or her office by notice in writing to the Society;
 - (f) without the approval of the Directors, becoming permanently resident abroad or absents himself or herself from the meetings of the Directors for six months or more without special leave of absence from the Directors and the Directors pass a resolution that the Director has by so absenting himself or herself vacated office;
 - (g) ceases to be a Member of the Society;
 - (h) is directly or indirectly interested in any contract or proposed contract with the Society without having declared the nature of his or her interest in the manner required by the Act

8.7 Remuneration of Directors

Every Director is entitled to be paid out of the funds of the Society such reasonable traveling, accommodation and other expenses incurred in attending meetings of the Society or of the Directors or any sub-committee thereof or while engaged on the business of the Society as may be approved from time to time by the Directors.

9 ROTATION OF DIRECTORS

- 9.1 At every Annual General Meeting of the Society one-third of the Directors or if their number is not three or a multiple of three then the number nearest to but not exceeding one third must retire from office and if eligible may stand for re-election. No Director may remain in office as a Director for a period in excess of three years without submitting themselves for re-election.
- 9.2 The one third or other nearest number of the Directors to retire as aforesaid at every Annual General Meeting will be the Director or Directors who have been longest in office. As between two or more who have been in office an equal length of time the Director or Directors to retire will in default of agreement between them be determined by lot. The length of time a Director has been in office is computed from his or her last election or appointment where he or she has previously vacated office.
- 9.3 A retiring Director will remain as a Director throughout the meeting at which he or she retires.
- 9.4 The Society at any Annual General Meeting at which any Directors retire may fill the vacated offices by electing a like number of persons to be Directors.
- 9.5 If at any Annual General Meeting at which an election of Directors ought to take place, the place of any Director retiring by rotation is not filled, he or she may, if willing and not being disqualified under the Act from holding office as a Director, continue in office until the Annual General Meeting in the next year and so on from year to year until his or her place is filled unless the Members determine by resolution at such meeting on at least two month's notice to the company to reduce the number of Directors in office or unless the Members at that meeting expressly resolved not to fill the vacated office or a resolution for the re-election of that Director is put to the meeting and lost.

10 NOMINATION OF DIRECTORS

Nominations for election as Directors of the Society shall be made as follows:

- 10.1 The Directors must call for nominations of candidates to be elected as Directors within a fair and

reasonable notice period prior to the Annual General Meeting.

10.2 Nominations close 21 days before the Annual General Meeting.

10.3 In order to be nominated, a candidate must be:-

- (a) A natural person nominated by the Board; or
- (b) A Member of the Society and be nominated in writing by five (5) members of the Society in such form and detail as may be determined by the Board of Directors; and
- (c) consent to nomination

10.4 A retiring Director may stand for re-election without nomination so long as the Director is eligible to be a Director at the time of re-election

10.5 A candidate must furnish to the Society, by the time nominations close under Rule 10.2, a declaration in such form as the Directors may require as to whether he or she:

- (a) Has any interest in a contract or a proposed contract with the Society; or
- (b) Holds an office or has an interest in property whereby, whether directly or indirectly, duties or interests may be created that could conflict with a Director's duties or interests as a Director of the Society.

10.6 The nomination and declaration of each candidate will be made available for perusal by Members of the Society on closure of nominations.

II ELECTION OF DIRECTORS

The Directors of the Society are to be elected in the following manner:

11.1 The Election of Directors is to be conducted at the Annual General Meeting.

11.2 Only those Members who are entitled to vote at meetings of the Society may vote on the election of Directors.

11.3 Where there are more candidates than the number of vacancies to be filled, the election shall be conducted in such manner as the Chairman shall think fit.

11.4 In the case of an equality of votes for any vacancy as a Director, the person to be elected must be decided by lot.

12 POWERS AND DUTIES OF THE BOARD

12.1 The business of the Society will be managed by the Board who may pay all expenses incurred in promoting, registering and administering the Society, and may exercise all such powers of the Society, as this Constitution and the Act require to be exercised by the Society in General Meeting.

12.2 Any rule, regulation or by-law of the Society made by the Board may be disallowed by the Society in General Meeting but no resolution of or regulation made by the Society in General Meeting will invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

12.3 The Board may exercise all the powers of the Society to borrow money and to mortgage or charge its property or any part of it and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society.

12.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors may from time to time determine

12.5 The Board will cause minutes to be made:

- (a) of all appointments of officers and servants; and
- (b) of names of Directors present at all meetings of the Society and of the Board; and
- (c) of all proceedings at all meetings of the Society and of the Board.

The person in the chair of the meeting at which the minutes are adopted will sign such minutes.

12.6 The Board must appoint a Returning Officer who may appoint assistant Returning Officers, none of whom can be a Director, employee of the Society or a person who intends to accept a nomination for the office of Director, but may be an Auditor.

12.7 Subject to the Act the Board may delegate any of their powers in accordance with Rules 14 or 15 and may from time to time revoke such delegation.

13 PROCEEDINGS OF THE DIRECTORS

- 13.1 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time, and the Secretary will on the requisition of a Director, summon a meeting of the Directors.
- 13.2 Subject to these regulations, questions arising at any meeting of the Directors will be decided by a majority of votes and a determination by a majority of the Directors will for all purposes be deemed a determination of the Directors. In case of an equality of votes the person in the chair at the meeting will have a second or casting vote.
- 13.3 A resolution in writing signed or an electronic communication acknowledged by all Directors for the time being entitled to receive notice of a meeting of Directors will be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.
- 13.4 No Director will be disqualified by his or her office from contracting or entering into any arrangement with the Society either as vendor, purchaser or otherwise or from remaining a Director of any other company, nor will any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Society with a company in which any Director is in any way interested be avoided, nor will any Director so contracting or being so interested be liable to account to the Society for any profit realised by any such contract or arrangement or by reason of such Director holding that office or of the fiduciary relationship thereby established, but every Director will observe the provisions of the Law relating to the declaration of the interest of directors in contracts or proposed contracts with the Society or of any office or property held by the Director which might create duties or interests in conflict with his or her duties or interests as Director.
- 13.5 No Director will, as a Director, vote in respect of any contract or arrangement in which he or she is interested and, if he or she does so vote, his or her vote will not be counted. However this prohibition as to voting will not apply to any contract by or on behalf of the Society to give any Director any security for advances or by way of indemnity or to any contract or arrangement where the Director is interested merely as a shareholder or director of another company. In addition this prohibition may at any time or times be suspended or relaxed to any extent determined by the Society in General Meeting. A Director who is interested in any contract or arrangement may notwithstanding such interest attest the affixing of the Society's seal to any document evidencing or otherwise connected with such contract or arrangement.
- 13.6 The quorum necessary for the transaction of the business of the Directors shall be :
- (a) a minimum of five Directors, three of whom must have attended the last meeting of the Board; or
 - (b) such greater number as may be fixed by the Directors.
- 13.7 Where the number of Directors properly appointed to the Board is less than required under Rules 8.2 the continuing Directors may act notwithstanding any vacancy in the Directors, but if and so long as their number is reduced below the number fixed by this Constitution as the minimum number of the Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Society, but for no other purpose.
- 13.8 The person elected to be the Chairman will chair every meeting of the Directors. If there is no such person, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Directors may choose one of their number to chair the meeting.

14 DELEGATION OF POWERS

- 14.1 The Directors may delegate any of their powers to sub-committees consisting of such Directors, Members or other persons as they think fit. Any sub-committee so formed will in the exercise of the powers so delegated conform to any requirements that may be imposed on it by the Directors.
- 14.2 A sub-committee may elect a person to chair its meetings. If no such person is elected, or if at any meeting that person is not present within ten minutes after the time appointed for holding the meeting, the Members present may choose one of their number to chair the meeting.
- 14.3 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the Members of the sub-committee present, and in the case of an equality of votes the person in the chair will have a second or casting vote.
- 14.4 All acts done by any meeting of the Directors of a sub-committee or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such

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Director or person acting as above, or that the Directors or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

15 SECRETARY

- 15.1 The Secretary will in accordance with the Act be appointed by the Board for such term, at such remuneration and upon such conditions as the Board think fit; and any Secretary so appointed may be removed by the Board.
- 15.2 The Board may delegate to the Secretary such powers and authority as are not inconsistent with this Constitution as the Board think fit to enable the Secretary to administer the Society.

16 WINDING-UP

- 16.1 The Society may be wound up in any manner permitted by the Act.
- 16.2 Upon winding up, the liability of a Member shall be determined in accordance with Rule 5.9(b)

17 COMMON SEAL

- 17.1 The Board will provide for the safe custody of the seal, which will only be used by the authority of the Board or of a sub-committee of the Board authorised by the Board in that behalf. Every instrument to which the seal is affixed will be signed by a Director and countersigned by the Secretary or by a second Director, or by some other person appointed by the Directors for the purpose.

18 ACCOUNTS

- 18.1 The Board will cause proper accounting and other records to be kept and will distribute copies of the financial statements (including every document required by Act to be attached thereto) accompanied by a copy of the Auditors' report thereon as required by the Act.
- 18.2 The Board will cause to be made out and laid before each Annual General Meeting the financial statements made up to date not more than four months before the date of the meeting.
- 18.3 The Board will from time to time determine at what times and places under what conditions or regulations the accounting and other records of the Society will be open to the inspection of Members not being Directors, and no Member (not being a Director) will have any right to inspect any account or book or paper of the Society except as provided by law or authorised by the Society in General Meeting.

19 AUDIT

- 19.1 Properly qualified Auditors will be appointed and remunerated and their powers, duties, removal and resignation regulated in accordance with the Act.

20 NOTICES

- 20.1 Any notice required by Law or by or under this Constitution to be given to any Member may be given either personally or by sending it by post to him or her at his/her registered address, or (if he or she has no registered address within the State) to the address, including an electronic address if any, within the State supplied by him or her to Society for the giving of notices to him or her. Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying, and posting an envelope containing the notice.
- 20.2 Notice of every General Meeting will be given in accordance with the provisions of this Constitution to:
 - (a) Every Member except those Members who have not supplied to the Society a postal or electronic address for the giving of notices to them; and
 - (b) the Auditor or Auditors for the time being of the Society.No other person will be entitled to receive notices of General Meetings.
- 20.3 Any notice required to be given advertising the date, time, venue and the nature of business of any General Meeting to Members will be given by a General Notice in the Latrobe Valley Express newspaper; and by one or more of the following means;
 - (a) a featured article in the Maryvale Paper Mill monthly newsletter; or
 - (b) an announcement on the Society's website; or
 - (c) printed notices posted throughout the Maryvale Paper Mill; or

(d) an email to the Member's home or work email address - if provided will be deemed to be effected in accordance with these rules.

21 INDEMNITY OF DIRECTORS AND OTHER OFFICERS

21.1 The Society will indemnify either directly or through one or more interposed entities any person who is or has been a Director, Secretary or executive officer of the Society and, if so resolved by the Directors, the auditor of the Society out of the funds of the Society against the following:-

- (a) any liability to another person (other than the Society or a related body corporate) incurred in conducting the Society's business or exercising any power of the Society as its officer and agent unless the liability arises out of conduct involving a lack of good faith or a willful breach of a duty provided in the Act ;
- (b) subject to Rule 21.1(a) any liability for costs and expenses incurred by that person:-
 - (i) 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
 - (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Law.

22 APPLICATION OF INCOME AND ASSETS

22.1 The income and assets of the Society must be applied solely to the achievement of the purpose and objects of the Society as set out in this Constitution and:-

- (a) no part may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Society;
- (b) no part may be paid or applied directly or indirectly in making payment to any Member or Director of the Society or other person or legal entity, other than a payment in good faith of:
 - (i) a benefit or for the provision of services in accordance with the objects of the Society.
 - (ii) out-of-pocket expenses incurred by a Director in the performance of any duty as a Director of the Society where the amount payable does not exceed an amount previously approved by the Board of the Society;
 - (iii) reasonable remuneration for any service rendered to the Society by a Director in a professional or technical capacity, other than in the capacity of Director, where the provision of the services has the prior approval of the Directors of the Society and where the amount payable is commercially reasonable and approved by the Directors of the Society;
 - (iv) any salary or wage due to a Director as an employee of the Society where the terms of employment have been approved by a resolution of the Directors;
 - (v) a financial benefit to a Director by way of indemnity as referred to in Section 212 of the Act or payment of an insurance premium in respect of a contract insuring the Director as referred to in that Section.
 - (vi) reasonable and proper rent for premises to accommodate the Society's office and associated facilities;
 - (vii) interest at a rate not exceeding the rate fixed by the Directors from time to time on money borrowed from or lawfully due to any Member of the Society.

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