

**CONSTITUTION
OF
AUSTRALIAN ASSOCIATION OF NATIONAL ADVERTISERS
ABN 54 003 179 673**

DEFINITIONS AND INTERPRETATION

1. In this Constitution, unless the context otherwise requires:

"**Agency**" means any person, firm, company, body corporate or organisation whose principal business activity involves the creation and/or production and/or placement of advertising and/or marketing in any form;

"**Appointed Board Position**" means a position on the Board held by a person appointed by the members of the Board holding Elected Board Positions in accordance with this Constitution;

"**Associate Member**" means those persons, firms, companies, bodies corporate and organisations admitted to Associate Membership of the Company pursuant to Rule 19 and whose membership has not ceased or lapsed under this Constitution, having the rights, powers and obligations set out in Rule 10;

"**Associate Membership**" means membership of the Company as an Associate Member;

"**Auditors**" means the auditors of the Company appointed from time to time;

"**Board**" means as at the date of the 2008 annual general meeting, those persons elected to the Board on that date and thereafter, those persons elected and appointed as the board of directors of the Company in accordance with this Constitution from time to time, being all those persons holding Appointed Board Positions and Elected Board Positions;

"**Business Day**" means any day other than a Saturday, Sunday or public holiday in New South Wales;

"**Category**" means any category of positions on the Board for which there is a maximum number of positions available to be filled in accordance with this Constitution, including positions for Media Members, Service Provider Members, Ordinary Members, Ordinary Members from particular industries (as determined by the Board) or their representatives;

"**CEO**" means the Chief Executive Officer of the Company.

"**Company**" means Australian Association of National Advertisers ABN 54 003 179 673;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Elected Board Position**" means as at the date of the 2008 annual general meeting, those Board positions to which persons are elected on that date and thereafter, a position on the Board held by an Ordinary Member, Service Provider Member or Media Member or their representative, such persons being elected to those positions by the Members entitled to vote on such matters in accordance with this Constitution and in either case includes persons appointed to fill casual vacancies in relation to those positions;

"**Insolvency**" means bankruptcy, winding up, liquidation, dissolution, becoming insolvent under administration (as defined in Section 9 of the Corporations Act), being placed under administration and the occurrence of anything analogous or having a substantially similar effect to any of those conditions or matters under the law of any applicable jurisdiction and to the procedures, circumstances and events which constitute any of those conditions or matters;

"**Marketer**" means any person, firm, company, body corporate or organisation providing goods or services throughout the Commonwealth of Australia or any part of the Commonwealth of Australia and using advertising and/or marketing in any of its forms in furtherance of providing those goods and services;

"**Media Member**" means those persons, firms, companies, bodies corporate, organisations or associations:

- (a) admitted to Media Membership of the Company pursuant to Rule 19 and whose membership has not ceased or lapsed under this Constitution; and
- (b) all those persons who, prior to the date of the 2008 annual general meeting, were Service Provider Members and Media Providers other than those persons who in the year prior to the date of the 2008 annual general meeting are deemed Ordinary Members because of paragraph (b) in the definition of Ordinary Member in this Constitution,

having the rights, powers and obligations set out in Rule 9;

"**Media Membership**" means membership of the Company as a Media Member;

"**Media Provider**" means any person, firm, company, body corporate or organisation in the business of providing Media Services throughout the Commonwealth of Australia or any part of the Commonwealth of Australia;

"**Media Services**" means the publication or broadcast of advertising and/or marketing material whether in print, on radio, on television (whether free-to-air or pay), on video or on other physical means of distribution;

"**Member**" means any person, firm, company, body corporate, organisation or association admitted to membership as an Ordinary Member, Service Provider Member, Media Member, Associate Member, Tertiary Institution Affiliate Member or Student Affiliate Member pursuant to this Constitution and whose membership has not ceased or lapsed under this Constitution;

"**Month**" means a calendar month;

"**Objects of the Company**" means the objects set out in Rule **Error! Reference source not found.**;

"**Ordinary Member**" means those persons, firms, companies, bodies corporate and organisations:

- (a) admitted to Ordinary Membership of the Company pursuant to Rule 19 and whose membership has not ceased or lapsed under this Constitution; and
- (b) all those persons who, prior to the date of the 2008 annual general meeting were Service Provider Members who in the year prior to the date of the 2008 annual general meeting spent over \$1 million on the direct costs of producing and publishing advertising and marketing in any of its forms in furtherance of providing its goods and/or services throughout the Commonwealth of Australia or any part of the Commonwealth of Australia,

having the rights, powers and obligations set out in Rule 7;

"**Ordinary Membership**" means membership of the Company as an Ordinary Member;

"**Researcher**" means any person, firm, company, body corporate or organisation whose principal activity is the measurement and statistical analysis of audiences and circulation of advertising and/or marketing material and the analysis of audience perception and reaction to such material;

"**Seal**" means the common seal (if any) of the Company;

"**Secretary**" means any person appointed to perform the duties of a secretary of the Company and includes an assistant Secretary and an Honorary Secretary;

"**Service Provider**" means any person, firm, company, body corporate or organisation retained or contracted to provide services throughout the Commonwealth of Australia or any part of the Commonwealth of Australia in relation to advertising and/or marketing in any form by a Marketer including, without limitation, an Agency, Researcher, telecommunications user group, promotions consultant, telemarketer, public relations consultant, media monitor, market researcher (quantitative or qualitative) and media planning and/or buying organisation but not being a Media Provider;

"**Service Provider Member**" means those persons, firms, companies, bodies corporate and organisations admitted to Service Provider Membership of the Company pursuant to Rule 20 and whose membership has not ceased or lapsed under this Constitution, having the rights, powers and obligations set out in Rule 8 but excluding those persons who, at the date of the 2008 annual general meeting of the Company, are deemed to be Ordinary Members or Media Members pursuant to the definitions of those terms in this Constitution;

"**Service Provider Membership**" means membership of the Company as a Service Provider Member;

"**Student**" means a student of a university or other tertiary institution as approved by the Board;

"**Student Affiliate Member**" means those persons admitted to Student Affiliate Membership of the Company pursuant to Rule 20 and whose membership has not ceased or lapsed under this Constitution, having the rights, powers and obligations set out in Rule 12;

"**Student Affiliate Membership**" means membership of the Company as a Student Affiliate Member;

"**Tertiary Institution**" means a university or other tertiary institution as approved by the Board;

"**Tertiary Institution Affiliate Member**" means those persons, firms, companies, bodies corporate and organisations admitted to Tertiary Institution Affiliate Membership of the Company pursuant to Rule 20 and whose membership has not ceased or lapsed under this Constitution, having the rights, powers and obligations set out in Rule 11; and

"**Tertiary Institution Affiliate Membership**" means membership of the Company as a Tertiary Institution Affiliate Member.

"**Transitional Provisions**" means each of the provisions set out in the Schedule.

2. In this Constitution, unless the context otherwise requires:

- (a) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (b) words importing the singular number also include the plural and vice versa;

- (c) words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Corporations Act and if those words or expressions are defined in the Corporations Act, such definitions shall be used to interpret the words and expressions;
 - (d) a reference to any statute, regulation, proclamation, ordinance, or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
 - (e) notwithstanding any other provision of this Constitution, a reference to a "representative" or a person "representing" a Member shall be a representative duly appointed by the entity concerned in accordance with the Corporations Act or, as long as not inconsistent with the Corporations Act, a person:
 - (i) duly authorised in writing to act as a representative of the Member; or
 - (ii) nominated by the Member to be elected to the Board in an Elected Board Position who, subsequently, is elected to that position, for the term of office of that Elected Board Position, or until the Member revokes the authority by notice in writing to the Company, whichever occurs first. Any person holding an Elected Board Position immediately prior to the Relevant Date is, for the purposes of this paragraph, deemed to have been nominated by that person's employer at the Relevant Date.
 - (iii) In this Rule, "Relevant Date" means the date on which the special resolution to amend this Constitution to insert Rule 2(e)(ii) and (iii) is passed by Members.
3. The Company is established for the purposes set out in Rule **Error! Reference source not found..**
4. The provisions of this Constitution replace each of the replaceable rules of the Corporations Act.

MEMBERSHIP

5. The Ordinary Members or persons representing Ordinary Members holding Elected Board Positions may admit persons to membership of the Company on such terms and conditions as they, in their absolute discretion, determine, including, without limitation, the fees payable by a Member and the terms on which the fees may be paid or satisfied.
6. Subject to Rule, there shall be six (6) categories of membership as follows:
- (a) Ordinary Membership;
 - (b) Service Provider Membership;
 - (c) Media Membership;
 - (d) Associate Membership;
 - (e) Tertiary Institution Affiliate Membership; and
 - (f) Student Affiliate Membership.
7. All Ordinary Members shall:
- (a) be entitled to receive notice of, attend, vote in person, by proxy, attorney or representative at and be counted for the purposes of constituting a quorum at all general meetings of the Company;

- (b) if a natural person, be entitled to nominate to be elected to the Board in an Elected Board Position and otherwise, be entitled to nominate an individual to be elected to the Board in an Elected Board Position;
- (c) be entitled to receive publications of the Company, invitations to attend activities of the Company and industry information, when available;
- (d) be entitled to all other rights and privileges which members of corporations such as the Company are given by the Corporations Act, subject, if permitted by the Corporations Act, to anything inconsistent in this Constitution.

8. All Service Provider Members shall:

- (a) be entitled to receive notice of and attend all general meetings of the Company;
- (b) be entitled to vote in person, by proxy, attorney or representative at general meetings of the Company but not be entitled to vote on:
 - (i) any matter which requires a special resolution under the Corporations Act or this Constitution including, without limitation, any proposed amendment or amendments to this Constitution;
 - (ii) any matter raised at a general meeting of the Company in relation to which a majority of Ordinary Members or representatives of Ordinary Members who hold an Elected Board Position reasonably determine in their absolute discretion would involve placing the Service Provider Members in a position of conflict between the interests of the Company and the interests of the Service Provider Members or between the interests of Marketers and the interests of Service Providers if the Service Provider Members voted;
- (c) if a natural person, be entitled to nominate to be elected to the Board and otherwise, be entitled to nominate an individual to be elected to the Board in an Elected Board Position;
- (d) be entitled to receive publications of the Company, invitations to attend activities of the Company and industry information, when available;
- (e) be entitled to all other rights and privileges which members of corporations such as the Company are given by the Corporations Act, subject, if permitted by the Corporations Act, to anything inconsistent in this Constitution.

9. All Media Members shall:

- (a) be entitled to receive notice of and attend all general meetings of the Company;
- (b) be entitled to vote in person, by proxy, attorney or representative at general meetings of the Company but not be entitled to vote on:
 - (i) any matter which requires a special resolution under the Corporations Act or this Constitution including, without limitation, any proposed amendment or amendments to this Constitution;
 - (ii) any matter raised at a general meeting of the Company in relation to which a majority of Ordinary Members or representatives of Ordinary Members who hold an Elected Board Position reasonably determine in their absolute discretion would involve placing the Media Members in a position of conflict between the interests of

the Company and the interests of the Media Members or between the interests of Marketers and the interests of the Media Members if the Media Members voted;

- (c) if a natural person, be entitled to nominate to be elected to the Board and otherwise, be entitled to nominate an individual to be elected to the Board in an Elected Board Position;
- (d) be entitled to receive publications of the Company, invitations to attend activities of the Company and industry information, when available;
- (e) be entitled to all other rights and privileges which members of corporations such as the Company are given by the Corporations Act, subject, if permitted by the Corporations Act, to anything inconsistent in this Constitution.

10. All Associate Members shall:

- (a) not be entitled to receive notice of and attend general meetings of the Company;
- (b) not be entitled to vote at any general meetings of the Company;
- (c) not be counted for the purposes of constituting a quorum at general meetings of the Company;
- (d) if a natural person, have no entitlement to nominate to be elected to the Board in an Elected Board Position and otherwise, have no entitlement to nominate to have a representative elected to the Board in an Elected Board Position;
- (e) be entitled to receive publications of the Company, invitations to attend activities of the Company and industry information, when available; and
- (f) not be entitled to all other rights and privileges which members of corporations such as the Company are given by the Corporations Act, subject to anything inconsistent in the Corporations Act or this Constitution.

11. All Tertiary Institution Affiliate Members shall:

- (a) not be entitled to receive notice of and attend general meetings of the Company;
- (b) not be entitled to vote at any general meetings of the Company;
- (c) not be counted for the purposes of constituting a quorum at general meetings of the Company;
- (d) if a natural person, have no entitlement to nominate to be elected to the Board in an Elected Board Position and otherwise, have no entitlement to nominate to have a representative elected to the Board in an Elected Board Position;
- (e) be entitled to use the Company's best practice papers in course content;
- (f) be entitled to receive the Company's newsletter;
- (g) be entitled to receive invitations to attend selected seminars and events of the Company at members rates, as determined by the Board;
- (h) not be entitled to any other rights and privileges which members of corporations such as the Company are given by the Corporations Act, subject to anything inconsistent in the Corporations Act or this Constitution.

12. All Student Affiliate Members shall:
- (a) not be entitled to receive notice of and attend general meetings of the Company;
 - (b) not be entitled to vote at any general meetings of the Company;
 - (c) not be counted for the purposes of constituting a quorum at general meetings of the Company;
 - (d) if a natural person, not entitled to nominate to be elected to the Board in an Elected Board Position and otherwise, not entitled to nominate to have a representative elected to the Board in an Elected Board Position;
 - (e) be entitled to receive the Company's newsletter;
 - (f) be entitled to receive invitations to attend selected seminars and events of the Company at members rates, as determined by the Board;
 - (g) be entitled to access (via password) the student section of the Company's website;
 - (h) be entitled to participate in a biennial student award;
 - (i) not be entitled to any other rights and privileges which members of corporations such as the Company are given by the Corporations Act, subject to anything inconsistent in the Corporations Act or this Constitution.
13. Persons, firms, companies, bodies corporate, organisations or associations can apply for Ordinary Membership of the Company by completing a formal application for Ordinary Membership in writing in a form acceptable to the Board from time to time. Such applicant must be a Marketer who, in the year prior to applying for Ordinary Membership, spent over \$1million on the direct costs of producing and publishing advertising and marketing in any of its forms in furtherance of providing its goods and/or services throughout the Commonwealth of Australia or any part of the Commonwealth of Australia. All applications for Ordinary Membership must comply with any by-laws, rules or regulations relating to the code of conduct of Ordinary Members made by the Board from time to time.
14. Persons, firms, companies, bodies corporate, organisations or associations can apply for Service Provider Membership of the Company by completing a formal application for Service Provider Membership in writing in a form acceptable to the Board from time to time. Such applicant must be a Service Provider.
15. Persons, firms, companies, bodies corporate, organisations or associations can apply for Media Membership of the Company by completing a formal application for Media Membership in writing in a form acceptable to the Board from time to time. Such applicant must be a Media Provider.
16. Persons, firms, companies, bodies corporate, organisations or associations can apply for Associate Membership of the Company by completing a formal application for Associate Membership in writing in a form acceptable to the Board from time to time.
17. Persons, firms, companies, bodies corporate, organisations or associations can apply to become a Tertiary Institution Affiliate Member of the Company by completing a formal application for Tertiary Institution Affiliate Membership in writing in a form acceptable to the Board from time to time. Such applicant must be a Tertiary Institution.
18. Persons can apply to become a Student Affiliate Member of the Company by completing a formal application for Student Affiliate Membership in writing in a form acceptable to the Board from time to time. Such applicant must be a Student.

19. Any application for Ordinary Membership, Service Provider Membership, Media Membership, Associate Membership, Tertiary Institution Affiliate Membership or Student Affiliate Membership, or for change in the category of membership shall be considered by the Ordinary Members or persons representing Ordinary Members holding Elected Board Positions, which shall thereupon make a determination by resolution regarding the admission or rejection of the applicant. In no case shall any reason be required to be given for the admission or rejection of an applicant. Notwithstanding any other provisions of this Constitution, only Ordinary Members or persons representing Ordinary Members holding Elected Board Positions shall be entitled to vote on any application for Ordinary Membership, Service Provider Membership, Media Membership, Associate Membership, Tertiary Institution Affiliate Membership or Student Affiliate Membership and a decision will be made by a majority of such Ordinary Members or persons representing Ordinary Members holding Elected Board Positions.
20. When an applicant has been accepted for Ordinary Membership, Service Provider Membership, Media Membership, Associate Membership, Tertiary Institution Affiliate Membership or Student Affiliate Membership, the CEO or the CEO's delegate shall forthwith send written notice of acceptance and request payment of the annual subscription fee as provided under this Rule 20 or such other amount as determined by resolution under Rule 5 or Rule 22. Except as otherwise determined under Rule 5 or Rule 22, the subscription fee payable by Members on admission to membership will be a pro-rata amount of the annual subscription fee set out in Rule 22 for the period from the date of admission to the following 30 June. Upon acceptance, the applicant shall become a Member of the Company, provided that if payment the annual subscription fee is not made within two (2) months after the date admission, Membership of the Company lapses.
21. Subject to Rule 5, and Rule **Error! Reference source not found.**, annual subscription fees for membership shall become due and payable in advance by Members on 30 June in every year or, if the Member is a new Member, on receipt of the notice of acceptance of their application for membership issued pursuant to Rule 20.
22. The annual subscription fee for Ordinary Members, Service Provider Members, Media Members, Associate Members, Tertiary Institute Affiliate Members and Student Affiliate Members shall be determined by a majority of the Ordinary Members or persons representing Ordinary Members holding Elected Board Positions from time to time.
23. The Company in general meeting may impose additional levies on Members as and when required.

CESSATION OF MEMBERSHIP

24. Subject to Rule 20 in relation to new Members, if the annual subscription fee of a Member shall remain unpaid for a period of two (2) calendar months after it becomes due then, after notice of the default shall have been sent to the Member, a majority of the Ordinary Members or persons representing Ordinary Members holding Elected Board Positions may by resolution suspend all privileges of membership of the Member, provided that a majority of the Ordinary Members or persons representing Ordinary Members holding Elected Board Positions may reinstate privileges of membership of the Member on payment of all arrears if that majority thinks fit to do so. If the Member pays all arrears and a majority of the Ordinary Members or persons representing Ordinary Members holding Elected Board Positions do not resolve to reinstate any privileges of membership of that Member, the Company must repay the annual subscription fee to the Member, and pass a resolution expelling the Member pursuant to clause 26.
25. A Member may at any time, by giving notice in writing to the Company, resign the Member's membership of the Company but shall continue to be liable for any annual subscription fees and all arrears due and unpaid at the date of the Member's resignation and for all other monies due by the Member to the Company and, if an Ordinary Member, Service Provider Member or Media Member,

for any sum not exceeding one hundred dollars (\$100.00) for which the Member is liable to pay under Rule 90.

26. If any Member shall wilfully refuse or neglect to comply with the provisions of this Constitution or shall be guilty of any conduct which in the opinion of a majority of the Ordinary Members or persons representing Ordinary Members holding Elected Board Positions is unbecoming of a Member or prejudicial to the interests of the Company and/or if a Member does not comply with any by-law, rule or regulation made by the Board to regulate the conduct of Members, a majority of the Ordinary Members or persons representing Ordinary Members holding Elected Board Positions shall have power by resolution to censure, fine or suspend, on the terms the majority, in their absolute discretion, determines, or expel the Member from the Company PROVIDED THAT at least one (1) week before the meeting of the Board at which such a resolution is passed, the Member shall have had notice of such meeting, of what is alleged against the Member and of the intended resolution and that the Member shall, at such meeting and before the passing of such resolution, have had an opportunity of giving, orally or in writing, any explanation or defence the Member may think fit.
27. If a Member of any category ceases to fulfil the criteria required in order to apply for the category of membership that it holds, a majority of the Ordinary Members or persons representing Ordinary Members holding Elected Board Positions may, in their absolute discretion, determine to suspend or revoke the membership of that Member or to change the category of that Member's membership.

GENERAL MEETINGS

28. An annual general meeting of the Company shall be held in accordance with the provisions of the Corporations Act.
29. The Chairperson of the Board may, whenever the Chairperson thinks fit, convene a general meeting of the Company. General meetings may also be convened by the Secretary on the requisition of a majority of members of the Board or on the requisition of those Members entitled to vote on the business to be considered at the meeting in accordance with the Corporations Act.
30. Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting, and in the case of special business to be transacted at the meeting, the general nature of that business shall be given to those Members and other such persons as are entitled to receive such notices from the Company.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS

31. No business shall be transacted at any annual general meeting or general meeting unless a quorum is present at the time when the meeting proceeds to business. Except as otherwise provided, four (4) Ordinary Members present in person or as a proxy, attorney or corporate representative shall be a quorum.
32. If within half an hour from the time appointed for an annual general meeting or general meeting, a quorum is not present, the meeting, if convened upon the requisition of a majority of members of the Board or the requisition of Members as provided by the Corporations Act, shall be dissolved. In any other case, it shall 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 Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Ordinary Members and Service Provider Members and Media Members present whether in person, by proxy, attorney or representative shall be a quorum.

33. The Chairperson shall preside as chairperson at every annual general meeting and general meeting of the Company, or if there is no Chairperson, or if he/she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or if he/she is unwilling to act, the Deputy Chairperson shall be the chairperson. If the Deputy Chairperson is not present or is unwilling to act, then the Ordinary Members and Service Provider Members and Media Members present shall elect one (1) Ordinary Member or representative of an Ordinary Member from the Ordinary Members present to be chairperson of the meeting.
34. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed pursuant to a resolution passed by a majority of the Members present and entitled to vote at the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be as in the case of an original meeting. Subject to this Constitution, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
35. Subject to this Constitution at any annual general meeting or general meeting of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands of those Members entitled to vote on the resolution present in person, by proxy, attorney or representative unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairperson; or
 - (b) by at least three (3) Members entitled to vote on the resolution present in person, by proxy, attorney or representative.
- Unless a poll is so demanded, a declaration by the chairperson 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 made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
36. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
37. In the case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote and the resolution shall be taken as defeated.
38. An Ordinary Member or a Service Provider Member or a Media Member may vote in person or by proxy, attorney or by appointing a representative and on a show of hands every person present, in person, by attorney or by corporate representative, who is entitled to vote shall have one vote and on a poll every Ordinary Member and Service Provider Member and Media Member present in person or by proxy or by attorney or by representative who is entitled to vote shall have one (1) vote. Under no circumstances shall Associate Members, Tertiary Institution Affiliate Members or Student Affiliate Members have any voting rights.
39. An Ordinary Member or Service Provider Member or Media Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under any applicable law relating to mental health may vote, whether on a show of hands or on a poll, by his/her committee or by his/her trustee or by such other person as properly has the management of his/her estate and any such committee, trustee or other person may vote by proxy or attorney.

40. No Ordinary Member or Service Provider Member or Media Member shall be entitled to vote in person, by proxy, attorney or representative at any general meeting or annual general meeting if the Member's annual subscription fee is more than two (2) months in arrears at the date of the meeting.
41. An Ordinary Member, Service Provider Member and a Media Member may appoint any person, including a person who is not otherwise entitled to attend the meeting or vote on the resolution, the proxy of that Member. The instrument under which an Ordinary Member or Service Provider Member or Media Member appoints a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a body corporate, either under seal, as permitted under section 127 of the Corporations Act or under the hand of an officer or attorney of the body corporate duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. An Ordinary Member or Service Provider Member or Media Member shall be entitled to instruct a proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed, the proxy may vote as the proxy thinks fit and, without limitation, is entitled to vote on a resolution, as a proxy, in which that person has a personal interest or conflict.
42. The instrument appointing a proxy may be in a form required by the Corporations Act, or in a common or usual form or a form determined by the Board:
43. 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 shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In default, the instrument of proxy shall not be treated as valid.

THE BOARD

44. The Board shall consist of not less than four (4) and not more than eighteen (18) members in total and must have a majority of members who are Ordinary Members or persons representing Ordinary Members, elected to Elected Board Positions in accordance with this Constitution. No member of the Board is entitled to any remuneration for performing their duties as a director of the Company.
45. From the 2009 annual general meeting, the Board may include a combination of:
- (a) no more than two (2) Service Provider Members or persons representing Service Provider Members, elected to Elected Board Positions in accordance with this Constitution;
 - (b) no more than two (2) Media Members or persons representing Media Members, elected to Elected Board Positions in accordance with this Constitution;
 - (c) no more than two (2) persons appointed by the members of the Board holding Elected Board Positions to Appointed Board Positions in accordance with this Constitution;
 - (d) no less than four (4) and no more than twelve (12) Ordinary Members or persons representing Ordinary Members, elected to Elected Board Positions in accordance with this Constitution, provided that no more than three (3) Ordinary Members or persons representing Ordinary Members from the same industry (as determined by the Board from time to time) hold an Elected Board Position at any time.
46. Subject to the Transitional Provisions, the term of office of any Elected Board Position is three years. No person holding an Elected Board Position is eligible to nominate or be elected to an Elected Board Position, or to hold an Appointed Board Position or fill a casual vacancy on the Board after having served 3 terms of office, irrespective of whether or not those terms are or were consecutive.

47. Subject to Rule 52(d) and the Transitional Provisions, elections for the Elected Board Positions will be held at every annual general meeting of the Company with those persons to retire being determined in accordance with Rule 48
48. Subject to Rule 47 and the Transitional Provisions, the following members of the Board automatically retire and are eligible for re-appointment (and if not re-appointed, that retirement takes effect at the conclusion of that annual general meeting):
- (a) any member of the Board appointed to fill a casual vacancy by the Board under Rule 55 since the previous annual general meeting;
 - (b) any member of the Board appointed to an Appointed Board Position;
 - (c) any member of the Board whose term of office has expired.
49. From time to time the Board is entitled to appoint, by resolution, up to two persons to Appointed Board Positions, as they think fit in order to complement the composition of the Board. These persons need not be Members or representatives of Members.
50. The Board will elect the office-bearers from amongst those Ordinary Members or representatives of Ordinary Members holding Elected Board Positions as soon as reasonably practicable after each annual general meeting.
51. The office-bearers of the Company shall consist of a Chairperson, a Deputy Chairperson and a Treasurer, who shall be Ordinary Members of the Company or persons representing Ordinary Members of the Company holding Elected Board Positions.
52. Subject to Rules 44 to 51, the election of members of the Board to Elected Board Positions shall take place in the following manner:
- (a) any Ordinary Member, Service Provider Member or Media Member may nominate a natural person to be elected as a member of the Board in an Elected Board Position;
 - (b) the nomination shall be in writing in a form approved by the Board from time to time, signed by the Ordinary Member, Service Provider Member or Media Member (as the case may be) and the nominee (and the nominator and the nominee must not be the same person) and must include consent of the nominee as required by the law. The nomination shall be lodged with the Secretary at least forty (40) days before the annual general meeting at which the election is to take place or such other period as may be determined by resolution of the Board;
 - (c) the Board must meet as soon as practicable after receipt of the nominations, at which time the Board must determine:
 - (i) if the nominee is eligible and entitled to stand for election;
 - (ii) if the nomination is valid and complies with the law and this Constitution
 - (iii) for each valid, eligible nomination:
 - (A) the Category of each nominator;
 - (B) of those members of the Board who are not required to retire at the relevant annual general meeting, the Category of the Member that each represents ;
and

- (C) the maximum number of Elected Board Positions available to be filled at the annual general meeting elections by candidates nominated by Members in that Category, having regard to Rule 45;
- (d) if, following the determination of the Board required by paragraph (c) of this Rule, the number of persons nominated by Members in a Category is:
- (i) less than the number of available positions for that Category, all those persons nominated by Members in that Category will be elected members of the Board automatically, effective from the close of the relevant annual general meeting;
 - (ii) is greater than the number of available positions for that Category, the Company must determine those persons who will hold Elected Board Positions as Members or representatives of Members in that Category by conducting an election for members of the Board from that Category at the annual general meeting in accordance with the by-laws, rules or regulations relating to the election of members of the Board made by the Board from time to time
- (e) in any election, each Ordinary Member, Service Provider Member and Media Member present in person, by proxy, attorney or representative at the annual general meeting is entitled to vote for a number of candidates not exceeding the number of vacancies on the Board, provided that no Member is entitled to vote for more candidates from or nominated by a Member from any Category than the maximum number of Elected Board Positions available to be filled at the annual general meeting elections by candidates nominated by Members in that Category, having regard to Rule 45 and any vote purportedly cast in excess of that maximum number is invalid;
- (f) persons elected to the Board in accordance with this Rule will become members of the Board from the close of the relevant annual general meeting.
53. The title "A.A.N.A. Counsellor" may be conferred by the Board upon any individual who has served or is serving the Company in some special manner and who is willing to make himself/herself available as opportunity permits to advise and assist the Company. The Board also has the power in its absolute discretion to remove the title "A.A.N.A. Counsellor" from any person to whom it has been conferred. An A.A.N.A. Counsellor shall have such rights and powers that are not inconsistent with this Constitution or the law, as the Board may, in its absolute discretion, determine.
54. The Company may from time to time by special resolution passed in accordance with this Constitution at an annual general meeting or general meeting increase or reduce the number of office-bearers or other members of the Board.
55. The Board shall have power at any time, and from time to time, to appoint any Ordinary Member, Service Provider Member, or Media Member who is a natural person or, an individual who is a representative or employee of an Ordinary Member, Service Provider Member or Media Member to fill a casual vacancy on the Board provided that at no time does the membership of the Board contravene Rule 45..
56. The Company may, by ordinary resolution of which special notice pursuant to Section 203D of the Corporations Act has been given, remove any member of the Board before the expiration of Board member's period of office, and may, by an ordinary resolution, elect another person, who is, or is a representative or employee of, a Member, in the same Category as the Member represented by the director who is removed, in accordance with Rule 52 (with the necessary changes applying). The person elected holds office for a period equal to what would have been the remainder of the removed Board member's period of office, had that Board member remained in office.

57. In addition to the other provisions of this Constitution dealing with the removal or retirement of members of the Board, the office of a member of the Board shall become vacant if the member:
- (a) enters into any form of Insolvency;
 - (b) becomes prohibited from being a director of a company by reason of any provision of the Corporations Act;
 - (c) ceases to be a director in accordance with this Constitution;
 - (d) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his/her office by notice in writing to the Company;
 - (f) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;
 - (g) holds any office of profit under the Company;
 - (h) in respect of a person holding an Elected Board Position, ceases to be a Member, or a representative of a Member in the Category for which the member was elected, in accordance with Rules 45 and 52; or
 - (i) is directly or indirectly interested, within the meaning of Section 191 of the Corporations Act, in any contract or proposed contract with the Company, provided always that nothing in this sub-Rule shall affect the operation of Rule 91.

POWERS AND DUTIES OF THE BOARD

58. Each member of the Board must disclose to the other Board members the details of any business or commercial relationships which that member of the Board, or the Member that member of the Board represents, has with any other member of the Board, or Member that any other member of the Board represents, as soon as practicable after becoming aware of such a relationship.
59. Upon disclosure of a business or commercial relationship between two or more members of the Board in accordance with Rule 58, the Ordinary Members or their representatives who hold Elected Board Positions, other than those involved in the relevant commercial or business relationship, must determine in their absolute discretion whether the nature of the relationship creates a conflict of interest such that:
- (a) the relevant directors are disqualified from being present during any part of a meeting of the Board;
 - (b) the relevant directors are disqualified from voting on any resolution to be considered by the Board;
 - (c) the relevant directors must not be counted for the purposes of constituting a quorum in relation to that matter; or
 - (d) a general meeting must be convened pursuant to Section 203D of the Corporations Act to determine if the relevant directors are removed from office.
60. The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not required by the Corporations Act or this Constitution to be exercised by the Company in general meeting PROVIDED THAT no resolution passed by the Company in general

meeting shall invalidate any prior act of the Board, which would have been valid if that resolution had not been passed. The Board delegates the management of the Company on a day-to-day basis to the CEO. The CEO is not a member of the Board, but is entitled to attend and to speak at all meetings of the Board, other than when the Board is considering any issue in which the CEO is personally interested or otherwise has a conflict of interest.

61. The Chairperson, CEO or any person to whom the Chairperson delegates such power shall have the power to make or issue public statements on behalf of the Company.
62. The functions and duties of the Board shall include, but shall not be limited to:
 - (a) the administration of the Constitution in accordance with the Corporations Act;
 - (b) the carrying out of the objects of the Company;
 - (c) the approval of the Company's strategy, as recommended by the CEO;
 - (d) the collection of subscriptions, levies and other monies pursuant to this Constitution;
 - (e) approving the Company's business plan and annual budget;
 - (f) the consideration of all matters affecting the Company and its Members;
 - (g) effecting all resolutions passed by the Board and the Members; and
 - (h) the supervision and control of the affairs of the Company in all matters.
63. Without limiting Rule 62, the Board may borrow or raise or secure the payment of money in such manner as the Board may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities.
64. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in respect of:
 - (a) any item of expenditure and amount included in the relevant budget approved by the Board (**Budget**) - by the CEO or otherwise in accordance with the terms of the approval of the Budget;
 - (b) any item of expenditure or amount not included in the Budget but that is within the terms of any financial delegation given by a resolution of the Board to the CEO or to any other person = by the CEO or otherwise in accordance with the terms of the delegation, as the case may be; and
 - (c) in respect of any item of expenditure or amount that is not included in the Budget and is not within the terms of any financial delegation given by a resolution of the Board, or that is expressly determined by the Board to be signed or accepted in a particular manner - by any two office bearers, or any one office bearer and the CEO, or in such other manner as the Board determines.
65. The Board shall cause minutes to be made of all proceedings at all meetings of the Company and of the Board. Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting in accordance with the law, and once signed are deemed to be an accurate record of the meeting and proceedings at that meeting.

PROCEEDINGS OF THE BOARD

66. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Chairperson may at any time, and the Secretary shall on the requisition of a majority of members of the Board, convene a meeting of the Board.
67. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board present and entitled to vote on the matter, shall for all purposes be deemed a determination of the Board.
68. Where a majority of Ordinary Members or representatives of Ordinary Members who hold Elected Board Positions reasonably determine in their absolute discretion that a conflict of interest exists in relation to a matter raised at a meeting of the Board between the interests of the Company and the interests of the Service Provider Members or between the interests of Marketers and the interests of Service Providers, then any and all such members of the Board who are Service Provider Members or representatives of Service Provider Members shall not be entitled to vote at or be counted for the purposes of constituting a quorum in relation to that matter at any meeting of the Board.
69. Where a majority of Ordinary Members or representatives of Ordinary Members who hold Elected Board Positions reasonably determine in their absolute discretion that a conflict of interest exists in relation to a matter raised at a meeting of the Board between the interests of the Company and the interests of the Media Members or between the interests of Marketers and the interests of Media Providers, then any and all such members of the Board who are Media Members or representatives of Media Members shall not be entitled to vote at or be counted for the purposes of constituting a quorum in relation to that matter at any meeting of the Board.
70. The quorum necessary for the transaction of the business of the Board shall be at least 33% of the total number of Board Members, plus one, provided always that a majority of Board Members present are Ordinary Members or representatives of Ordinary Members who hold Elected Board Positions. A quorum of members of the Board shall be deemed to hold and to be present at a meeting of the Board when, with the express intention of holding an Board meeting, they communicate through a telephone, video, telecommunication or other conference facility of any kind in circumstances where each of them can simultaneously hear what is said by, and can speak to, the other or others of them.
71. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and for so long as their number is reduced below the number fixed by Rule 70 as the necessary quorum of the Board, the continuing members of the Board may act for the purpose of increasing the number of members of the Board to that number or of convening a general meeting of the Company, but for no other purpose.
72. The Chairperson shall preside as chairperson at every meeting of the Board, or if there is no Chairperson, or if at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if being present, the Chairperson is unwilling to preside, the Deputy Chairperson shall be chairperson. If a Deputy Chairperson is not present at the meeting then the remaining members of the Board may choose one of their number who holds an Elected Board Position to be chairperson of the meeting.
73. The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the directors of the Company by the Corporations Act or the general law) to one or more Board sub-committees consisting of such persons, whether Members or representatives of Members or not, as the Board thinks fit and approves by resolution. The Board may also constitute any other committee that it thinks necessary or desirable to assist in the Company achieving its objects or the approved strategy or business plan. Any Board sub-committee or other committee so formed shall have the powers and must only act in accordance with their charter or terms of reference determined by the Board by resolution.. The Board may dissolve any such Board sub-committee or other

committee at any time or may, at any time, remove any member from a Board sub-committee or other committee by resolution passed by the Board, and notice in writing to that member.

74. Where a majority of Ordinary Members or representatives of Ordinary Members who hold Elected Board Positions determine in their absolute discretion that a conflict of interest exists in relation to a matter raised at a meeting of a Board sub-committee or other committee between the interests of the Company and the interests of any Service Provider Members or between the interests of Marketers and the interests of Service Providers, then any and all members of the Board sub-committee or other committee who are Service Provider Members or representatives of Service Provider Members or who are in businesses similar to those carried on by Service Provider Members shall not be entitled to vote at or be counted for the purposes of constituting a quorum in relation to that matter at any meeting of the Board sub-committee or other committee.
75. Where a majority of Ordinary Members or representatives of Ordinary Members who hold Elected Board Positions determine in their absolute discretion that a conflict of interest exists in relation to a matter raised at a meeting of a Board sub-committee or other committee between the interests of the Company and the interests of any Media Members or between the interests of Marketers and the interests of Media Providers, then any and all members of the Board sub-committee or other committee who are Media Members or representatives of Media Members or who are in businesses similar to those carried on by Media Members shall not be entitled to vote at or be counted for the purposes of constituting a quorum in relation to that matter at any meeting of the Board sub-committee or other committee.
76. All acts done by any meeting of the Board, of a Board sub-committee or by any member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, Board sub-committee or member of the Board or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or Board sub-committee.
77. A resolution in writing signed by all members of the Board entitled to vote on the particular matter being considered, and who are in Australia at 11.59pm on the date the proposed resolution is issued by the Secretary to the members of the Board for consideration, shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board entitled to vote in accordance with this clause. In this clause “Australia” does not include any external Territory (as that term is defined in the *Acts Interpretation Act 1901*), the territorial sea (as that term is defined in the *Seas and Submerged Lands Act 1973*) or the air space over Australia, any external Territory or the territorial sea.
78. The Secretary and any assistant Secretary shall, in accordance with the Corporations Act, be appointed by the Board for such term upon such conditions as it thinks fit, and any Secretary and any assistant Secretary so appointed may be removed by it. The Secretary and any assistant Secretary need not be a Member or a representative of a Member. Nothing in this Constitution shall prevent the Board from appointing a Member or, a representative of a Member as Secretary.

SEAL

79. If the Company has a Seal, the Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a sub-committee of the Board authorised by the members of the Board. Every instrument to which the Seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose.

ACCOUNTS

80. The Board shall cause proper accounting and other records to be kept and shall within the deadlines in the Corporations Act report to Members for a financial year in accordance with the Corporations Act provided however that the Board shall cause to be made out and laid before each annual general meeting the annual financial report made up to a date not more than four (4) months before the date of the meeting together with Board's report and auditors' report.
81. The Board shall from time to time determine at what times and places and under what conditions or regulations, the accounting and other records of the Company shall be open to the inspection of Members.

AUDIT

82. A properly qualified Auditor or Auditors shall be appointed and his/her or their duties regulated in accordance with the Corporations Act.

NOTICE

83. Any notice required by law or by or under this Constitution to be given to any Member shall be given by serving it on the Member personally or sending it by pre-paid post to the Member or by facsimile. Notices sent in accordance with this Rule shall be sent to the Member at the Member's address recorded in the company register, or to the address, if any, last supplied to the Company for the giving of notices. Where a notice is hand delivered, it shall be deemed received on the next following Business Day after delivery. If sent by post, the notice shall be deemed received on the second Business Day after the date of its posting. If sent by facsimile, it shall be deemed received on the day of error-free transmission if transmitted during a Business Day, otherwise on the next following Business Day. All notices must be in writing and in the English language.
84. (a) Notice of every annual general meeting or general meeting shall be given in any manner hereinbefore authorised to:
- (i) every Ordinary Member, Service Provider Member, Media Member and Associate Member except those Members for whom the Company has no address for the giving of notices; and
 - (ii) the Auditor for the time being of the Company.
- (b) No other person shall be entitled to receive notices of annual general meetings or general meetings.

WINDING UP

85. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by virtue of Rule 91, such institution to be determined by the Ordinary Members and the Service Provider Members and the Media Members at or before the time of the dissolution and in default thereof by application to the Supreme Court of New South Wales for determination.

BY-LAWS

86. Except as otherwise determined by law or this Constitution, a majority of the Ordinary Members or persons representing Ordinary Members who hold Elected Board Positions shall have full power to make any rules, regulations or by-laws not inconsistent with this Constitution on all matters relating to the affairs of the Company and the conduct or management of its business or otherwise for the purpose of carrying out the objects of the Company and also on all matters relating to the rights and obligations of Members and any category thereof and all rules, regulations or by-laws so made and for the time being in force shall be binding on the Members of the Company as if they formed part of this Constitution and shall have full effect accordingly.

INDEMNITY

- 87.
- (a) To the extent permitted by law:
 - (i) every person who is or has been an Officer of the Company will be indemnified out of the property of the Company against any liability for costs and expenses incurred by that person in defending any Proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person under the Corporations Act; and
 - (ii) every person who is or has been an Officer of the Company will be indemnified out of the property of the Company against any liability to another person (other than the Company or a related body corporate of the Company) where the liability is incurred by the Officer in his or her capacity as an Officer of the Company provided that this indemnity shall not apply where the liability arises out of conduct involving a lack of good faith.
 - (b) To the extent permitted by law, the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company against a liability:
 - (i) incurred by the person in his or her capacity as an Officer of the Company provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of Sections 182 or 183 of the Corporations Act; or
 - (ii) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.
 - (c) In this Rule:
 - (i) the term "Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his capacity as an Officer of the Company (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company);
 - (ii) the term "Officer" has the meaning given to that term in the Corporations Act.
88. The Company need not indemnify a person, as provided for in Rule 87, in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.

89.

- (a) The objects for which the Company is established are:
- (i) To promote protect and advance the interests of Marketers;
 - (ii) To promote and advance standards of advertising and marketing;
 - (iii) To promote the elimination of fraudulent untruthful or misleading advertising and marketing activities;
 - (iv) To promote public confidence in advertising and marketing;
 - (v) To protect and advance the right and freedom to advertise and market any product or service which is lawful to make or provide;
 - (vi) To promote public awareness and understanding of advertising and marketing and their economic benefits.
- (b) Solely for the purpose of carrying out the aforesaid objects and not otherwise:
- (i) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith PROVIDED THAT no Member shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company;
 - (ii) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to the objects of the Company PROVIDED THAT the Company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Rule 91;
 - (iii) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the Members of the Company or persons frequenting the Company's premises;
 - (iv) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company, PROVIDED THAT in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - (v) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive, to the objects of the Company or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- (vi) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen, employees, contractors and other persons as may be necessary or convenient for the purposes of the Company;
- (vii) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;
- (viii) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (ix) To purchase, take on lease, licence or in exchange, have or otherwise acquire any real or personal property or rights and to invest and deal with the money of the Company not immediately required in such manner as the Board thinks fit.
- (x) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities.
- (xi) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (xii) To purchase, take on lease, licence or in exchange, have or otherwise acquire any real or personal property or right and to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (xiii) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- (xiv) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the company but subject always to the proviso in subparagraph (b).
- (xv) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.
- (xvi) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of the objects of the Company.

- (xvii) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
 - (xviii) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
 - (xix) To make donations for patriotic or charitable purposes.
 - (xx) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged PROVIDED THAT the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Members or others any regulations or restrictions, which if an object of the Company would make it a trade union within the meaning of any statute or regulation of the Commonwealth of Australia or any state or territory thereof.
- (c) The powers in Section 124(1) of the Corporations Act shall not apply to the Company except insofar as they are included in this Rule or otherwise in this Constitution.
90. The liability of the Members is limited. Each Ordinary Member, Service Provider and Media Member undertakes to contribute to the property of the Company, in the event of the same being wound up while he/she is a Member, or within one year after he/she ceases to be a Member, for payment of the debts and liabilities of the Company (contracted before he/she ceases to be a Member) and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100). The liability of each other Member, other than an Ordinary Member, Service Provider and Media Member, is limited to nil.
91. The income and property of the Company, wheresoever derived, shall be applied solely towards the promotion of the objects of the Company; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members of the Company PROVIDED THAT nothing in this Constitution shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any Member in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this Rule by this Constitution on money borrowed from any Member or reasonable and proper rent for premises demised or let by any Member to the Company but so that no member of the Board shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any member of such Board except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

SCHEDULE

TRANSITIONAL PROVISIONS

- I. Notwithstanding any thing in this Constitution:
- (a) No election of members of the Board will be held at the annual general meeting for the 2014/2015 financial year.

- (b) None of the members of the Board holding Elected Board Positions as at the date of the annual general meeting for the 2014/2015 financial year (including those members of the Board (if any) appointed to fill a casual vacancy since the last annual general meeting or elected pursuant to Rule 56) will be required to retire as a member of the Board at, or as a result of the calling or holding of, the annual general meeting for the 2014/2015 financial year.
- (c) The term of office of each of the members of the Board holding Elected Board Positions as at the date of the annual general meeting for the 2014/2015 financial year (including those members of the Board (if any) appointed to fill a casual vacancy since the last annual general meeting or elected pursuant to Rule 56) is determined in accordance with Rule II in this Schedule.
- (d) The maximum number of terms that any member of the Board holding Elected Board Positions as at the date of the annual general meeting for the 2014/2015 financial year is determined in accordance with Rule III in this Schedule.
- (e) Nothing in these Transitional Provisions affects or alters:
 - (i) The term of office of any person holding an Appointed Board Position as at the date of the annual general meeting for the 2014/2015 financial year.
 - (ii) The term of office of the office bearers as at the start of the annual general meeting for the 2014/2015 financial year.
 - (iii) The provisions governing the election of office bearers following the annual general meeting for the 2014/2015 financial year

II. At the annual general meeting:

- (a) for the 2015/2016 financial year:
 - (i) any member of the Board appointed to an Appointed Board Position must retire.
 - (ii) one third (rounded down to the nearest whole number) of the members of the Board holding Elected Board Positions (including any members of the Board appointed to fill a casual vacancy under Rule 55 or elected pursuant to Rule 56) who held office immediately after the end of, or who were appointed since, the annual general meeting for the 2013/2014 financial year must retire.
 - (iii) The members of the Board to retire pursuant to sub-paragraph (ii) are to be determined by agreement by the members of the Board, or failing agreement by drawing of lots, within a reasonable time prior to the closing of nominations in accordance with Rule 52
 - (iv) Each of those persons is eligible for re-election as a member of the Board, with the election to be conducted in accordance with Rule 52.
 - (v) Those persons elected to Elected Board Positions are elected for a term of 3 years, ending at the close of the annual general meeting for the 2018/2019 financial year.
- (b) for the 2016/2017 financial year:
 - (i) any member of the Board appointed to an Appointed Board Position must retire.

- (ii) any member of the Board appointed to fill a casual vacancy to replace a member of the Board elected at the annual general meeting for the 2015/2016 financial year must retire.
 - (iii) another one third (rounded down to the nearest whole number) of the members of the Board holding Elected Board Positions (including any members of the Board appointed to fill a casual vacancy under Rule 55 or elected pursuant to Rule 56) who held office immediately after the end of, or who were appointed after the annual general meeting for the 2013/2014 financial year but before the annual general meeting for the 2015/2016 financial year must retire.
 - (iv) the members of the Board to retire pursuant to sub-paragraph (iii) are to be determined by agreement by the members of the Board, or failing agreement by drawing of lots, within a reasonable time prior to the closing of nominations in accordance with Rule 52.
 - (v) each of those persons is eligible for re-election as a member of the Board, with the election to be conducted in accordance with Rule 52.
 - (vi) those persons elected to Elected Board Positions are elected for a term of 3 years, ending at the close of the annual general meeting for the 2019/2020 financial year.
- (c) for the 2017/2018 financial year:
- (i) any member of the Board appointed to an Appointed Board Position must retire.
 - (ii) any member of the Board appointed to fill a casual vacancy to replace a member of the Board elected at the annual general meeting for the 2015/2016 financial year must retire.
 - (iii) any remaining members of the Board holding Elected Board Positions (including any members of the Board appointed to fill a casual vacancy under Rule 55 or elected pursuant to Rule 56) who held office immediately after the end of, or who were appointed after, the annual general meeting for the 2013/2014 financial year but before the annual general meeting for the 2015/2016 financial year, must retire.
 - (iv) Each of those persons is eligible for re-election as a member of the Board, with the election to be conducted in accordance with Rule 52.
 - (v) Those persons elected to Elected Board Positions are elected for a term of 3 years, ending at the close of the annual general meeting for the 2020/2021 financial year.

III. Any person:

- (a) who was a member of the Board immediately after the annual general meeting for the 2013/2014 financial year; and
- (b) who has continued to hold, or has been re-elected or appointed as a member of the Board since that date; and
- (c) who resigns or retires from office, or whose term of office otherwise expires at any time following the close of the annual general meeting for the 2020/2021 financial year,

will be deemed to have served the maximum number of terms allowable pursuant to Rule 46 and, as a consequence, will not be eligible to nominate for or be elected to an Elected Board Position to hold

an Appointed Board Position or fill a casual vacancy on the Board at any time after the expiry of that term of office following the close of the annual general meeting for the 2020/2021 financial year.

PROPOSED