

THE CONSTITUTION OF

V.I.T.A.L. ProJeX

A Company Limited by Guarantee Not Having a Share Capital

March 2012

March 2014 inclusion 8.2 RE: DGR

Sept 2017 amended 5.1, 5.2, 12, 16.1

TABLE OF CONTENTS

Contents

1	NAME	6
2	REPLACEABLE RULES	6
3	DEFINITIONS AND INTERPRETATION	6
3.1	Definitions	6
3.2	Interpretation.....	7
4	EFFECT OF THE CONSTITUTION	7
5	OBJECTS	7
6	POWERS.....	8
7	LIMITED LIABILITY	8
8	CONTRIBUTION IN THE EVENT OF WINDING UP	8
9	APPLICATION OF INCOME AND PROPERTY	9
10	WINDING UP OR DISSOLUTION OF V.I.T.A.L. PROJEX	9
11	MEMBERSHIP	9
11.1	Members	9
11.2	Application for Membership	10
11.3	Further Information.....	10
11.4	Determination of Membership Application	10
11.5	Notification of Determination	11
11.6	Membership of Related Entities	11
11.7	Unlimited Members	11
11.8	Register to be Kept.....	11
11.9	Certificates	11
11.10	Membership not Transferable.....	11
12	VALUES OF V.I.T.A.L. ProJeX.....	12
13	CLASSES OF MEMBERS.....	12
13.1	Classes of Membership	12
13.2	Founding Members	12
13.3	Ordinary Members.....	12
13.4	Board May Not Create New Classes of Members without Consent	12
14	MEMBERSHIP RIGHTS.....	13
14.1	Rights of Founding Members	13
14.2	Rights of Ordinary Members.....	13
14.3	Election to Board	13
15	VARYING MEMBERS' RIGHTS	13
16	FEES AND LEVIES.....	13

16.1	Fees.....	13
16.2	Annual Levies	14
17	CESSATION OF MEMBERSHIP.....	14
17.1	Non-payment of Fees or Levies	14
17.2	When Membership Ceases	14
17.3	Expulsion of Member	14
17.4	Liability for Fees	15
18	GENERAL MEETINGS.....	15
18.1	Annual General Meeting	15
18.2	Business of Annual General Meeting	16
18.3	Director may Convene General Meeting	16
18.4	Board Convening a General Meeting at the Request Of Members	16
18.5	Notice of General Meeting.....	16
19	CONDUCT OF BUSINESS AT GENERAL MEETINGS.....	17
19.1	Quorum	17
19.2	Procedure where no Quorum.....	17
19.3	Election of Chairperson.....	17
19.4	Chairperson's Casting Vote.....	18
19.5	Adjournment of Meeting.....	18
19.6	Adjournment of Thirty (30) Days	18
19.7	Adjournment of Less than Thirty (30) Days.....	18
19.8	Show of Hands or Poll.....	18
19.9	Declaration on Show of Hands.....	19
19.10	Poll Requested.....	19
19.11	Withdraw Poll	19
19.12	Poll of Chairperson.....	19
19.13	Which Members may Vote.....	19
19.14	Voting.....	19
19.15	No Voting Unless Fees Fully Paid.....	19
19.16	Rights of Third Parties to Attend Meetings.....	20
20	RULES FOR VOTING BY PROXY	20
20.1	Appointment of Proxy.....	20
20.2	Proxy must be in Writing.....	20
20.3	How the Proxy is to Vote	20
20.4	Authority for a Poll	20
20.5	Form of Proxy	20

20.6	Delivery of Proxy before Meeting.....	20
20.7	Validity of Proxy's Vote.....	21
20.8	Instrument not Valid.....	21
21	DIRECTORS.....	21
21.1	Appointment to the Board.....	21
21.2	Number of Directors.....	21
21.3	Election of Directors.....	21
21.4	Office of Directors.....	22
21.5	Rotation of Directors.....	22
21.6	Eligibility to Re-nominate.....	22
21.7	Re-election of Retiring Directors.....	22
21.8	Removal of Director.....	22
21.9	Vacancy in Board.....	22
21.10	Filling of Vacancy.....	23
21.11	Reimbursement of Expenses.....	23
22	POWERS AND DUTIES OF THE BOARD.....	23
22.1	Powers and Duties of the Board.....	23
22.2	Specific Powers of Board.....	23
22.3	Minutes.....	24
23	SUBCOMMITTEES.....	24
24	PROCEEDINGS OF THE BOARD.....	24
24.1	Regulation of Meeting.....	24
24.2	Notice of Meeting.....	24
24.3	Decisions by Majority.....	25
24.4	Quorum.....	25
24.5	Board to Continue to Act.....	25
24.6	Validity of Acts of Board.....	25
24.7	Resolution in Writing.....	25
24.8	Electronic Communication.....	26
25	CHAIRPERSON.....	26
25.1	Election of Chairperson.....	26
25.2	Chairperson to Preside.....	26
25.3	Chairperson's Membership of Subcommittees.....	27
26	SECRETARY.....	27
27	INTERESTED DIRECTORS.....	27
27.1	Notice Requirements.....	27

27.2	Sufficient Disclosure.....	28
27.3	Other Office May be Held	28
28	SIGNING ON BEHALF OF V.I.T.A.L. PROJEX.....	28
28.1	Signing by Company	28
28.2	Common Seal	28
29	ACCOUNTS.....	28
29.1	Proper Records to be Kept.....	28
29.2	Annual Financial Reporting to Members	28
29.3	General Bank Account	28
29.4	Accounts in Relation to Tax Deductible Funds	29
30	AUDIT.....	29
31	NOTICES	29
31.1	Form of Notice	29
31.2	Notice by Post.....	29
31.3	Notice by Facsimile	29
31.4	Notice by Email.....	29
31.5	Manner of Notice	30
31.6	Irregularity May Not Invalidate Meeting	30
32	INDEMNITY	30
32.1	Indemnity against Liability.....	30
32.2	Insurance.....	30
32.3	Resolution to Grant Indemnity	30
33	ALTERATION OF CONSTITUTION	30
34	AMALGAMATION	31
	Schedule 1: Details of Directors and Secretary of V.I.T.A.L. ProJeX	32
	Schedule 2: List of Members	32
	Schedule 3: Director Nomination Form.....	33
	Schedule 4: Consent to Act	34
	Schedule 5: Membership Application Form.....	35
	Schedule 6: Appointment of Proxy Form.....	36

**CONSTITUTION
FOR
V.I.T.A.L. ProJeX**

A COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

1 NAME

The name of this company is V.I.T.A.L. ProJeX.

2 REPLACEABLE RULES

This Constitution displaces the Replaceable Rules in the Law.

3 DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Constitution, unless the context or subject matter otherwise require:

“At Risk” means if a person is disadvantaged in a way that could cause loss of hope, purpose or perceived personal value. This can create the risk of suicide, self harm, anti-social behaviour, growing addictions, incarceration, unreliable commitment to their family, education, work and their personal potential.

“Audit” includes a review undertaken pursuant to s 301(3) of the Law;

“Auditor” means a person appointed as auditor of V.I.T.A.L. ProJeX to conduct an audit or review in accordance with s 301(3) of the Law;

“Board” means the Board of Directors of V.I.T.A.L. ProJeX;

“Constitution” means those rules for the operation of V.I.T.A.L. ProJeX set forth in this Constitution and as amended, modified or supplemented from time to time;

“Director” means a person named in Schedule 1: Details of Directors and Secretary as a Director upon incorporation or a person who is thereafter elected or re-elected to the Board;

“Instantaneous Communication Device” means any device by which the processes of a meeting may be conducted between persons in different places and includes telephone, television or any other audio and/or visual device or technology which permits instantaneous (or near as practical thereto) communication;

“Member” means any person whose name appears in the Register as a Member of V.I.T.A.L. ProJeX;

“the Law” means the *Corporations Act 2001* (Cth) (as amended, modified or enacted from time to time);

“person” means a natural person or other body recognised by law;

“the Seal” means the common seal of V.I.T.A.L. ProJeX;

“Secretary” means a person named in Schedule 1: Details of Directors and Secretary as Secretary upon incorporation or any person thereafter appointed to perform the duties of a Secretary of V.I.T.A.L. ProJeX; and

“Special Resolution” has the meaning assigned to that expression by s 9 of the Law.

3.2 Interpretation

In the interpretation of this Constitution, unless the context or subject matter otherwise require:

- (a) words importing any gender include the other genders;
- (b) singular words include the plural and vice versa;
- (c) references to 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;
- (d) an expression used in a particular part or division of the Law that is given by that part or division a special meaning for the purpose of that part or division has, in any of these regulations that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division;
- (e) headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution; and
- (f) a reference to dollars (\$) shall mean a reference to Australian dollars, unless otherwise expressly intended.

4 EFFECT OF THE CONSTITUTION

This Constitution shall have effect as a contract:

- (a) between V.I.T.A.L. ProJeX and each Member;
 - (b) between V.I.T.A.L. ProJeX and each Director and Company Secretary; and
 - (c) between a Member and each other Member,
- pursuant to which each Member agrees to observe and perform the Rules within the Constitution so far as they apply to that Member.

5 OBJECTS

- 5.1 The Charitable Object of V.I.T.A.L. ProJeX is advancing social or public welfare through the integration of healthy values.

- 5.2 V.I.T.A.L. ProJeX advances social or public welfare in accordance with clause 5.1:
- (a) by identifying the needs and providing assistance to young people and their families;
 - (b) by training young people who are At Risk and youth and adults to whom young people who are At Risk turn for help;
 - (c) by providing practical alternatives to At Risk behaviour and values education as a basis for hope and pathways of well-being particularly:
 - (i) through preventative and reactive needs-based programs;
 - (ii) creating and providing emotionally safe environments of respectful and supportive relationships; and
 - (iii) developing opportunities to provide growth as a whole person in order that the young person can become a productive member of the community.
- 5.3 V.I.T.A.L. ProJeX may pursue such other incidental Objects as may be deemed reasonably necessary or incidental to the carrying out of their purpose save and except that V.I.T.A.L. ProJeX must not pursue any political or lobbying purposes.

6 POWERS

V.I.T.A.L. ProJeX may by resolution or Special Resolution, as the Law requires, exercise from time to time any power by the Law a company limited by guarantee may exercise if authorised by its Constitution.

7 LIMITED LIABILITY

The liability of the Members is limited.

8 CONTRIBUTION IN THE EVENT OF WINDING UP

- 8.1 Each Member of V.I.T.A.L. ProJeX undertakes to contribute to the property of V.I.T.A.L. ProJeX, if V.I.T.A.L. ProJeX is wound up while he or she is a Member or within one (1) year after he or she ceases to be a Member, for payment of the debts and liabilities of V.I.T.A.L. ProJeX contracted before he or 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 contributors among themselves, such amount as may be required but not exceeding ten dollars (\$10.00).
- 8.2 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
- gifts of money or property for the principal purpose of the organisation
 - contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - money received by the organisation because of such gifts and contributions.

9 APPLICATION OF INCOME AND PROPERTY

All income and property of V.I.T.A.L. ProJeX, however derived, shall be applied solely for the benefit and promotion of V.I.T.A.L. ProJeX's Objects and no portion thereof shall be:

- (a) distributed, paid or transferred directly or indirectly by way of dividends, bonus, or otherwise to the Members, Directors or Trustees of V.I.T.A.L. ProJeX; or
- (b) paid to Directors as fees or other remuneration or other benefit in money or money's worth;
provided that nothing in this Rule shall preclude, with the prior approval of the Directors:
- (c) payment in good faith of reasonable and proper remuneration to any Director, officer or staff of V.I.T.A.L. ProJeX or to any Member in return for any services rendered to V.I.T.A.L. ProJeX;
- (d) reimbursement of reasonable out-of-pocket expenses to any of the Directors, Secretary, or staff of V.I.T.A.L. ProJeX for expenses incurred in the conduct of services rendered to V.I.T.A.L. ProJeX;
- (e) remuneration to any Member of V.I.T.A.L. ProJeX in return for services actually rendered to V.I.T.A.L. ProJeX or for goods supplied in the ordinary course of business; or
- (f) a financial benefit to or on behalf of a Director to which s 212 of the Law refers.

10 WINDING UP OR DISSOLUTION OF V.I.T.A.L. PROJEX

10.1 If after winding up or dissolution of V.I.T.A.L. ProJeX any property remains after payment of all its debts and liabilities, that property must not be paid to or distributed among the Members.

10.2 Any remaining property must be given or transferred:

- (a) to one or more funds, authorities or institutions selected by the Members of V.I.T.A.L. ProJeX at or before the dissolution of V.I.T.A.L. ProJeX having Objects similar to V.I.T.A.L. ProJeX and prohibiting the distribution of its or their income and property among its members; or as the case may require
- (b) to one or more funds, authorities or institutions having similar Objects to V.I.T.A.L. ProJeX and which have been endorsed by the Commissioner of Taxation as deductible gift recipients or exempt entities pursuant to Subdivision 30-B and Subdivision 50-A respectively of the *Income Tax Assessment Act 1997* (Cth) on such terms and conditions as will ensure compliance with the law in relation to the application of funds.

11 MEMBERSHIP

11.1 Members

V.I.T.A.L. ProJeX will be constituted by:

- (a) The Members as at the date of adoption of this Constitution as set out in Schedule 2; and

- (b) Any other persons that the Board may admit to membership in accordance with this Constitution.

11.2 Application for Membership

11.2.1 The membership of the V.I.T.A.L. ProJeX shall be unlimited in number and open to any person of 18 years of age or more, regardless of race, sex or social standing, who agrees with the values adopted by the V.I.T.A.L. ProJeX (Clause 12), and who consequently supports the objects, vision and philosophy of the V.I.T.A.L. ProJeX.

Membership shall be voluntary and is not intended to exclude other persons from active Company participation.

11.2.2 Any applicant shall require the nomination by either two existing Board Members or Founding Members and have the endorsement of the Chairperson and a Founding Member. Members and shall be elected at a general meeting of the Board. Acceptance to membership can be communicated verbally, and proof of membership shall be confirmed by the Members register.

11.2.3 Any person who wishes to make a Membership Application shall do so in the form set out in Schedule 5: Membership Application Form

11.2.4 , or in such form as may otherwise shall require the nomination by either two existing Board Members or Founding Members then be approved by the Board Chairman and a Founding Member from time to time specifying the class of membership to which they wish to be admitted and any other information the Board Chairman or Founding Member may reasonably require to assess the suitability of the applicant for membership.

11.2.5 Upon making application, the applicant shall furnish the Membership Application and any other evidence required by the Board in accordance with Clause 11.6. If an applicant is refused membership under Clause 11.4 such fees shall be refunded to the applicant in full.

11.3 Further Information

An applicant for membership must provide in writing, any other information in addition to that contained in the application, as the Board requires.

11.4 Determination of Membership Application

11.4.1 The Board Chairman and a Founding Member will determine the outcome of a Membership Application or may delegate its power to deal with Membership Applications to the Secretary or such other duly appointed officer as the Board Chairman and a Founding Member deems necessary from time to time.

11.4.2 The Board Chairman and a Founding Member may approve or reject any applicant for membership in the Board's absolute discretion.

11.4.3 The Board Chairman and a Founding Member are not required to give or assign any reason or explanation for the approval or rejection of any application for membership.

11.5 Notification of Determination

11.5.1 When a Membership Application has been accepted, the Secretary will send to the applicant written notice of the acceptance and will enter the applicant's name in the Register.

11.5.2 When a Membership Application is rejected, the Secretary will send to the applicant written notice of the rejection and the subscription fee paid, if any, by that applicant will be refunded in full.

11.6 Membership of Related Entities

11.6.1 The Board Chairman and a Founding Member may require that any Membership Application be supported by evidence of the applicant's commitment to the Objects of V.I.T.A.L. ProJeX set out in Clause 5. Without limiting the Board Chairman and a Founding Member in the evidence it may require pursuant to this subclause the Board Chairman and a Founding Member may specify that a member must evidence membership of an entity determined by V.I.T.A.L. ProJeX to be an entity in good fellowship with V.I.T.A.L. ProJeX.

11.6.2 To the extent permitted by V.I.T.A.L. ProJeX in general meeting and in accordance with any limitations so placed upon the Board, the Board in agreed consultation with the Founding Members may, at any time and as many times as they decide, change the membership criterion.

11.7 Unlimited Members

The number of Members of V.I.T.A.L. ProJeX must be not less than one (1) and there is no upper limit.

11.8 Register to be Kept

A Register of Members shall be kept in accordance with the Law.

11.9 Certificates

11.9.1 A certificate of membership may be issued by V.I.T.A.L. ProJeX to any Member.

11.9.2 Any certificate issued will remain the property of V.I.T.A.L. ProJeX and must be returned to V.I.T.A.L. ProJeX on written demand by the Secretary.

11.10 Membership not Transferable

11.10.1 Membership of V.I.T.A.L. ProJeX is not transferable by operation of law or otherwise.

11.10.2 All rights and privileges of membership of V.I.T.A.L. ProJeX will cease immediately upon a person ceasing to be a Member for any reason.

12 VALUES OF V.I.T.A.L. ProJeX

No person shall become a Director or Member unless and until they have subscribed in writing to the undermentioned Values:

- I regard all people as having immense value. I give priority to people before money, structure, systems and other institutional machinery;
- I act in ways that respect the dignity, uniqueness and intrinsic worth of every person – the poor, the donors, our staff and their families, boards and volunteers. I celebrate the richness of diversity in human personality, culture and contribution;
- I practice a participative, open, enabling style in working relationships. I am teachable and my aim is towards my own personal growth and to encourage the professional, personal and spiritual development of our staff; and
- I understand and fully support the person-centred paradigm that is foundational to all V.I.T.A.L. ProJeX activities and attitudes.

13 CLASSES OF MEMBERS

13.1 Classes of Membership

V.I.T.A.L. ProJeX has the following classes of membership:

- (a) Founding Members; and
- (b) Ordinary Members.

13.2 Founding Members

13.2.1 The Founding Members are set out in 13.2.2 Schedule 2: List of Members.

13.2.2 No other person or persons may be admitted as Founding Members after the commencement of this Constitution.

13.3 Ordinary Members

A Founding Member and the Board Chairman may accept into membership as an “Ordinary Member” any person who satisfies all criteria (if any) set by the Board of V.I.T.A.L. ProJeX and who, in the Board’s discretion, is a person who has demonstrated with distinction a commitment to the Values of V.I.T.A.L. ProJeX (Clause 12), and who consequently supports the objects, vision and philosophy of the V.I.T.A.L. ProJeX.

13.4 Board May Not Create New Classes of Members without Consent

The Board may not create any other classes of Members and may not determine or vary the rights and privileges attaching to any classes, particularly as to voting rights of the Members in each class without the express authority of V.I.T.A.L. ProJeX in general meeting.

14 MEMBERSHIP RIGHTS

14.1 Rights of Founding Members

14.1.1 Founding Members are entitled to receive notices, attend and vote at all general, annual general or special general meetings of V.I.T.A.L. ProJeX.

14.1.2 Each Founding Member has one (1) vote.

14.1.3 A Founding Member may not be removed from Membership following a hearing of the Board unless:

- (a) the Board votes unanimously for that Founding Member to cease to be a member; and
- (b) a resolution is passed by a majority of all Founding Members removing that Founding Member from membership.

14.2 Rights of Ordinary Members

14.2.1 Ordinary Training Members are entitled to receive notices, attend and vote at all general, annual general or special general meetings of V.I.T.A.L. ProJeX.

14.2.2 Each Ordinary Training Member has one (1) vote.

14.2.3 Ordinary Training Members may only be removed in accordance with Clause 17.

14.3 Election to Board

A Founding Member and any Ordinary Member, regardless of class, may be appointed to, or seek election to, the Board of V.I.T.A.L. ProJeX.

15 VARYING MEMBERS' RIGHTS

15.1 If the membership of V.I.T.A.L. ProJeX is divided into different classes of Members, the rights attached to any class of membership may be varied only with the written consent of seventy-five per cent (75%) of the Members in that class or with the sanction of a Special Resolution passed at a meeting of the Members of that class.

15.2 The right to vary membership rights in Clause 15.1 may be exercised unless otherwise provided by the terms of acceptance of the Members of that class and whether or not V.I.T.A.L. ProJeX is being wound up.

16 FEES AND LEVIES

16.1 Fees

Unless and until V.I.T.A.L. ProJeX resolves to the contrary, a Membership fee of \$10 shall be required once every 3 years by the members of any class.

16.2 Annual Levies

Unless and until V.I.T.A.L. ProJeX resolves to the contrary, no annual levies will be payable by the Members of any class, unless approved by the Board and accepted at the Annual general meeting.

17 CESSATION OF MEMBERSHIP

17.1 Non-payment of Fees or Levies

If V.I.T.A.L. ProJeX resolves to require payment of fees or levies and if any fees or levies payable by a Member remain unpaid for a period of two (2) calendar months after notice of the default is given to the Member by V.I.T.A.L. ProJeX, that Member may be debarred by resolution of the Board from all privileges of membership (including the right to vote), provided that the Board may reinstate the Member on payment of all arrears if the Board thinks fit to do so.

17.2 When Membership Ceases

A Member shall cease to be a Member of V.I.T.A.L. ProJeX in the event of

- (a) Death
- (b) Resignation is received in writing and accepted at a general meeting of the Board
- (c) Bankruptcy or financial insolvency
- (d) A charge of misconduct is confirmed by the Board. Any Member may be expelled from membership of V.I.T.A.L. ProJeX (or otherwise disciplined) by the Board, after affording the Member an opportunity to provide an explanation of his or her conduct, and the conduct is regarded as being detrimental to the interest of V.I.T.A.L. ProJeX.
- (e) Mental, spiritual or emotional instability which the Chairperson and Board believe will cause the Member to not be able to function in their capacity as a member.
- (f) Failure to observe the qualifications laid out on the Application for Membership form.
- (g) Disciplinary action shall be administered within the jurisdiction of the Board and shall be motivated by a desire to bring about repentance leading to restoration. Such disciplinary action as described in Matthew 18:15-17 shall be the responsibility of the Board to determine.

17.3 Expulsion of Member

17.3.1 A Member may be expelled from membership in V.I.T.A.L. ProJeX if:

- (a) he or she wilfully refuses or neglects to comply with the provisions of this Constitution; or
- (b) he or she engages in conduct, which, in the opinion of the Board, is injurious or prejudicial to the interests of V.I.T.A.L. ProJeX, including engaging in conduct which substantially falls short of Biblical standards.

- 17.3.2 If the Board considers that the conduct of a Member warrants expulsion because of one of the reasons listed in sub-clause 17.3.1, the Secretary must give notice in writing to the Member of the proposed expulsion. The notice must:
- (a) set out the full particulars of the conduct in question; and
 - (b) advise the person of their right to appeal their expulsion before the Board, provided that they lodge their appeal in writing to the Secretary within twenty-one (21) days of receiving the notice.
- 17.3.3 If no appeal is lodged within the time prescribed in sub-clause 17.3.2(b), the Member shall cease to be a Member at the expiration of the twenty-one (21) day period.
- 17.3.4 If an appeal is lodged within the twenty-one (21) day limit, then the Board shall convene a meeting to consider the appeal. The meeting to consider the appeal must be held within two (2) months of the receipt of the appeal by the Secretary unless the appellant and the Board otherwise agree. The Secretary must inform the Member in writing of the date, time and venue for the meeting before the Board at least twenty-one (21) days before the meeting.
- 17.3.5 The meeting at which the expulsion is considered, the Board must afford the person appealing a reasonable opportunity to be heard and must consider any representations in writing in relation to the appeal.
- 17.3.6 At the meeting before the Board, the Board may, after having afforded the Member concerned a reasonable opportunity to be heard, expel or decline to expel that Member from membership of V.I.T.A.L. ProJeX and shall communicate that decision in writing to the Member. The Board may impose a penalty other than expulsion (such as a fine or some form of service order) only if the appellant agrees to accept that other penalty.
- 17.3.7 A Member who is expelled under sub-clause 17.3.6 from membership of V.I.T.A.L. ProJeX ceases to be a Member upon receipt of written notice of their expulsion.

17.4 Liability for Fees

If fees for membership in V.I.T.A.L. ProJeX are introduced and a Member's membership is terminated for any reason, notwithstanding anything else to the contrary in this Constitution, the Member shall continue to be liable for any annual membership fee and all arrears due and unpaid at the date of the cessation of membership and for all moneys due by that Member to V.I.T.A.L. ProJeX.

18 GENERAL MEETINGS

18.1 Annual General Meeting

An annual general meeting of V.I.T.A.L. ProJeX shall be held once a year in accordance with the provisions of the Law.

18.2 Business of Annual General Meeting

The business to be transacted at every annual general meeting must include all matters required by the Law and if not expressly required by Law shall include the following unless V.I.T.A.L. ProJeX otherwise resolves:

- (a) the consideration of the annual financial report, Directors' reports and Auditor's report;
- (b) the election of Directors;
- (c) decide whether the financial reports for the upcoming financial year should be reviewed or audited;
- (d) the appointment of an Auditor (if required); and
- (e) any other business of which proper notice has been given.

18.3 Director may Convene General Meeting

18.3.1 Any Director may, with the written concurrence of one (1) other Director, convene a general meeting.

18.3.2 The notice convening a general meeting shall state the particular matter(s) to be discussed at the meeting and no business other than that specified in the notice shall be transacted.

18.4 Board Convening a General Meeting at the Request Of Members

18.4.1 The Board must call and arrange to hold a general meeting at the request of Members with at least five per cent (5%) of the votes that may be cast at a general meeting, or fifty (50) Members, whichever is the lesser, provided that the request from the Members:

- (a) states the resolution(s) to be proposed at the meeting;
- (b) is signed by the Members making the request; and
- (c) is given to V.I.T.A.L. ProJeX.

18.4.2 Such general meeting must be held no later than two (2) months after the receipt of a duly signed request.

18.5 Notice of General Meeting

18.5.1 A general meeting may only be convened by giving the Members notice of the meeting.

18.5.2 A notice of general meeting does not need to be given to Members who are not entitled to notice of meetings.

18.5.3 A notice of a general meeting must:

- (a) be given at least twenty-one (21) days before the date of the meeting unless otherwise agreed by all the Members entitled to notice; and
- (b) specify the place, the day and the time of the meeting; and
- (c) describe the nature of the business to be transacted at the meeting; and
- (d) contain any other information required by the Law.

- 18.5.4 The Board may postpone a general meeting 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. That notice must specify the time and place for the postponed meeting.
- 18.5.5 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 any resolution passed at the meeting.
- 18.5.6 No business is to be transacted at any general meeting except that contained in the meeting notice unless all the Members otherwise agree.

19 CONDUCT OF BUSINESS AT GENERAL MEETINGS

19.1 Quorum

- 19.1.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 19.1.2 Unless otherwise determined by the Members in a general meeting, there will be quorum where the number of Members present and entitled to vote is not less than four.
- 19.1.3 A quorum of Members must be present throughout each general meeting. If a quorum is not present at any time, the meeting is not validly convened but this will not affect the validity of any business conducted before the absence of a quorum occurs.

19.2 Procedure where no Quorum

- 19.2.1 If a quorum is not present within thirty (30) minutes after the time appointed for the meeting:
- (a) where the meeting was convened upon the requisition of Members, the meeting will be dissolved; or
 - (b) in any other case, the meeting will be adjourned.
- 19.2.2 Any meeting adjourned will be rescheduled to take place on a day and time and at the place that the Board decides.
- 19.2.3 If no Directors are present at the meeting or if no decision is made by the Board, 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.
- 19.2.4 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 Clause 19.5.

19.3 Election of Chairperson

- 19.3.1 The Board will elect one Director to preside as Chairperson at every general meeting. If the Board has elected a Chairperson of the Board, that person will be deemed to be elected as the Chairperson at every general meeting.

19.3.2 In addition to being a Director, the Chairperson must also be a Member of V.I.T.A.L. ProJeX.

19.3.3 Where a general meeting is held and:

- (a) a Chairperson of the Board has not been elected;
 - (b) the Chairperson of the Board is not present within fifteen (15) minutes after the appointed time; or
 - (c) the Chairperson of the Board is unwilling to act;
- the Members will elect one Member to be Chairperson of the meeting.

19.4 Chairperson's Casting Vote

In the case of an equal vote of members the Chairperson may have a casting vote in addition to any vote the Chairperson has as a Member.

19.5 Adjournment of Meeting

19.5.1 The Chairperson may adjourn any meeting of Members.

19.5.2 An adjournment of a meeting of Members must only be made:

- (a) with the consent of the meeting provided a quorum is present; or
- (b) in the case of an adjournment under sub-clause 19.2.4, with the consent of the Members present and entitled to vote; or
- (c) if directed by the meeting to do so.

19.5.3 Any adjournment may change the time or the venue for the meeting.

19.5.4 Only business left unfinished from the adjourned meeting can be transacted at any rescheduled meeting.

19.6 Adjournment of Thirty (30) Days

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

19.7 Adjournment of Less than Thirty (30) Days

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

19.8 Show of Hands or Poll

At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:

- (a) by the Chairperson; or
- (b) by at least three (3) Members present in person or by proxy.

19.9 Declaration on Show of Hands

If a poll is not demanded, the Chairperson's declaration that a resolution has been carried or lost with an entry to that effect in the minute book is conclusive evidence of the fact. It is not necessary to record the number or proportion of votes recorded for or against the resolution.

19.10 Poll Requested

A poll will be taken immediately if one is demanded or at any other time after an interval or adjournment or otherwise as the Chairperson decides. The result of the poll will be recorded as the resolution of the meeting at which the poll was demanded.

19.11 Withdraw Poll

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

19.12 Poll of Chairperson

Any poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

19.13 Which Members may Vote

Only those Members who belong to a class of Members who are entitled to vote at a general meeting whether in person or by proxy will be entitled to vote or participate in a circulating resolution.

19.14 Voting

Subject to any rights or restrictions attached to any class of membership:

- (a) at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy; and
- (b) on a show of hands every person present who is a Member with voting rights, or a representative of a Member with voting rights, has one (1) vote and on a poll, every person present in person or by proxy or attorney has one (1) vote.

19.15 No Voting Unless Fees Fully Paid

If fees are introduced for membership, a Member will be entitled to vote at any general meeting only if all fees and levies and other amounts presently payable by the Member have first been paid.

19.16 Rights of Third Parties to Attend Meetings

Even if they are not Members of V.I.T.A.L. ProJeX, the following persons have the right to attend any general meeting, and if requested by the Board, to speak at such meeting:

- (a) external consultants with expert knowledge in a relevant field; or
- (b) any other person invited by the Board.

20 RULES FOR VOTING BY PROXY

20.1 Appointment of Proxy

20.1.1 A person entitled to attend and vote at a meeting of V.I.T.A.L. ProJeX is entitled to appoint a person as the Member's proxy to attend and vote for the Member at the meeting.

20.1.2 The proxy must be a Member of V.I.T.A.L. ProJeX.

20.1.3 An appointment of a proxy may be revoked at any time before the vote to which the proxy relates is exercised, by written notice delivered to the Secretary for V.I.T.A.L. ProJeX.

20.2 Proxy must be in Writing

Any instrument appointing a proxy must be in writing and signed by:

- (a) the appointor; or
- (b) the appointor's attorney.

20.3 How the Proxy is to Vote

If the document appointing the proxy specifies how the proxy is to vote, or expresses a preference for how the proxy should vote, in relation to a resolution, the proxy may consider such direction or preference in deciding how to vote, but is not bound to vote in accordance with that direction or preference. In deciding how to vote the proxy may exercise its absolute discretion.

20.4 Authority for a Poll

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

20.5 Form of Proxy

The appointment of a proxy must be substantially in the form as set out in Schedule 6: Appointment of Proxy Form.

20.6 Delivery of Proxy before Meeting

20.6.1 The appointment of a proxy is not valid unless the following documents are received by V.I.T.A.L. ProJeX at least forty-eight (48) hours before the meeting:

- (a) the proxy's appointment; or
- (b) if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.

20.6.2 The relevant documents may be delivered to the Secretary at any time prior to the commencement of the meeting.

20.6.3 The relevant documents must be delivered to:

- (a) the Secretary personally;
- (b) V.I.T.A.L. ProJeX's registered office; or
- (c) any other place in Australia specified in the notice convening the meeting.

20.7 Validity of Proxy's Vote

A vote tendered in accordance with a proxy or power of attorney is valid even if:

- (a) the appointor or principal dies or becomes mentally incapacitated; or
- (b) the proxy or power of attorney is revoked in any way.

20.8 Instrument not Valid

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

21 DIRECTORS

21.1 Appointment to the Board

21.1.1 V.I.T.A.L. ProJeX shall be governed by a Board.

21.1.2 Appointment to the Board may only take place in one of the following manners:

- (a) by election at an annual general meeting in accordance with Clause 21.3; or
- (b) by agreement of a 2/3 majority of the Board, with such appointment to be confirmed by resolution of Members at the next annual general meeting.

21.2 Number of Directors

21.2.1 V.I.T.A.L. ProJeX must have a minimum of five (5) Directors and a maximum of twelve (12) Directors.

21.2.2 V.I.T.A.L. ProJeX may by ordinary resolution passed at a general meeting increase or decrease the number of Directors but must not reduce the minimum number of Directors below three (3) or increase the maximum number of Directors above twelve (12).

21.3 Election of Directors

The election of Directors pursuant to subclause 21.1.2(a) and subject to Clause 14.3 shall take place in the following manner:

- (a) Any two (2) Members may nominate any eligible person to serve as a Director of V.I.T.A.L. ProJeX.
- (b) The nomination must be in writing and signed by the nominee, the proposer and seconder, and shall be in the form provided in Schedule 3: Director Nomination Form. The nomination shall be provided to the Chairperson or

Secretary not less than fourteen (14) days before the annual general meeting at which the election is to take place.

- (c) Any Founding or Ordinary Member present at the annual general meeting shall be entitled to vote in a first-past-the-post secret ballot for the election of Directors to the Board.

21.4 Office of Directors

Each Director shall take office at the first meeting of the Board after the general meeting at which he or she is elected.

21.5 Rotation of Directors

21.5.1 At each annual general meeting following the first annual general meeting, one-third (1/3) of the Directors, or if their number is not a multiple of three (3), the number nearest to one-third (1/3), must retire from office.

21.5.2 The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In the case of persons who became Directors on the same date, the Directors to retire will be determined by lot.

21.6 Eligibility to Re-nominate

A retiring Director shall be eligible for re-election following re-nomination.

21.7 Re-election of Retiring Directors

V.I.T.A.L. ProJeX may, at the meeting at which a Director so retires, by resolution, fill the vacated office by electing a person to that office. If that office is not so filled, the retiring Director shall, if offering himself or herself for re-election and not being disqualified under the Law from holding office as a Director, be deemed to have been re-elected unless at that meeting:

- (a) it is expressly resolved not to fill the vacated office; or
- (b) a resolution for the re-election of the Director is put and lost.

21.8 Removal of Director

21.8.1 V.I.T.A.L. ProJeX may by ordinary resolution remove any Director and appoint another Director as a replacement.

21.8.2 Any Director so appointed shall hold office in the manner as specified in Clause 21.10.

21.9 Vacancy in Board

The office of a Director becomes vacant if:

- (a) required by the Law;
- (b) the Director is removed under these Rules;
- (c) 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;

- (d) the Director becomes bankrupt or makes any arrangement or composition with creditors; or
- (e) the Director resigns or ceases to be a Member;
- (f) the Director is absent from three (3) consecutive meetings of the Board without leave of the Board;

21.10 Filling of Vacancy

If there is a vacancy on the Board, the Board may appoint such Member as it thinks fit to fill the vacancy and the person so appointed shall hold office, subject to the rules in this Constitution, until the conclusion of the next annual general meeting following the date of his or her appointment.

21.11 Reimbursement of Expenses

Subject to the approval of the Board, a Director shall be entitled to be reimbursed out of the funds of V.I.T.A.L. ProJeX for all reasonable expenses properly incurred by them:

- (a) in attending Board or committee meetings;
- (b) in attending general meetings of V.I.T.A.L. ProJeX; or
- (c) in connection with V.I.T.A.L. ProJeX's business.

22 POWERS AND DUTIES OF THE BOARD

22.1 Powers and Duties of the Board

Subject to the Law and to any other provisions of this Constitution, the Board:

- (a) will have control and management of the activities, property, and funds of V.I.T.A.L. ProJeX;
- (b) must pay all expenses incurred in forming V.I.T.A.L. ProJeX; and
- (c) may exercise all the powers of V.I.T.A.L. ProJeX except any powers that, by the Law or by this Constitution, are required to be exercised by V.I.T.A.L. ProJeX in general meeting.

22.2 Specific Powers of Board

Notwithstanding the generality of Clause 22.1, the Board shall have the following powers:

- (a) to make, alter or repeal by-laws as to:
 - (i) the management of V.I.T.A.L. ProJeX and the affairs thereof;
 - (ii) the duties of any officers or servants of V.I.T.A.L. ProJeX;
 - (iii) the conduct of business by the Board or any subcommittee; or
 - (iv) any of the matters or things within the power or under control of the Board.

For the purposes of this sub-clause, no by-law may be inconsistent with this Constitution or with the provisions of the Law, and any by-law in relation to any subcommittee responsible for the management of a tax deductible fund must not be inconsistent with the conditions of such tax deductibility;

- (b) to authorise any Director or other person nominated by the Board to sign all cheques, promissory notes, drafts, bills of exchange and other

- negotiable instruments and to sign all receipts for money paid to V.I.T.A.L. ProJeX as the case may be; and
- (c) to authorise payment by V.I.T.A.L. ProJeX of an insurance premium in respect of liability incurred as an officer of V.I.T.A.L. ProJeX to which s 212 of the Law refers.

22.3 Minutes

The Board must ensure that proper minutes are made of:

- (a) all general meetings of V.I.T.A.L. ProJeX;
 - (b) all appointment of officers;
 - (c) the proceedings of all general meetings;
 - (d) the attendance at and business transacted at general meetings;
- and the minutes of any meeting, if purporting to be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting, will be conclusive evidence of the matters recorded in them without any further proof.

23 SUBCOMMITTEES

- 23.1 The Board may delegate any of its powers and functions (not being duties imposed on the Board as the Directors of V.I.T.A.L. ProJeX by the Law or the general law) to one or more subcommittees consisting of such members of the Board as the Board thinks fit.
- 23.2 Any subcommittee so formed shall conform to any rules or by-laws that might be imposed by the Board and shall have power to co-opt such persons as it thinks fit.
- 23.3 If a subcommittee is established that is to conduct a fund which is tax deductible that fund must be conducted in accordance with all and any relevant requirements under the law and any lawful requirements of the Australian Taxation Office.

24 PROCEEDINGS OF THE BOARD

24.1 Regulation of Meeting

- 24.1.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 24.1.2 Two (2) or more Directors, or the Chairperson alone, may, at any time call a meeting, and the Secretary shall, on their or his or her requisition, summon a meeting of the Board.

24.2 Notice of Meeting

Notice of every meeting of the Board, stating in general terms all business to be considered at such meeting, shall be sent to each Director at least three (3) days before such meeting is due to be held unless urgent circumstances require shorter notice.

24.3 Decisions by Majority

24.3.1 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes. A determination by a majority of the Directors present shall, for all purposes, be deemed to be a determination of the Board.

24.3.2 In case of an equality of votes, the Chairperson of the meeting shall have not only a deliberative vote but also a casting vote.

24.4 Quorum

24.4.1 The quorum necessary for the transaction of the business of the Board must be the greater of:

- (a) the number of Directors is five or less – any four (4) Directors; or
- (b) a majority of the total number of Directors.

24.4.2 A quorum must be present throughout each meeting of the Board. If a quorum is not present at any time, the meeting is not validly convened but this does not affect the validity of any business conducted before the absence of a quorum occurs.

24.5 Board to Continue to Act

24.5.1 If a vacancy on the Board occurs, the remaining Directors on the Board may continue to act.

24.5.2 If the number of remaining Directors is insufficient to constitute a quorum, the Board 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.

24.6 Validity of Acts of Board

All acts done by any meeting of the Board or by any person acting as a Director will be valid even though it subsequently becomes known:

- (a) that there was some defect in the appointment of a person to be a Director;
or
- (b) that a person appointed was disqualified.

24.7 Resolution in Writing

24.7.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

24.7.2 Separate copies of a document may be used for signing by the Directors if the wording of the resolution and the statement is identical in each copy.

24.7.3 The resolution is passed when the last Director signs.

24.8 Electronic Communication

24.8.1 For the purposes of this Constitution, the contemporaneous linking together by Instantaneous Communication Device of a number of Directors being not less than the quorum (whether or not any one or more of the Directors is out of Australia), shall be deemed to constitute a meeting of the Board duly convened and held with persons actually present so long as:

- (a) all the Directors being entitled to receive notice of the Directors' meeting shall receive notice of such a meeting and such notice may be given by any means authorised by this Constitution;
- (b) each of the Directors taking part in the meeting by Instantaneous Communication Device must be able to hear the Chairperson and each of the other Directors taking part during the meeting; and
- (c) at the commencement of the meeting, each Director must acknowledge his or her presence to all the other Directors taking part.

24.8.2 A Director may not leave the meeting by disconnecting his or her Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairperson of the meeting.

24.8.3 A Directors' meeting by Instantaneous Communication Device shall not be invalidated by any voluntary or involuntary disconnection of a participant, provided that sufficient persons are still able to hear each other to constitute a quorum.

24.8.4 A minute of the proceedings at a meeting by Instantaneous Communication Device shall be prepared by the Secretary or such duly appointed person and shall be prima facie evidence of the proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting.

25 CHAIRPERSON

25.1 Election of Chairperson

25.1.1 The Chairperson shall be elected for one (1) year by a majority decision of the Board from their number at the first meeting after each annual general meeting.

25.1.2 The Chairperson must also be a Member of V.I.T.A.L. ProJeX.

25.2 Chairperson to Preside

25.2.1 If the Directors have elected one of their number as Chairperson of their meetings, he or she shall preside as Chairperson at every general meeting.

25.2.2 Where a general meeting is held and:

- (a) a Chairperson has not been elected as provided by Clause 25.1; or
 - (b) the Chairperson is unwilling to act or unable to attend the meeting;
- the Members present may elect one of their number to be Chairperson of the meeting.

25.2.3 The Chairperson shall have the casting vote in the event of a tied vote.

25.3 Chairperson's Membership of Subcommittees

The Chairperson is an ex-officio member of all subcommittees from time to time created and shall be notified of the time and place of all meetings of subcommittees unless the Chairperson or the Board otherwise directs.

26 SECRETARY

26.1 The Secretary will be appointed by the Board on terms and conditions determined by the Board.

26.2 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.

26.3 The Board may at any time remove or replace the Secretary.

26.4 The Secretary does not have the right to vote unless the Secretary is also a Director.

27 INTERESTED DIRECTORS

27.1 Notice Requirements

Provided that a Director of V.I.T.A.L. ProJeX who is in any way directly or indirectly interested in a contract or proposed contract with V.I.T.A.L. ProJeX, or in any contract or arrangement entered into by or on behalf of V.I.T.A.L. ProJeX, has declared the nature of his or her interest at a meeting of the Board, and the Board has passed the resolution that:

- (a) specifies the Director and their interest in the matter; and
- (b) states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter;

then:

- (c) such Director shall not be disqualified by his or her office from contracting with V.I.T.A.L. ProJeX either as vendor, purchaser, or otherwise;
- (d) no contract made by that Director with V.I.T.A.L. ProJeX and no contract or arrangement entered into by or on behalf of V.I.T.A.L. ProJeX in which that Director is in any way interested shall be voided by reason only of such Director holding his or her office or of the fiduciary relationship thereby established;
- (e) the Director so contracting or being so interested shall not be liable to account to V.I.T.A.L. ProJeX for any profit realised by such contract or arrangement or by reason only of such Director holding his or her office or of the fiduciary relationship thereby established; and
- (f) such Director may in respect of any contract or arrangement in which he or she is so interested may:
 - (i) vote;
 - (ii) execute any deed or document on behalf of V.I.T.A.L. ProJeX; and
 - (iii) count in a quorum.

27.2 Sufficient Disclosure

A general notice that a Director is a Director or Member of any specified company or firm and is to be regarded as interested in all subsequent transactions with such company or firm shall be sufficient disclosure under these Rules in relation to any contract, proposed contract or arrangement so made by such company or firm.

27.3 Other Office May be Held

A Director may hold any other office or place of profit, except that of auditor, in V.I.T.A.L. ProJeX in conjunction with his or her directorship and may be appointed upon such terms as to remuneration, tenure of office or otherwise as the Board decides.

28 SIGNING ON BEHALF OF V.I.T.A.L. PROJEX

28.1 Signing by Company

V.I.T.A.L. ProJeX may execute a document without using a common seal if the document is signed by:

- (a) two (2) Directors of V.I.T.A.L. ProJeX; or
- (b) a Director and the Secretary of V.I.T.A.L. ProJeX.

28.2 Common Seal

V.I.T.A.L. ProJeX may use a common seal. If the seal is affixed to a document, the seal is to be witnessed by:

- (a) two (2) Directors of V.I.T.A.L. ProJeX; or
- (b) a Director and the Secretary of V.I.T.A.L. ProJeX.

29 ACCOUNTS

29.1 Proper Records to be Kept

The Board must ensure that proper accounting and other records are kept.

29.2 Annual Financial Reporting to Members

V.I.T.A.L. ProJeX must report to Members for a financial year by either:

- (a) sending Members copies of:
 - (i) the financial report for the year; and
 - (ii) the directors' report for the year; and
 - (iii) the auditor's report on the financial report; or
- (b) sending Members a concise report for the year that complies with the Law; using any of the methods referred to in sub-clause 31.1.

29.3 General Bank Account

29.3.1 The Board shall cause to be opened with such bank as the Board selects a bank account in the name of V.I.T.A.L. ProJeX into which all moneys received shall be paid as soon as possible after receipt thereof.

29.3.2 The Board shall be responsible for ensuring that all receipts and payments are processed as required by Law and good management practices but may, subject to the approval of V.I.T.A.L. ProJeX's auditor, adopt such methods of receipts, payments and practices as it sees fit.

29.4 Accounts in Relation to Tax Deductible Funds

V.I.T.A.L. ProJeX and any subcommittee of V.I.T.A.L. ProJeX must conduct all and any accounts in relation to tax deductible funds in accordance with the conditions of such tax deductibility and must keep the Auditor of such funds aware of all and any particular obligations in relation to such funds.

30 AUDIT

V.I.T.A.L. ProJeX must appoint a properly qualified Auditor who shall report and otherwise discharge his or her duties as Auditor of V.I.T.A.L. ProJeX under the Law.

31 NOTICES

31.1 Form of Notice

A notice is to be given by V.I.T.A.L. ProJeX to the intended recipient by sending it either:

- (a) by post to the intended recipient's registered address; or
- (b) by facsimile to the intended recipient's registered facsimile number; or
- (c) by email to the intended recipient's email address; or
- (d) by any other means authorised by the Law.

31.2 Notice by Post

Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, whether the notice forms part of or is accompanied by other material, and to have been effected in the case of a notice of a meeting, on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

31.3 Notice by Facsimile

Where a notice is sent by facsimile, service of the notice shall be deemed to be effected on the date of its transmission.

31.4 Notice by Email

Where a notice is sent by email, service of the notice shall be deemed to be effected when notification that the email has been delivered is received from the Member's email server.

31.5 Manner of Notice

Notice of every general meeting shall be given in any manner authorised in this Constitution to every Member eligible to attend and whether or not eligible to vote at general meetings and whose name and address are recorded in the Register.

31.6 Irregularity May Not Invalidate Meeting

The accidental omission to give notice of the meeting or the non-receipt by a Member of a notice of meeting shall not invalidate the proceedings at any meeting of V.I.T.A.L. ProJeX.

32 INDEMNITY

32.1 Indemnity against Liability

To the extent permitted by the Law, V.I.T.A.L. ProJeX shall indemnify every person who is, or who has been a Director or officer of V.I.T.A.L. ProJeX against:

- (a) any liability incurred by them in their capacity as a Director or officer, to a person other than V.I.T.A.L. ProJeX, except where the liability relates to a wilful breach or a contravention of ss 181-184 of the Law;
- (b) any liability for legal costs or expenses incurred by them in defending any proceedings in which judgement is given in their favour; or
- (c) 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.

32.2 Insurance

To the extent permitted by the Law, V.I.T.A.L. ProJeX may insure or pay any premiums on a policy of insurance for a Director or officer of V.I.T.A.L. ProJeX against any liability for which V.I.T.A.L. ProJeX indemnifies the Director or Officer under Clause 32.1.

32.3 Resolution to Grant Indemnity

A Director may vote in favour of a resolution that V.I.T.A.L. ProJeX grant an indemnity pursuant to Clause 32.1, take insurance or pay the premiums on an insurance policy pursuant to Clause 32.2 even though the Director has a direct and material interest in the outcome of that resolution.

33 ALTERATION OF CONSTITUTION

This Constitution or any other constitution for the time being in force, may be altered, rescinded, or repealed and a new constitution may be adopted by special resolution passed by at least seventy five per cent (75%) of the votes cast by members of V.I.T.A.L. ProJeX present in person or by proxy and entitled to vote on the resolution in a general meeting in the manner prescribed by the Law.

34 AMALGAMATION

In furtherance of the Objects of V.I.T.A.L. ProJeX, V.I.T.A.L. ProJeX may amalgamate with any one or more organisations having Objects similar to those of V.I.T.A.L. ProJeX and which shall prohibit the distribution of its income and property amongst its members and which is a fund, authority, or institution which is endorsed as a deductible gift recipient under Subdivision 30-B of the *Income Tax Assessment Act 1997* (Cth) or is exempt from income tax under Section 50-5 of the *Income Tax Assessment Act 1997* (Cth).

**Schedule 1: Details of Directors and Secretary of V.I.T.A.L. ProJeX
Directors FY**

Refer to: Current Members Document

Schedule 2: List of Members

(a) Founding Members

Refer to: Current Members Document

(b) Ordinary Members

Refer to: Current Members Document

Schedule 3: Director Nomination Form

I,, whose signature appears below hereby consent to my nomination for election as a Director of V.I.T.A.L. ProJeX subject to the terms of the Constitution of V.I.T.A.L. ProJeX.

I certify that I am an Ordinary or Founding Member of V.I.T.A.L. ProJeX.

Signed thisday of20.....

.....
Nominee for Director sign here

Nomination

Ibeing a Ordinary or Founding Member of V.I.T.A.L. ProJeX, hereby certify that the above named applicant is a person suitable to be a Director of V.I.T.A.L. ProJeX.

Signed thisday of20.....

.....
Proposer signs here

Ibeing a Ordinary or Founding Member of V.I.T.A.L. ProJeX, hereby certify that the above named applicant is a person suitable to be a Director of V.I.T.A.L. ProJeX.

Signed thisday of20.....

.....
Secunder of proposer signs here

* Strike out whichever is not applicable

Schedule 4: Consent to Act

To: The Board of Directors of
V.I.T.A.L. ProJeX

I hereby consent to act as Director of V.I.T.A.L. ProJeX and I require you to table at the next meeting of the Company the following information:

FULL NAME	
FORMER NAME(S)	
DATE AND PLACE OF BIRTH	
RESIDENTIAL ADDRESS	

Directorships in public companies or their subsidiaries incorporated in any State or Territory of the Commonwealth:

Dated this day of 20

Signature of Director

Name of Director

Schedule 5: Membership Application Form

I,....., of (address).....
....., hereby agree to the Values of V.I.T.A.L. ProJeX and apply to become a member of V.I.T.A.L. ProJeX.

The class of membership to which I seek to be admitted is Ordinary Member.

I agree to be bound by the terms of the Constitution of V.I.T.A.L. ProJeX and supply to the board such information as it may reasonably require to assess this application for membership.

Values of V.I.T.A.L. ProJeX

No person shall become a Director or Member unless and until they have subscribed in writing to the undermentioned Values:

- I regard all people has immense value. I give priority to people before money, structure, systems and other institutional machinery;
- I act in ways that respect the dignity, uniqueness and intrinsic worth of every person -- the poor, the donors, our staff and their families, boards and volunteers. I celebrate the richness of diversity in human personality, culture and contribution;
- I practice a participative, open, enabling style in working relationships. I am teachable and my aim is towards my own personal growth and to encourage the professional, personal and spiritual development of our staff; and
- I understand and fully support the person-centred paradigm that is foundational to all VITAL ProJeX activities and attitudes.

Signed thisday of20.....

.....
[Signature of applicant]

Authorised by Member Signature Name

Authorised by Member Signature Name

Schedule 6: Appointment of Proxy Form

I,of.....
..... being a member of V.I.T.A.L. ProJeX entitled to vote hereby
appoint of
..... or failing him or her
..... of

.....
as my proxy to vote for me on my behalf at the (annual or special as the case may be)
general meeting of V.I.T.A.L. ProJeX to be held on theday
of.....20..... and at any adjournment thereof.

My proxy is directed to vote *in favour of/*against the following resolutions:

.....
.....
.....
.....

Signed thisday of20.....

Note - In the event of the member desiring to vote for or against any resolution, he or she shall instruct his or her proxy accordingly. However, the proxy retains the absolute discretion to vote as he or she thinks fit.

*Strike out whichever is not applicable.

.....
Member or Authorized Officer or Director
granting proxy signs here