



Asbestos Disease
Support Society

**CONSTITUTION
OF
THE ASBESTOS DISEASE SUPPORT
SOCIETY LIMITED**

DATE OF ADOPTION: 19 October 2022

1. DEFINITIONS AND INTERPRETATION

1.1. Definitions

- (a) In these rules, if the context permits, the words in column A have the meaning assigned opposite in column B:

A	B
Administrative Regulation	an administrative regulation made under this Constitution
Asbestos Association	is an entity having: objects the same or similar to the Objects; or providing focussed services and/or support to persons suffering from asbestos related disease
Asbestos Industry	including but not limited to: removal; and encapsulation; and auditing of Asbestos; and testing of Asbestos
Board	the Directors acting together
Board Committee	a sub-committee of the Board as determined by the Board
Chair	the Director appointed by a General Meeting of Members as the Chair of the Board
Class	a class of Members determined under this Constitution
Community Member	means a person admitted as a community member under sub-rule 13.6
Company	the Company whose members have adopted this Constitution
Company Website	the website maintained by the Company
Constitution	those rules for the operation of the Company set out in this Constitution
Director	severally the persons appointed from time to time as directors under this Constitution
Family Member	means a group admitted as a family member under sub-rule 13.4
Full Member	means a non-corporate person admitted as a full member under sub-rule 13.3
Gift Fund	a fund established under rule 11.1
Law	Law means the <i>Corporations Act 2001 (Cth)</i>
Legal Profession	including but not limited to: paralegals; and solicitors; and barristers; and members of the judiciary
Life Member	means a person appointed as a life member under sub-rule 13.5
Member	means severally: Full Member; Family Member; Life Member

Minutes	the minutes of the meetings of the Board, a Board Committee or a General Meeting of Members kept under this Constitution
Notice Address	the last postal or email address for a person recorded in the Company records
Objects	the objectives of the Company set out in rule 3(a)
Ordinary Resolution	a resolution passed by a simple majority of Members
Postal Ballot	a ballot conducted by post under this Constitution
Prescribed Rate	the rate currently specified by the Company expressed as a rate per cent per annum or if no rate is specified, the Prescribed Rate is 8% per annum
Register	the Register of Members of the Company required to be kept under the Law
Related Body Corporate	a body corporate which is related to that body corporate under the Law
Replaceable Rules	has the meaning under section 135 of the Law
Returning Officer	a returning officer appointed under this Constitution
Rule	severally the provisions of this Constitution
Secretary	severally the secretary and an assistant or acting secretary and any other person appointed to perform, whether alone or in addition to another person or persons, the duties of secretary of the Company
Special Resolution	the meaning under the Law
Subordinate Regulations	severally: <ul style="list-style-type: none"> • a code of conduct; and/or • a by-law; and/or • a regulation; and/or • a standard, issued this Constitution

1.2. Interpretation

- (a) Unless the context or subject matter otherwise requires, references to:
- (i) singular words include the plural and vice versa; and
 - (ii) any gender include every gender; and
 - (iii) persons include a natural person, corporations, trusts, associations, partnerships, government authorities, and other legal entities, and where necessary, includes successors and assigns; and
 - (iv) writing includes printing, typing, facsimile and other means of representing or reproducing words, figures, drawings or symbols in a visible and tangible or electronic form, in English; and
 - (v) signature and signing means due execution of a document by a person, corporation or other relevant entity and include signing by an agent or attorney or representative (if a body corporate); and
 - (vi) months mean calendar months; and

- (vii) statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders-in-council, rules, by-laws and ordinances made under those statutes; and
- (viii) sections of statutes or terms defined in statutes refer to corresponding sections or defined terms in amended, consolidated or replacement statutes; and
- (ix) an agreement or document means that agreement or document as amended, novated or supplemented; and
- (x) a party includes that party's executors, administrators, substitutes, successors and assigns; and
- (xi) sell or sold include transfer, lease, assign, grant options and/or any other form of disposing of or creating an interest in the thing being considered and buy or purchase will be interpreted correspondingly; and
- (xii) where a person is entitled to vote or holds the right to vote on any matter by virtue of this Constitution, the person may vote by proxy or attorney or representative (if a body corporate); and
- (xiii) headings and the table of contents are for convenience only and will be disregarded in the interpretation of this Constitution; and
- (xiv) if a word or phrase is given a defined meaning, another grammatical form of that word or phrase has a corresponding meaning; and
- (xv) each paragraph or sub-paragraph in a list is to be read independently from the others in the list; and
- (xvi) words denoting individuals include corporations and vice versa; and
- (xvii) a reference to a 'rule' is a reference to a rule of these rules; and
- (xviii) a reference to a 'sub-rule' means a sub-rule of the rule in which the reference to the sub-rule is made; and
- (xix) a reference to a 'paragraph' means a paragraph of the sub-rule in which the reference to the paragraph is made; and
- (xx) a reference to a 'sub-paragraph' means a sub-paragraph of the paragraph in which the reference to the sub-paragraph is made; and
- (xxi) a reference to a 'schedule' is a reference to a schedule to, and which forms part of, these rules; and
- (xxii) the schedules to these rules have the same effect as if they were set out in the body of these rules; and
- (xxiii) a reference to a simple majority means at least half (1/2) the number of members required to be present at a meeting held under this Constitution, and present in person, plus one (1); and
- (xxiv) a reference to a business day is a reference to a day Monday to Friday during the hours 9 am to 4 pm, in the place where an act is to be performed, which day is not a designated public holiday in that place; and
- (xxv) where a period, dating from a given day, act or event, is prescribed or allowed for a purpose, the period must, unless the contrary intention appears, be reckoned exclusive of such day or the day of such act or event; and

- (xxvi) where the last day of a period prescribed or allowed for the doing of anything falls on a day which is not a business day in the place in which the thing is to be or may be done, the thing may be done on the first day following which is a business day in that place; and
- (xxvii) a reference to the performance of a duty by an officer or person is inclusive of a reference to the officer or person causing the duty to be discharged and/or inclusive of the duty being discharged by another person, entitled to hold a delegation under these rules, and holding the delegation of the relevant officer or person; and
- (xxviii) a word or expression that is not defined in these rules, but is defined in the Law, has the meaning given by the Law; and
- (xxix) each paragraph or sub-paragraph in a list is to be read independently from the others in the list; and
- (xxx) a reference to an officer or member giving consent means prior written consent; and
- (xxxi) email means a communication sent to, or from, the e-mail account that a respective officer or member has nominated to the Secretary for the receipt and sending of notices, agenda and ballots where the e-mail is not returned as undeliverable.

1.3. Actions Authorised Under The Law

- (a) Subject to rule 3, where the Law authorises or permits a company to do a thing if authorised by its constitution, the Company is authorised or permitted to do that thing despite another rule.

1.4. The Law Prevails

- (a) Where any provision in this Constitution is invalid or unenforceable or conflicts with any provision of the Law, it will be read and interpreted as being subject to the provisions of the Law and will be ineffective, but only to the extent of an:
- (i) invalidity;
 - (ii) unenforceability; or
 - (iii) conflict.

1.5. No limit on exercise of powers

- (a) In this rule the word in column A has the meaning set out opposite in column B:

A	B
Action	<ul style="list-style-type: none"> • severally; • power; or • right; or • discretion

- (b) Subject to rule 3, where under this Constitution the Company or a Director or another person may exercise an Action, then:
- (i) the Action may be exercised absolutely without restriction unless the Action is expressly limited; and
 - (ii) an exercise of an Action on an occasion will not restrict another exercise of the Action on another occasion.

2. EFFECT OF THE CONSTITUTION

- (a) This Constitution has effect as a contract:
- (i) between the Company and each Member; and
 - (ii) between the Company and each Director and the Secretary; and
 - (iii) between a Member and each other Member,
- under which each Member agrees to observe and perform these rules to the extent the rules respectively apply to that Member.

3. OBJECTS

- (a) The Company is established for the public charitable purposes of providing benevolent relief to people in need, which may include the following:
- (i) help those who have been affected by asbestos and dust related lung disease;
 - (ii) address the physical, emotional and welfare needs of individuals from when they are diagnosed with an asbestos or dust related lung disease;
 - (iii) promote awareness about the dangers of asbestos exposure especially given the large amounts of asbestos still present in our environment;
 - (iv) reduce the number of people being exposed to asbestos and future incidences of asbestos or dust related lung diseases in the Australian community;
 - (v) encourage and support research into asbestos-induced disease;
 - (vi) create, sponsor or act as trustee for other organisations or funds having objects similar to those of the Company and that prohibit the distribution of their income and property amongst Members to an extent at least as great as that imposed on this Company; and
 - (vii) seek donations and funding from the public and all levels of government to fund the activities of the Company.
- (b) The income and property of the Company must be applied solely towards the promotion of the Objects and cannot be paid or transferred, directly or indirectly, as a dividend, bonus or other distribution to the Members or officers of the Company.
- (c) Nothing in clause (b) prevents the payment in good faith of reasonable and proper remuneration to any officer or employee the Company or to any Member or other person in return for any services rendered to the Company provided such payments are approved by the Board.

4. PUBLIC COMPANY

- (a) The Company is registered as a public company limited by guarantee.

5. CONSTITUTION PREVAILS OVER REPLACEABLE RULES

- (a) If a provision in this constitution is inconsistent with a Replaceable Rule, the provision in this constitution prevails.
- (b) To the extent permitted by law, the Replaceable Rules do not apply to the Company.

6. MINIMUM NUMBER OF DIRECTORS/MEMBERS

- (a) The minimum number of Members of the Company is one (1).
- (b) The minimum number of Directors of the Company is three (3).

7. POWERS

- (a) The Company may by Ordinary Resolution or Special Resolution as the Law requires, exercise a power which by the Law a company limited by guarantee may exercise if authorised by its Constitution.

8. CONTRIBUTION ON WINDING UP

- (a) In the event of the winding up of the Company, a Member undertakes to contribute to the property of the Company the amount which is agreed to be paid by each Member to be applied:
 - (b) to payment of the debts and liabilities of the Company contracted before ceasing to
 - (i) be a Member; and
 - (ii) to the costs, charges and expenses of winding up; and
 - (iii) for the adjustment of the rights of the contributors among themselves.
- (c) The liability of each Member under rule 8(a), terminates on the day which is one (1) year following the date on which the Member's membership of the Company ceases.
- (d) Until otherwise determined, the amount to be contributed by each Member under this rule is \$10.

9. PROMOTION OF OBJECTS

9.1. Benefit the Company

- (a) The income and property of the Company must be applied solely for the benefit and promotion of the Objects and no part of the income or property is to be:
 - (i) paid to a Member or Community Member; or
 - (ii) transferred, directly or indirectly, by way of dividends, bonus or otherwise to a Member or Community Member; or
 - (iii) paid to a Director as fees or other remuneration or other benefit in money or money's worth.

9.2. Exception

- (a) Nothing in this rule precludes:
 - (i) payment in good faith of reasonable and appropriate remuneration to any Director, officer or servant of the Company or to any Member or Community Member in return for any services rendered to the Company;
 - (ii) the payment of interest at a rate not exceeding the rate charged by the Company's bankers on overdrawn accounts on any money lent to the Company by any Member, Community Member, Director or officer;
 - (iii) benefits and/or payments to officers, suppliers and associates of the Company that do not exceed what is reasonable and appropriate;

- (iv) in the case of any Director who is engaged by the Company as an executive Director, consultant or servant, any reasonable and proper remuneration for services provided to the Company;
- (v) the repayment of reasonable out-of-pocket expenses, properly incurred by any Director; or
- (vi) payment of a reasonable rental for premises demised or let by any Member to the Company.

9.3. Directors prior approval

- (a) Any payment authorised under rule 9.2 may be made only with the prior written approval of the Directors.

10. DEDUCTIBLE GIFT RECIPIENT

- (a) If the endorsement of the Company as a deductible gift recipient is revoked or the Company's gift fund is dissolved, the following shall be transferred to another registered charity to which tax- deductible gifts can be made - any surplus:
 - (i) gifts of money or property for the principal purpose of the Company;
 - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
 - (iii) money received by the Company because of such gifts and contributions.

11. GIFT FUND

11.1. Maintain Gift Fund

- (a) If the Company is required by law to establish and maintain a public fund, then the Company must establish and maintain a gift fund for the purposes of receiving gifts from the public to the Company and to be used for the promotion of the Objects.

11.2. Name of Gift Fund

- (a) The Gift Fund will be named or styled in a way determined by the Board.

11.3. Use of Gift Fund

- (a) The Company must ensure that:
 - (i) gifts of money or property received by the Company must be held in the Gift Fund; and
 - (ii) the Gift Fund must not contain property other than as described in rule 10; and
 - (iii) receipts for gifts to the Gift Fund are issued in the name of the Gift Fund; and
 - (iv) all gifts of money or property received by the Company must be accounted for separately; and
 - (v) receipts issued under paragraph (iii) must contain the Company's name and ABN; and
 - (vi) money or property held in the Gift Fund will only be disbursed for the promotion of the Objects; and
 - (vii) no part of the Gift Fund can be paid, transferred or distributed, directly or indirectly to a Member or Director, other than for the repayment of reasonable out-of-pocket expenses, properly incurred in respect of the Gift Fund or for proper administrative services performed in relation to the Gift Fund.

11.4. Records and financial statements

- (a) The Company must keep and maintain proper books of accounts and records in accordance with generally accepted accounting standards relating to all receipts and outgoings of the Gift Fund.

11.5. Winding Up

- (a) If the Gift Fund is wound up or if the endorsement, if any, of the Company as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it must be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

12. WINDING UP OR DISSOLUTION

- (a) In the event of the Company being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, that is charitable at law, and which is not carried on for the profit or gain of its individual members.

13. MEMBERSHIP**13.1. Members**

- (a) The membership of the Company will be made up of:
 - (i) the subscribers to this Company; and
 - (ii) other persons admitted under this Constitution.

13.2. Classes of Membership

- (a) The Board has determined to divide the membership of the Company into the following classes:
 - (i) Full Member; and
 - (ii) Family Member; and
 - (iii) Life Member; and
 - (iv) Community Member.
- (b) The initial rights and duties of each class of members and of the members of each class are as provided by this Constitution.
- (c) Despite paragraph (a) the Board may determine to divide the membership into further classes.
- (d) Where the Board has determined under paragraph (c) to divide the membership into further classes, the Board will determine the initial rights and duties of each further class of members and of the members of each further class.

13.3. Full Member

- (a) A Full Member is a non-corporate person who:
 - (i) subscribes to the Objects; and
 - (ii) has a demonstrated commitment to assisting persons who have suffered, or are suffering from, an asbestos related or dust related disease; and
 - (iii) agrees to be bound by the terms of this Constitution.
- (b) A person under sub-rule (a) may seek admission as a Full Member.

- (c) A financial Full Member is entitled, subject to this Constitution, to:
 - (i) vote in an election ballot; and
 - (ii) if otherwise qualified as may be required under this Constitution nominate as a candidate for office as a Director.
- (d) A financial Full Member is entitled to:
 - (i) access the services of the Company; and
 - (ii) otherwise, under this Constitution, participate in the business of the Company; and
 - (iii) to exercise in ballots of the Company or at general meeting of Members, a single vote.
- (e) A Full Member may resign as a Full Member by notice to the Secretary.
- (a) The Board may, where it considers the circumstances warrant it, remove a Full Member as a Full Member.

13.4. Family Member

- (a) A Family Member:
 - (i) is a group of up to six (6) persons in a familial relationship (for this paragraph the 'Family'); and
 - (ii) each of the Family subscribe to the Objects; and
 - (iii) the Family has a demonstrated commitment to assisting persons who have suffered, or are suffering from, an asbestos related or dust related disease; and
 - (iv) each of the Family agree to be bound by the terms of this Constitution.
- (b) A group under sub-rule (a) may seek admission as a Family Member.
- (c) A group under sub-rule (a) must, when applying to be admitted as a Family Member, appoint one (1) person, being a member of the group under paragraph (a)(i) to be the Family Member Representative.
- (d) A financial Family Member is entitled, subject to this sub-rule, to:
 - (i) vote, by the appointed Family Member Representative, in an election ballot; and
 - (ii) if the Family Member Representative is otherwise qualified as may be required under this Constitution nominate the Family Member Representative as a candidate for office as a Director.
- (e) A financial Family Member is entitled to:
 - (i) access the services of the Company; and
 - (ii) otherwise, under this Constitution, participate in the business of the Company.
- (f) A Family Member has, subject to this sub-rule, the:
 - (i) obligations of a Full Member; and
 - (ii) rights, if financial, of a Full Member,

but must, unless otherwise provided by this Constitution, discharge its obligations and exercise its rights through its' Family Member Representative.
- (g) A financial Family Member is entitled to:
 - (i) access the services of the Company; and

- (ii) otherwise, under this Constitution, participate in the business of the Company; and
 - (iii) to exercise in ballots of the Company or at general meeting of Members, two (2) votes.
- (h) A Family Member Representative may be elected as a Director.
 - (i) A Family Member wishing to change its' Family Member Representative must notify the Secretary in writing, and the change will take effect when the notice is received by the Secretary provided that the notice may contain a later time from which the change is to take effect.
 - (j) A Family Member may resign as a Family Member by notice to the Secretary.
 - (k) The Board may, where it considers the circumstances warrant it, remove a Family Member as a Family Member.

13.5. Life Member

- (a) Appointment as a Life Member is the highest honour that the Company can grant to a Full Member or Family Member Representative.
- (b) A person becomes a Life Member on:
 - (i) a nomination for life membership being made in writing to the Secretary in respect of the member; and
 - (ii) the Secretary presenting the nomination to a general meeting of Members; and
 - (iii) the general meeting of Members determining to confer life membership on the Member.
- (c) A nomination under paragraph (b)(i) must:
 - (i) be made by a Full Member or Family Member; and
 - (ii) be seconded by two (2) other Full Members and/or Family Members; and
 - (iii) evidence the outstanding effort of the nominee in furthering the Objects.
- (d) A Life Member has the:
 - (i) obligations of a Full Member; and
 - (ii) rights of a Full Member.
- (e) A Life Member is not required to pay a Membership Subscription.
- (f) A Family Member which has its' Family Member Representative appointed as a Life Member must, under this Constitution, appoint another member of its' group to be its' Family Member Representative.
- (g) A Life Member may resign as a Life Member by notice to the Secretary.
- (h) The Board may, where it considers the circumstances warrant it, remove a Life Member as a Life Member.

13.6. Community Member

- (a) A Community Member is a person that supports the Company.
- (b) A person under sub-rule (a) may seek admission as a Community Member.
- (c) A Community Member is not entitled to:
 - (i) nominate as a candidate for office as a Director; and
 - (ii) nominate a candidate for office as a Director; and
 - (iii) hold an office in the Company; and

- (iv) to vote in elections and/or ballots of the Company and/or at a general meeting of Members; and
- (v) otherwise participate in the business of the Company.
- (d) A Community Member has the obligations provided under this Constitution.
- (e) A Community Member will, subject to paragraph (c), receive the benefits the Board determines.
- (f) A Community Member may be required to pay an Entrance Fee or Membership Subscription, to be a Community Member.
- (g) A Community Member may resign as a Community Member by notice to the Secretary.
- (h) The Board may, where it considers the circumstances warrant it, remove a Community Member as a Community Member.

14. Application for Membership

14.1 Application for membership

- (a) Every applicant for membership (other than the subscribers) must:
 - (i) execute and deliver to the Company an application for membership in the form which the Board determines; and
 - (ii) pay to the Company the membership entrance fee (if any); and
 - (iii) pay to the Company the membership subscription (if any).
- (b) An applicant for membership must provide in writing, any other information in addition to that contained in the application, as the Board may require.

14.2. Determination of Board

- (a) The Board will determine the outcome of each membership application as soon as is practicable after receipt of the application.
- (b) The Board may approve or reject an applicant for membership in the Board's absolute discretion.
- (c) The Board is not required to give or assign a reason or explanation for the approval or rejection of an application for membership.
- (d) The Board may delegate its authority in relation to an exercise of power under paragraphs (a) to (c).
- (e) The Board may approve an Administrative Regulation for the exercise of a delegation under paragraph (d).
- (f) subscription is payable in respect of that class.

14.3. Notification of Determination

- (a) When an application for membership of a respective class of membership has been accepted, the Secretary will:
 - (i) send to the applicant written notice of that acceptance; and
 - (ii) will enter the applicant's name in the Register for the respective Class.
- (b) When an application for membership is rejected, the Secretary will:
 - (i) send to the applicant written notice of the rejection; and

- (ii) the entrance fee paid, if any, by that applicant will be refunded; and
- (iii) the membership subscription paid (if any) by that applicant will be refunded.

14.4. Certificates

- (a) A certificate of membership may be issued by the Company to a Member.
- (b) A certificate issued under paragraph (a) remains the property of the Company.
- (c) A certificate issued under paragraph (a) must be returned to the Company on the written request of the Secretary.

14.5. Membership not Transferable

- (a) Membership is not transferable by operation of law or otherwise.
- (b) The rights and privileges of membership cease immediately upon a person ceasing to be a Member.

15. FEES

15.1. Entrance Fee

- (a) The Board may determine the entrance fee in relation to a class of membership that is to be paid by a person applying for membership.
- (b) The Board may determine different entrance fees in relation to the different classes of membership.
- (c) The Board may alter the entrance fee payable for a class of membership under paragraph (a).
- (d) Until the Board otherwise determines under this sub-rule in relation to a class of membership, no entrance fee is payable in respect of that class.
- (e) There is no entrance fee payable on becoming a Life Member.

15.2. Membership Subscription

- (a) The Board may determine the membership subscription in relation to a class of membership that is to be paid by a member of that class.
- (b) The Board may determine different membership subscriptions in relation to the different classes of membership.
- (c) The Board may alter the membership subscription payable for a class of membership under paragraph (a).
- (d) Until the Board otherwise determines under this sub-rule in relation to a class of membership, no membership subscription is payable in respect of that class.
- (e) A Life Member does not pay a membership subscription.

16. CESSATION OF MEMBERSHIP

16.1. Non-payment of Fees

- (a) If, following the date for payment, an entrance fee and/or membership subscription payable by a Member or Community Member remains unpaid for a period of two (2) months, or other period determined by the Board, the Member or Community Member, as the case may be, is unfinancial.

- (b) The rights and privileges of a respective Member or Community Member if unfinancial under paragraph (a) cease.
- (c) The Board may reinstate the respective Member or Community Member on payment of all arrears.

16.2. Cessation of Membership

- (a) A Member's or Community Member's membership ceases immediately:
 - (i) if a respective Member or Community Member resigns from, or surrenders their, membership by written notice to the Secretary; and
 - (ii) if a Member's or Community Member's membership is terminated under this Constitution; and
 - (iii) if the Member or non-corporate Community Member:
 - (A) dies; or
 - (B) is found to be of unsound mind; or
 - (C) has the Member's personal estate administered; or
 - (D) becomes liable to be dealt with under the law relating to mental health; or
 - (E) is declared bankrupt; and
 - (iv) if a corporate Community Member is:
 - (A) deregistered; or
 - (B) placed in administration; or
 - (C) wound-up.

16.3. Continuing Rights, Liabilities etc.

- (a) The termination of a Member's or Community Member's membership does not affect the liabilities and obligations of the respective Member or Community Member whether they:
 - (i) arise under this Constitution or otherwise; or
 - (ii) exist at the date of the termination; or
 - (iii) arise or crystallise after that date.
- (b) The termination of a respective Member's or Community Member's membership does not relieve that respective Member or Community Member from an obligation to:
 - (i) pay an entrance fee and/or membership subscription owing to the Company; or
 - (ii) account for any money or asset of the Company in the possession or control of the respective Member or Community Member, at the time of termination.

16.4. Non-compliance with this Constitution and/or Misconduct

- (a) If a respective Member wilfully refuses or neglects to comply with this Constitution or a respective Member or Community Member does or fails to do an act or thing which, in the opinion of the Board, is unacceptable or prejudicial to the interests of the Company, the Board may, subject to this rule, by resolution suspend or terminate the respective membership.
- (b) Prior to exercising the right in paragraph (a), the Board must ensure that a Member is provided appropriate procedural fairness inclusive of an opportunity to:

- (i) appear before the Board to make submissions as to why the Member's membership should not be terminated or suspended; or
 - (ii) make written submissions to the Board as to why the Member's membership should not be terminated or suspended.
- (c) A Member, appearing in person before the Board, is only entitled to:
- (i) represent themselves; or
 - (ii) be represented by another Member.

17. VARYING MEMBERS' RIGHTS

- (a) If the membership of the Company is divided into different classes, the rights attached to a class may be varied with the:
- (i) written consent of 75% of the members in that class; or
 - (ii) sanction of a Special Resolution passed at a meeting of the members of that class.
- (b) The right to vary membership rights in paragraph (a) may be exercised unless otherwise provided by the terms of acceptance of the members of that class and whether or not the Company is being wound up.

18. SUBORDINATE REGULATION

- (a) The Board may make a Subordinate Regulation to provide for a matter within the powers of the Board.
- (b) The Board may amend or revoke a Subordinate Regulation.
- (c) A Subordinate Regulation is binding on Members.
- (d) If an inconsistency or conflict between this Constitution and a Subordinate Regulation exists, this Constitution will prevail to the extent of the inconsistency or conflict.
- (e) Where the Board determines to make and/or amend and/or revoke a Subordinate Regulation the Secretary will give notice to the Members by promptly publishing the Board's determination on the Company Website.
- (f) The Board may distinguish between Members in the application or enforcement of a Subordinate Regulation without giving reasons and without being liable for any loss occasioned by doing so.

19. ADMINISTRATIVE REGULATIONS

- (a) The Board may make administrative regulations for the administration of the Company.
- (b) An Administrative Regulation made under paragraph (a) must be consistent with this Constitution.
- (c) Where the Board has made, or amended, an Administrative Regulation under this Constitution, the Secretary must promptly place a copy of the Administrative Regulation, as made or amended, on the Company Website.
- (d) An Administrative Regulation placed on the Company Website is to remain on the website whilst the Administrative Regulation has effect.

20. ANNUAL GENERAL MEETING

- (a) An annual general meeting must be held each year no later than five (5) months following the end of the previous Financial Year.

21. GENERAL MEETINGS

21.1. Directors Convening a General Meeting

- (a) A majority of Directors may convene a general meeting of Members.
- (b) The Directors convening a meeting under paragraph (a) may cancel a meeting convened by them.

21.2. Request of Members to Convene a General Meeting

- (a) The Board must call and arrange to hold a general meeting on the request of:
 - (i) a Member or group of Members holding at least 5% of the votes that may be cast at a general meeting of Members; or
 - (ii) at least 50 Members who are entitled to vote at a general meeting.

21.3. Form of a Members Request to Convene a General Meeting

- (a) A request from Members under sub-rule 21.2 must:
 - (i) be in writing; and
 - (ii) set out the business proposed to be dealt with at the meeting; and
 - (iii) be signed by the Members making the request; and
 - (iv) be given to the Company Secretary.
- (b) Under sub-para (a)(iii) the request may be comprised of more than one (1) document in the same terms.

21.4. Board Refusal to Convene a General Meeting

- (a) The Board may refuse to convene a general meeting of Members requested under sub-rule 21.2 if the voting on the proposed resolution is not within the power of the Members.

21.5. Members May Convene

- (a) Two (2) or more Members holding, between them, at least 5% of the votes that may be cast at a general meeting, may call and arrange to hold a general meeting of Members.
- (b) The Members calling the meeting under para (a) must pay the expenses of calling and holding the meeting.

21.6. Notice of General Meeting of Members

- (a) A general meeting of Members may only be convened by giving the Members notice of the meeting.
- (b) A notice of general meeting does not need to be given to Members who are not entitled to notice of the meeting.
- (c) A notice of a general meeting of Members must:
 - (i) be given at least twenty-one (21) days before the date of the meeting unless otherwise agreed by all the members entitled to receive notice of the meeting; and

- (ii) specify the place, the day and the time of the meeting; and
 - (iii) describe the business proposed to be transacted at the meeting; and
 - (iv) contain other information as may be required by the Law.
- (d) The Board may postpone a general meeting of Members or change the venue for the meeting by giving written notice to all Members who received the original notice of meeting at least forty-eight (48) hours before the appointed time.
 - (e) A notice under para (d) must specify the time and place for the postponed meeting.
 - (f) If a Member does not receive a meeting notice or the Board accidentally omits to give the Member a meeting notice, that omission will not invalidate the proceedings or business determined at the meeting.
 - (g) No business is to be transacted at a general meeting of Members except that contained in the meeting notice unless all the Members who are entitled to notice of the meeting agree otherwise.

21.7. Quorum

- (a) Business must not be transacted at a general meeting of Members if a quorum of Members is not present when the meeting proceeds to business.
- (b) A quorum will be:
 - (i) if the Company has only one (1) Member entitled to receive notice of and vote at the meeting, that member; or
 - (ii) in every other case, 20 Members who are entitled to receive notice of the meeting.
- (c) A quorum of Members, under paragraph (b), must be present throughout each general meeting of Members.
- (d) If a quorum of Members, under paragraph (b), is not present at any time the meeting is not, from the time quorum fails, validly convened provided that a failure of quorum does not affect the validity of any business conducted before the failure occurred.

21.8. Determine a Quorum

- (a) In determining whether a quorum is present, a person attending as a proxy, that is a member, is deemed to be a Member.

21.9. Procedure Where There is No Quorum

- (a) If a quorum is not present within thirty (30) minutes after the time appointed for the meeting:
 - (i) where the meeting was convened on the request of Members, the meeting will be dissolved; or
 - (ii) in any other case, the meeting will be adjourned.
- (b) A meeting of Members adjourned under paragraph (a) will be rescheduled to take place on a day and time and at the place that the Board determines.
- (c) If no decision is made by the Board under paragraph (b), the meeting will take place on the same day and at the same time and place as originally notified, but in the next succeeding week.
- (d) If at the rescheduled meeting a quorum is not present within thirty (30) minutes after the appointed time, then the meeting will be dissolved unless it is adjourned under rule 21.12.

21.10. Chair

- (a) Where a General meeting of Members is held and the Chair:
 - (i) is not present within 15 minutes after the appointed time; or
 - (ii) if present is unwilling to act,
 then the Deputy Chair will act as chair of the meeting.
- (b) Where, subject to paragraph (a), a General meeting of Members is held and the Deputy Chair:
 - (i) is not present within 15 minutes after the appointed time; or
 - (ii) if present is unwilling to act,
 then the meeting will elect a Director in attendance at the meeting to act as chair of the meeting.

21.11. Chair Does Not Have Casting Vote

- (a) The Chair does not have a casting vote in addition to any vote the Chairman has as a Member.

21.12. Adjournment of Meeting of Members

- (a) The Chair may adjourn a meeting of Members.
- (b) An adjournment of a meeting of members must only be made:
 - (i) with the consent of the Members present and entitled to vote provided a quorum is present; or
 - (ii) in the case of an adjournment under rule 21.9, with the consent of the Members present and entitled to vote; or
 - (iii) if directed by the Members present at the meeting and entitled to vote to do so.
- (c) An adjournment may change the time or the venue for the meeting.
- (d) Only business left unfinished from an adjourned meeting of Members may be transacted at a rescheduled meeting.

21.13. Adjournment 30 Days

- (a) If a meeting is to be adjourned for 30 days or more, notice of the adjourned meeting must be given as if it was an original meeting.

21.14. Adjournment of Less Than 30 Days

- (a) A notice of meeting is not required to be given for an adjourned meeting where the adjournment is for less than 30 days.

21.15. Show of Hands or Poll

- (i) A vote taken at a general meeting of Members is decided on a show of hands unless a poll is demanded:
 - (ii) by the Chair; or
 - (iii) by at least two (2) members present in person or by proxy; or
 - (iv) Members present in person or by proxy with at least 5% of the votes that may be cast on the resolution on a poll.

21.16. Declaration on Show of Hands

- (a) If a poll is not demanded, the Chair's declaration that a resolution has been carried or lost with an entry to that effect in the Minutes is conclusive evidence of that fact.
- (b) It is not necessary to record in the Minutes the number or proportion of votes recorded for or against a resolution.
- (c) Paragraph (b) does not prevent the Members in attendance at a meeting and entitled to vote from determining that the number or proportion of votes and/or the Members voting for or against a proposition be recorded in the Minutes.

21.17. Withdrawal of Poll

- (a) The demand for a poll may be withdrawn at any time.

21.18. Demand for a Poll

- (a) A poll will be taken immediately if one is demanded or at any other time after an interval or adjournment or otherwise as the Chair determines.
- (b) The result of the poll will be recorded as the resolution of the meeting at which the poll was demanded.

21.19. When Poll Immediate

- (a) A poll demanded on the election, under this Constitution, of a Chair or on a question of adjournment must be taken immediately.

21.20. Voting

- (a) Subject to rights or restrictions attached to a class of membership:
 - (i) at meetings of Members or a Class, each Member entitled to vote may vote in person or by proxy or attorney; and
 - (ii) on a show of hands every person present who is a Member or a representative of a Member has one (1) vote, and on a poll every Member present in person or by proxy or attorney has one (1) vote, provided that the Family Member Representative is entitled to exercise two (2) votes.

21.21. Members Not to Vote Unless Fully Paid

- (a) A Member is only entitled to vote at a general meeting of Members if the Membership Fees and Entrance Fees and other amounts presently payable by the Member have been paid.

21.22. Objection to Qualification of a Member

- (a) An objection to the qualification of a person to vote must be made at the same meeting at which that person's vote is tendered.
- (b) An objection under paragraph (a) must be referred to the Chair of the meeting whose decision is final and a vote:
 - (i) approved will be valid for all purposes; or
 - (ii) disallowed will be invalid and must be disregarded for all purposes.

21.23. Only Members Entitled to Vote May Vote

- (a) Only those Members who belong to a Class who are entitled to vote at a general meeting of Members, whether in person or by proxy, will be entitled to vote.

21.24. Rights of Third Parties to Attend General Meetings

- (a) The following persons, if they not members of the Company, have the right to attend a general meeting of Members and, if requested by the Board, to speak at the general meeting:
 - (i) a Secretary; and
 - (ii) another person invited by the Board.

21.25. Minutes

- (a) The Secretary will cause proper minutes to be made of:
 - (i) general meetings of Members; and
 - (ii) appointments of officers; and
 - (iii) the attendance at general meetings of Members; and
 - (iv) the proceedings of general meetings of Members; and
 - (v) the business transacted at those meetings,

and a minute purporting to be signed by the Chair of the meeting or by the Chair of the next succeeding meeting, will be conclusive evidence, under this Constitution of the of the matters recorded in them without further proof.

22. RULES FOR VOTING BY PROXY**22.1. Proxies**

- (a) A Member, other than a Family Member, who is entitled to attend and cast a vote at a general meeting of Members may appoint a person as the member's proxy to attend and vote for the Member at the meeting.
- (b) An appointment of a proxy may be revoked prior to the vote to which the proxy relates is exercised.
- (c) A revocation under paragraph (b) must be by written notice delivered to the Secretary.

22.2. Attorneys

- (a) A Member, other than a Family Member, may, by power of attorney, appoint an attorney to act on the member's behalf at all or any meetings of the Company.
- (b) The power of attorney or a copy of it, verified in a manner satisfactory to the Board, must be produced for inspection at the registered office or any other place specified for that purpose in the notice convening the meeting with evidence of proper execution as the Board require, not less than forty-eight (48) hours before the meeting.

22.3. Representative need not be a Member

- (a) A proxy or an attorney need not be a Member and the appointment may be revoked subject to these rules.

22.4. Proxy in Writing

- (a) An instrument appointing a proxy must be in writing and signed by:
 - (i) the appointor; or
 - (ii) the appointor's attorney; or
 - (iii) the persons authorised under the Law.

22.5. How the Proxy is to Vote

- (a) If the document appointing a proxy specifies how the proxy is to vote in relation to a resolution, the proxy must vote as specified in the document.
- (b) A vote tendered otherwise, than under paragraph (a), is invalid and must be disregarded.

22.6. Authority for a Poll

- (a) A document appointing a proxy confers the authority to demand a poll.

22.7. Form of Proxy

- (a) The appointment of a proxy must be substantially in the form in **Schedule 1**.

22.8. Delivery of Proxy before Meeting

- (a) The appointment of a proxy is not valid unless the appointment document and a certified copy of any power of attorney or other authority under which that document is signed is delivered to the Company.
- (b) The relevant documents must be delivered, not less than 48 hours before the appointed meeting time.
- (c) The relevant documents must be delivered to the Company's registered office or to another place in Australia specified in the notice convening the meeting.

22.9. Validity of Proxy Vote

- (a) A vote tendered in accordance with a proxy or a power of attorney is valid even if:
 - (i) the appointor or principal dies or becomes mentally incapacitated;
 - (ii) the proxy or power of attorney is revoked in any way,
 but only if the Company had no written notice of a respective defect before the authority is exercised.

22.10. Instrument not Valid

- (a) An instrument appointing a proxy will not be valid after the expiration of 12 months from the date of its execution.

23. APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS**23.1. Number of Directors**

- (a) The maximum number of Directors of the Company is five (5).
- (b) A general meeting of Members, subject to this Constitution, by Ordinary Resolution increase or reduce the maximum number of Directors under paragraph (a).
- (c) A general meeting of Members may, by Ordinary Resolution, and on the recommendation of the Board, subject to rule 6 and paragraph (a) determine:
 - (i) without limitation to paragraphs (ii) and (iii), that a vacant office of Director will not be filled at election; and/or
 - (ii) reduce the number of Even Year Directors to be elected at an election of Directors to occur in an even year; and/or
 - (iii) reduce the number of Odd Year Directors to be elected at an election of Directors to occur in odd year.

23.2. Election of Directors

- (a) Directors will be elected under this Constitution.

23.3. Appointment of Directors to a casual vacancy

- (a) The Board may at any time appoint a Member, qualified under this Constitution, to fill a casual vacancy.
- (b) Without limitation to sub-rule 23.1 and paragraph (a), the Board may determine not to fill a casual vacancy.

23.4. Re-election of retiring Directors

- (a) Subject to this Constitution a general meeting of Members will, except if the general meeting of Members determines not to fill a vacated office and/or to reduce the maximum number of Directors on the Board, elect a Director to a vacant office of Director.

23.5. Removal of Director

- (a) Subject to paragraph (b), a general meeting of Members may remove a Director and may appoint another Director as a replacement.
- (b) A Director may only be removed from office where the Director has been charged by a Full Member, Family Member Representative or Life Member, and found guilty by a general meeting of Members, of:
 - (i) misappropriation of the funds of the Company; and/or
 - (ii) a substantial breach of this Constitution; and/or
 - (iii) gross misbehaviour; and/or
 - (iv) gross neglect of duty; and/or
 - (v) where the Director has ceased, under this Constitution to be eligible to nominate as a Director.
- (c) A Director charged under paragraph (b) must be afforded fairness in relation to the hearing and determination of the charge.
- (d) The removal and replacement (if any) of a Director must be effected by Ordinary Resolution of a general meeting of Members.

23.6. Director's Expenses

- (a) The Directors are entitled to be reimbursed travelling and other expenses properly incurred by them in:
 - (i) attending meetings of the Board or a Board Committee;
 - (ii) attending general meetings of the Company; or
 - (iii) connection with the Company's business.

23.7. Vacation of Director's office

- (a) The office of a Director becomes vacant if:
 - (i) required by the Law; or
 - (ii) the Director is removed under these rules; or

- (iii) the Director dies or becomes mentally incapacitated or the Director's estate is liable to be dealt with under a law relating to mental health; or
- (iv) the Director becomes bankrupt or makes any arrangement or composition with creditors; or
- (v) the Director resigns or ceases to be a Member; or
- (vi) the Director is absent from Board meetings for at least six (6) months without the consent of the other Directors; or
- (vii) the Director holds another office of profit under the Company, without the consent of a general meeting of Members.

24. ELECTION OF DIRECTORS

24.1. Returning Officer

- (a) The Returning Officer is to conduct the elections of Directors under this Constitution.
- (b) The person appointed as the Returning Officer on the day preceding the commencement of this rule will on, and from, the commencement of this rule, and subject to this rule, be the Returning Officer.
- (c) A Returning Officer must not be a holder of an office in, or be an employee of, the Company.
- (d) A Returning Officer will undertake their duties of Returning Officer, until they:
 - (i) resign as a Returning Officer; or
 - (ii) become a candidate in an election for an office in the Company; or
 - (iii) become an employee of the Company; or
 - (iv) die,
 on the occurrence of which, or if for any other reason there is a vacancy, the Board is to appoint a Returning Officer to replace them.
- (e) When a Returning Officer is unable to discharge their duties as a Returning Officer the Board is to terminate the appointment of that Returning Officer and appoint a replacement Returning Officer.

24.2. Rotation of Directors

- (a) At the annual general meeting of the Company to be held in 2023, and every four (4) years following, the Odd Year Directors will at the commencement of the meeting vacate the office of Director.
- (b) At the annual general meeting of the Company to be held in 2024, and every four (4) years following, the Even Year Directors will at the commencement of the meeting vacate the office of Director.
- (c) A Director who vacates office under paragraph (a) or (b) is eligible for election to a vacant office of Director.

24.3. Qualification

- (a) A person nominating for election as a Director must at the time of nomination:
 - (i) be a Full Member or a Family Member Representative or a Life Member; and

- (ii) have been admitted to membership as a Full Member or a Family Member or a Life Member for at least 12 months; and
 - (iii) be financial; and
 - (iv) have a demonstrated commitment to advancing the Objects; and
 - (v) be nominated by a Director and/or a Life and/or no less than five (5) Members eligible to vote in an election ballot; and
 - (vi) have their nomination seconded by another Member.
- (b) Despite paragraph (a), a Full Member or a Family Member Representative or a Life Member is not entitled to be appointed as a Director if they are a member of the:
- (i) Legal Profession; or
 - (ii) Asbestos Industry; or
 - (iii) an officer or employee of another Asbestos Association.

24.4. Form of Nomination

- (a) A nomination of a candidate for election must be substantially in the form in **Schedule 2**.
- (b) A Notice of election, authorised by the Returning Officer, will be sent by the Secretary to each member of the Company entitled to vote in an election of Directors eight (8) weeks prior to the annual general meeting in the year of election.
- (c) Nominations will open six (6) weeks prior to the annual general meeting in the year of election.
- (d) Nominations will close four (4) weeks prior to the annual general meeting in the year of election.
- (e) Nominations must be received by the Returning Officer by the date specified under paragraph (c).

24.5. Number of Candidates

- (a) If the number of candidates for election is equal to the number of vacancies, the Returning Officer will declare those candidates elected.
- (b) If the number of candidates for election is less than the number of vacancies:
 - (i) the Returning Officer will declare those candidates elected; and
 - (ii) a ballot will, subject to this Constitution, be conducted in the year of election at the annual general meeting to fill the vacancies.
- (c) A ballot to be held under paragraph (b)(ii) is to be conducted by the Returning Officer.
- (d) If the number of candidates exceeds the number of vacancies, a Postal Ballot must be held to elect the replacement Directors.

24.6. Postal Ballot

- (a) If an election is required under sub-rule 24.5, a Postal Ballot will be conducted under this sub-rule.
- (b) The Returning Officer, when a Postal Ballot is required under this Constitution, will:
 - (i) conduct the ballot; and
 - (ii) take reasonable, and practicable, steps to ensure the secrecy of the ballot.
- (c) The Returning Officer will, subject to completing the election prior to the annual general meeting in the year of election, determine the opening and closing days of the ballot.

- (d) The Returning Officer will prepare a ballot paper by placing the candidates' names in alphabetical order.
- (e) The Returning Officer will on the opening day of the ballot forward to each member of the Company entitled to vote in an election of Directors:
 - (i) a ballot paper bearing the Returning Officer's signature; and
 - (ii) a reply-paid return envelope addressed to the Returning Officer; and
 - (iii) a ballot envelope; and
 - (iv) directions to voters.
- (f) Without limitation to the directions that the Returning Officer may give voters, the Returning Officer will give a direction to a voter that:
 - (i) the voter must only vote for that number of candidates that are required to fill the vacant offices; and
 - (ii) the voter must return the ballot under this sub-rule for the voters' vote to be formal; and
 - (iii) not make a mark on the ballot paper which will identify them; and
 - (iv) a mark that identifies a voter will render their vote informal.
- (g) A voter will:
 - (i) cast a vote in the ballot by completing the ballot paper forwarded to the voter under this sub-rule in accordance with the directions to voters; and
 - (ii) forward the ballot paper, in accordance with the directions to voters, to reach the Returning Officer no later than the closing day.
- (h) The Returning Officer, in a way that as far as is reasonable and practicable preserves the secrecy of the ballot, will:
 - (i) open the ballots; and
 - (ii) count the vote; and
 - (iii) determine whether a ballot paper is to be counted in the ballot as sufficiently expressing a voter's intention.
- (i) A vote cast will be informal if the intention of the voter is not clear.
- (j) The ballot will be determined by the Returning Officer with counting of formal votes on a 'first-past-the-post' basis.
- (k) On completion of counting the ballot the Returning Officer will declare the result of the ballot by advising the Secretary in writing of the number:
 - (i) of ballot papers forwarded to voters; and
 - (ii) of ballot papers returned by voters; and
 - (iii) of formal votes; and
 - (iv) of informal votes; and
 - (v) votes recorded for each candidate; and
 - (vi) the candidates elected as Directors.

24.7. Commencement of Office

- (a) The term of office of a Director commences at the conclusion of the annual general meeting in the year of election following the Director being declared elected under sub-rule 24.6.

24.8. ELECTRONIC BALLOTING

- (a) The Returning Officer conducting an election may, where it is practicable to do so and with the consent of the Board, utilise an electronic balloting system as an alternative to the paper balloting system, provided that the electronic balloting system utilised must ensure the security and secrecy of the ballot to the same extent that sub-rule 24.6 provides.
- (b) Sub-rule (a) does not prevent, where it is practicable to do so and with the consent of the Board, the Returning Officer when conducting an election, to conduct the election partly by means of an electronic balloting system and partly by means of a paper balloting system as otherwise provided by sub-rule 24.6 so as to ensure that each member of the Company entitled to vote in an election of Directors is given the opportunity to vote.

25. POWERS AND DUTIES OF DIRECTORS**25.1. Board manages the Business**

- (a) Subject to the Law and to these rules, the Company's business will be managed by the Board.
- (b) The Board is entitled to pay or reimburse the expenses incurred in promoting and forming the Company.
- (c) The Board may exercise the powers of the Company except where those powers must be exercised by the Company in general meeting under the Law or this Constitution.

26. APPOINTMENT OF ATTORNEY BY THE BOARD**26.1 Appointment of Attorney by the Board**

- (a) The Board may appoint a person or persons under a power of attorney to be the attorney or attorneys of the Company.
- (b) The appointment may be:
 - (i) for a purpose; or
 - (ii) in relation to any of the Board's powers, authorities and discretions; or
 - (iii) for a period; and/or
 - (iv) subject to a condition as the Board determines.

26.2. Provisions of Power of Attorney

- (a) A power of attorney may contain provisions for the protection and convenience of persons dealing with the attorney as the Board determines and may authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

26.3. Cheques and Promissory notes

- (a) Electronic fund transfers, cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be electronically authorised, signed, drawn, accepted, endorsed or otherwise executed, as the case may be:
 - (i) by two (2) Directors; or

- (ii) in another manner that the Board determines.

27. PROCEEDINGS OF DIRECTORS

27.1. Use of Technology

- (a) A Board meeting or Board Committee meeting may be conducted at more than one (1) venue by using any technology that gives each Director a reasonable opportunity to participate in the meeting and permits each Director present to hear and be heard by each other Director present.

27.2. Board Meeting

- (a) A majority of the Directors may convene a Board meeting.
- (b) The Secretary must convene a meeting at the request of a majority of the Directors.
- (c) A written notice of a Board meeting must be sent to each Director within seven (7) days after a request to convene a meeting.
- (d) The notice may be given by electronic means of communication.
- (e) The notice must specify:
 - (i) the date and time for the proposed meeting; and
 - (ii) the venue for the meeting unless the meeting is conducted under sub-rule 21.1; and
 - (iii) if the meeting is to be conducted under sub-rule 21.1, the method for conducting the meeting; and
 - (iv) the nature of the business to be transacted at the meeting.

27.3. Quorum

- (a) A quorum at a Board meeting will be at least 50% plus one (1) (rounded down to the nearest whole number) of the Directors entitled to attend and vote at a meeting of the Board.
- (b) A quorum of Directors must be present throughout each Director's meeting.
- (c) If a quorum of Directors, under paragraph (a), is not present at any time the meeting is not, from the time quorum fails, validly convened provided that a failure of quorum does not affect the validity of any business conducted before the failure occurred.

27.4. Directors to continue to Act

- (a) Where a vacancy in the office of a Director occurs, the remaining Directors may continue to act.
- (b) If the number of remaining Directors is insufficient to constitute a quorum, the remaining Directors may act only for the purpose of increasing the number of Directors to that required to constitute a quorum or to convene a general meeting of the Members.

27.5. Election of Chairman

- (a) The Board will elect a Director as Chair to preside at every:
 - (i) general meeting of Members; and
 - (ii) Board meeting.
- (b) The Board will elect a Director as Deputy Chair.
- (c) Where a meeting of the Board is held and the Chair:
 - (i) is not present within 15 minutes after the appointed time; or

- (ii) if present is unwilling to act,
then the Deputy Chair will act as chair of the meeting.
- (d) Subject to paragraph (c), where a meeting of the Board is held and the Deputy Chair:
 - (i) is not present within 15 minutes after the appointed time; or
 - (ii) if present is unwilling to act, then the meeting will elect a Director in attendance at the meeting to act as chair of the meeting.

27.6. No Casting Vote

- (a) The Chair of a Board meeting does not have a casting vote in addition to any vote as a Director.

27.7. Decisions of the Directors

- (a) Subject to this Constitution a question arising at a Board meeting is determined by a simple majority of votes of the Directors.

27.8. Circular Resolution

- (a) The Board may pass a resolution without a Board meeting if all of the Directors entitled to vote on the resolution sign a document stating that they are in favour of the resolution. Duplicate copies of the document may be used for signing. The resolution is deemed to be passed when the last Director signs.

27.9. Out of Session Ballot

- (a) An out of session ballot of the Board may be conducted where the Chair considers that a matter needs to be dealt with expeditiously by a ballot of respectively the Board.
- (b) Without limitation to sub-rule (a) the Board may direct the Secretary to conduct an out of session ballot of respectively the Board, where it determines that a matter needs to be dealt with expeditiously by a ballot of the Board.
- (c) An out of session ballot is to be conducted by means of:
 - (i) post;
 - (ii) e-mail;
 - (iii) text message;
 - (iv) other electronic communication; and/or
 - (v) a mixture of those means.
- (d) Where an out of session ballot of the Board is conducted:
 - (i) the Secretary will determine a time limit within which the ballots must be received, but which is no less than 14 days, provided that the Secretary may determine a shorter time limit for e-mail/text message/electronic ballots; and
 - (ii) in a ballot 50% of the Directors casting a ballot plus one (1) in the time limited under paragraph (i) constitutes a quorum; and
 - (iii) determination of the ballot will, unless this Constitution otherwise requires, be by simple majority of the votes cast.

27.10. Validity of Board, Board Committee or Directors acts

- (a) All things done by a Board meeting or by a Board Committee or by any person acting as a Director will be valid even though it subsequently becomes known:

- (i) that there was some defect in the appointment of a person to be a Director or a Member of the Board Committee, or to act as a Director; or
- (ii) that a person appointed was disqualified.

27.11. Minutes

- (a) The Secretary will cause proper minutes to be made of:

- (i) Board meetings; and
- (ii) appointments of officers; and
- (iii) the attendance at Board meetings; and
- (iv) the proceedings of Board meetings; and
- (v) the business transacted at those meetings,

and a minute purporting to be signed by the Chair of the meeting or by the Chair of the next succeeding Board meeting, will be conclusive evidence, under this Constitution of the of the matters recorded in them without further proof.

28. INTERESTED DIRECTORS

28.1. Notice Requirements

- (a) If a Director has a material personal interest in any matter that relates to the affairs of the Company, the Director must disclose that interest to the other Directors unless the Director is not required to disclose the interest in the circumstances listed in Section 191(2) of the Law.
- (b) The notice disclosing the Director's material personal interest must:
 - (i) give details of the nature and extent of the interest and how it relates to the affairs of the Company;
 - (ii) be given at a Board meeting as soon as practicable after the Director becomes aware of the interest; and
 - (iii) be recorded in the minutes of the Board meeting at which the notice is given.

28.2. Director must not Vote

- (a) A Director who has a material personal interest in any matter being considered at a Director's meeting must not be present while the matter is being considered and must not vote on the matter.

28.3. Exception to Rule

- (a) Regardless of rule 28.2, if the Director is not required to disclose the interest under Section 191 of the Law or the Director has disclosed the interest under Section 191 of the Law and the other Directors not having a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
 - (ii) states that those Directors are satisfied that the interest should not disqualify the Director from voting on the matter or being present; or
 - (iii) ASIC has determined that the Director may be present and vote under Section 196 of the Law,

then the Director may be present at the meeting considering the matter and may vote in relation to it.

28.4. No quorum available

- (a) If a quorum of Directors is not present at any meeting because of the operation of rule 28.2, any Director may call a general meeting and the general meeting may pass a resolution to deal with the matter.

28.5. Director not Disqualified

- (a) If a Director is permitted to be present and to vote by virtue of rule 28.3:
- (i) that Director will not be disqualified by the office from contracting with the Company either as vendor, purchaser or otherwise; and
 - (ii) no contract made by that Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which that Director is in any way interested may be avoided by reason only of that Director holding that office or of the fiduciary relationship established by it; and
 - (iii) that Director will not be liable to account to the Company for any profit realised under any contract or arrangement by reason only of that Director holding the office or of the fiduciary relationship established by it; and
 - (iv) that Director may:
 - (A) execute any agreement or document on behalf of the Company; and
 - (B) count in a quorum.

28.6. Standing Notice

- (a) A Director may give the other Directors a standing notice that:
- (i) the Director is a Director or Member of any specified company or firm and is to be regarded as interested in all subsequent transactions with that company or firm; or
 - (ii) the Director has any other interest in any matter,
- (b) at any time and whether or not the matter relates to the Company's affairs at the time.
- (c) The notice under rule 28.6(a) must comply with Section 192 of the Law and will only be effective if it has not expired at any relevant time.
- (d) If a notice is given in accordance with rule 28.6(a) and the notice is effective at the relevant time, the notice will be sufficient disclosure under these rules in relation to any contract, proposed contract or arrangement to be made by the Company.

28.7. Other office may be held

- (a) A Director may hold any other office or place of profit, except that of auditor, in the Company in conjunction with the Directorship and may be appointed upon terms of remuneration, tenure of office and otherwise as the Board determines.

28.8. Professional Director may Act

- (a) A Director may act in a professional capacity for the Company, and will be entitled to remuneration for professional services regardless of the Directorship.

29. COMMON SEAL

29.1. Election to adopt Company Seal

- (a) The Board may resolve that the Company adopt a common seal.
- (b) If the Company adopts a common seal, it will include:
 - (i) only the Company's name where the Company has its ACN as its name; or
 - (ii) the Company's name, the expression "ACN" and its Australian Company Number in all other cases.

29.2. Duplicate Common Seal

- (a) The Board may adopt a duplicate common seal. Any duplicate common seal must be a copy of the common seal with the words "Duplicate Seal", or "Certificate Seal" added to it.

29.3. Prohibited use

- (a) A Director must not use, or authorise the use of, a seal which purports to be the common seal of the Company (or a duplicate of the common seal) if the common seal does not comply with the requirements of this rule.

30. EXECUTION OF DOCUMENTS

30.1. Execution with or without the Common Seal

- (a) The Company may execute a document with or without affixing a common seal.
- (b) The Company executes a document if the document is signed by:
 - (i) two (2) Directors; or
 - (ii) one (1) Director authorised by a resolution of a Board meeting; or
 - (iii) a Director and the Secretary.

30.2. Execution of Agreements

- (a) The Company may execute a document as a agreement if the document is expressed to be executed as a agreement and is executed in accordance with this rule.

30.3. No limitation

- (a) This rule will not be interpreted as limiting the manner in which the Company may execute a document.

31. Board Committee

31.1. Delegation to Board Committee

- (a) The Board may delegate any of their powers to a Board Committee as they determine.

31.2. Powers of committee

- (a) A Board Committee to which a power has been delegated must exercise the power delegated in accordance with the directions of the Board.
- (b) A power exercised in accordance with those directions is deemed to have been exercised by the Board.

31.3. Committee Chairman

- (a) The members of a Board Committee may elect one (1) of their number as Chair of their meetings.

31.4. Election of Chairman

- (a) Where a committee meeting is held and:
- (i) a chair of the Board Committee has not been elected; or
 - (ii) the chair of the Board Committee is not present within fifteen (15) minutes after the appointed time; or
 - (iii) the chair of the Board Committee is unwilling to act,
- the Board Committee members present may elect one (1) of their number to be chair of the meeting.

31.5. Decision by Majority

- (a) Questions arising at a Board Committee meeting will be determined by a majority of votes of the Board Committee members who are present and voting.

31.6. Casting Vote

- (a) The chair of a Board Committee has a casting vote, if necessary, in addition to a vote the chair has as a committee Member.

31.7. Minutes of the Board Committee

- (a) The Secretary will cause proper minutes to be made of:
- (i) Board Committee meetings; and
 - (ii) the attendance at Board Committee meetings; and
 - (iii) the proceedings of Board Committee meetings; and
 - (iv) the business transacted at those meetings,
- and a minute purporting to be signed by the Chair of the Board Committee meeting or by the Chair of the next succeeding Board Committee meeting, will be conclusive evidence, under this Constitution of the of the matters recorded in them without further proof.

32. SECRETARY**32.1. Appointment**

- (a) The Secretary will be appointed by the Board on terms and conditions determined by the Board. The Board may appoint a person as an additional Secretary or as acting Secretary or as a temporary substitute for the Secretary who will, for the purposes of these rules, be deemed to be the Secretary.
- (b) The Board may at any time remove or replace the Secretary.

33. ACCOUNTS AND AUDIT**33.1. Proper Records Kept**

- (a) The Board must ensure that proper accounting and other records are kept.

- (b) A balance sheet and profit and loss account must be prepared and distributed to all Members at least once in each calendar year.

33.2. Auditor

- (a) Where required by the Law, the Company must appoint an auditor or auditors, whose duties will be regulated in accordance with the Law.

34. RESERVES

34.1. Make reserve

- (a) The Board may:
 - (i) write off from the Company's earnings any amount for loss or depreciation of any property; and
 - (ii) set aside any amount out of the Company's profits; and
 - (iii) as a reserve fund to meet contingencies or for repairing, improving and/or maintaining any of the Company's property and/or for any other purposes which are conducive to the interests of the Company.

34.2. Deal with reserve

- (a) The Board may:
 - (i) invest, lend or dispose of any reserved amounts in any way; and/or
 - (ii) deal with, vary and dispose of any investments or parts of them for the benefit of the Company; and/or
 - (iii) divide the reserve fund into special funds; and/or
 - (iv) employ the assets constituting the reserve fund in the business of the Company and without being bound to keep the same separate from other assets.

35. INSPECTION OF RECORDS

35.1. Conditions

- (a) The Board may determine whether, and under what conditions, the accounting records or other documents of the Company will be open to the inspection of Members.

35.2. No right unless authorised

- (a) A Member does not have the right to inspect any document of the Company except as:
 - (i) provided by the Law; or
 - (ii) authorised by the Board or
 - (iii) by the Members in general meeting.

35.3. Directors right

- (a) A Director has the right at any time to inspect the accounting records or other documents of the Company, whether or not they are a Member.

36. NOTICES

36.1. Form of Notice

- (a) A notice or other communication in connection with this Constitution must be in writing and signed by the person giving the notice and be addressed to the Notice Address of the person to whom it is to be given.

36.2. Time of Delivery

- (a) The notice or other communication will be deemed to be received:
- (i) in the case of a posted letter, three (3) days after posting;
 - (ii) in the case of delivery by generally recognised overnight courier, two (2) days after dispatch with that courier;
 - (iii) in the case of personal delivery, on the day of delivery;
 - (iv) in the case of facsimile transmission, at the time recorded on the transmission report from the machine from which the facsimile was sent; or
 - (v) in the case of transmission by electronic mail, on the day of transmission if the electronic medium sending the notice states that the transmission was completed before 5:00pm on a business day, otherwise on the next business day, provided that this method of service is effective only if the medium's report states that it was sent in full and without error and the message is not rejected or undeliverable as evidenced by a message to that effect received by the sender.

37. INDEMNITY AND INSURANCE

37.1. Indemnity against Liability

- (a) To the extent permitted by the Law, the Company may indemnify every person who is, or who has been, a Director or officer of the Company or any Related Body Corporate against:
- (i) any liability incurred by them in their capacity as a Director or officer, to a person other than the Company or Related Body Corporate, except where the liability relates to a wilful breach of duty or a contravention of section 181-184 of the Law;
 - (ii) any liability for legal costs or expenses incurred by them in defending any proceedings in which judgement is given in their favour; or
 - (iii) any liability for legal costs or expenses incurred by them in defending any proceedings in which they are acquitted or the Court grants relief in their favour.

37.2. Insurance

- (a) To the extent permitted by the Law, the Company may insure or pay any premiums on a policy of insurance for a Director or officer of the Company or of a Related Body Corporate against any liability for which the Company indemnifies the Director or officer under rule 37.1.

37.3. Resolution to Grant Indemnity

- (a) A Director may vote in favour of a resolution that the Company grant an indemnity pursuant to rule 37.1, take insurance or pay the premiums on an insurance policy pursuant to rule 37.2(a) even though the Director has a direct and material interest in the outcome of the resolution.

SCHEDULE 1
FORM OF PROXY

I / We, _____ of _____ being a
Member of [insert company name] and entitled to vote appoint

the chairman of the meeting OR _____

(Insert name and address of proxy)

or failing that appointment or the absence of that person, the chairman of the meeting**, as my/our proxy to act generally at the meeting and to vote for me on my/our behalf in accordance with the following instructions (or if no directions have been given, as the proxy sees fit and with discretion as to any business not referred to below) at the [Annual] General Meeting of the Company to be held on [insert date] and at any adjournment of that meeting.

(Voting instructions, if any, are to be indicated by placing a tick in the appropriate box. If no instruction is given the proxy may vote as that person thinks fit, or abstain.)

Business	For	Against	Abstain* 1.
[insert]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. [insert]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AND for _____% for this proxy form.

* if you mark the abstain box for any item, you are directing the proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in calculating the required majority on a poll.

** if the chairman of the meeting is appointed as your proxy or is appointed by default and your voting direction is not indicated, the chairman may exercise your proxy even if he has an interest in the outcome of those items.

Signature of Member

Member 1 (Individual)

Joint Member 2 (Individual)

Joint Member 3 (Individual)

Sole Director / Attorney /
Authorised Person

Director / Company Secretary

Director

Notes

This form should be signed by the Member. If a joint holding, either Member may sign. If signed by an attorney or other authorised person, the power of attorney or written authority must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the Members constitution and the *Corporations Act 2001 (Cth)*.

Proxies

- (a) A Member who is entitled to attend and vote at this meeting is entitled to appoint not more than 2 proxies to attend and vote instead of the Member.
- (b) Where 2 proxies are appointed:
 - (i) A separate proxy form should be used to appoint each proxy;
 - (ii) The proxy form may specify the proportion, or number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- (c) A proxy need not be a Member of the Company.
- (d) To be effective, proxy forms (duly completed and signed) must be received by the Company at its registered office no later than 48 hours before the time for the holding of the meeting.

SCHEDULE 2

2022 Candidate Nomination Form

Title:

Family Name:

Given Names:

Date of Birth:

Place of Birth:

Known by any other names:

Address:

.....

Home Phone: Work Phone: Mobile:

Email:

Relevant qualifications and experience

.....

.....

.....

.....

Director Identification Number:

.....

You must answer these questions for a valid nomination.

Have you ever been banned or disqualified person under ASIC? Yes / No

Have you been convicted on indictment or summarily sentenced to imprisonment? Yes / No

Are you an undischarged bankrupt? Yes / No

Have you executed a deed of arrangement under the Bankruptcy Act? Yes / No

Have your creditors accepted a composition under the Bankruptcy Act? Yes / No

Exclusions

I am not a member of the legal profession, asbestos industry or member of the executive of any other asbestos society or association as defined in the ADSS Constitution.

Nomination

I,
am a financial member of ADSS and hereby attest that the above information is true and correct.

On this basis, I hereby submit my application for the position of Company Director of the Asbestos Disease Support Society Ltd

Signature:

Date:

Proposed by:

Name:

Signature:

Standing (Director/Life member/member*):

Date:

Seconded by:

Name:

Signature:

Date:

(The proposer and seconder must be current financial members of the Society)

*in the event the nomination is by a member, five (5) eligible members are required to nominate you. In addition to the above "proposed by" nomination, the below four (4) proposals require completion in this instance:

Proposed by:

Name:

Signature:

Date:

Proposed by:

Name:

Signature:

Date:

Proposed by:

Name:

Signature:

Date:

Proposed by:

Name:

Signature:

Date: