

Corporations Act 2001

A Company Limited by Guarantee

THE CONSTITUTION

of

GET HOME SAFE FOUNDATION LIMITED
ACN 624 895 656

Certificate of Registration of a Company

This is to certify that

GET HOME SAFE FOUNDATION LIMITED

Australian Company Number 624 895 656

is a registered company under the Corporations Act 2001 and
is taken to be registered in South Australia.

The company **is limited by guarantee.**

The company is a **public** company.

The day of commencement of registration is
the ninth day of March 2018.



Issued by the
Australian Securities and Investments Commission
on this ninth day of March, 2018.

A handwritten signature in black ink, which appears to read 'James Shipton', is written over a horizontal line. The signature is fluid and cursive.

James Shipton
Chair

Corporations Act 2001
A Company Limited by Guarantee

CONSTITUTION

of

GET HOME SAFE FOUNDATION LIMITED

NAME AND NATURE OF THE COMPANY

1. The name of the company is "Get Home Safe Foundation Limited"
2. The company is a public company limited by guarantee.

REPLACEABLE RULES DISPLACED

3. The provisions of the Act which operate as replaceable rules do not apply to the company.

DEFINITIONS

4. In this constitution:

"Act" means the Corporations Act 2001 (Cwth) as amended from time to time;

"branch office" means any office at which a branch register is kept;

"the Board" or "the Board of directors" means the directors of the company holding office pursuant to this constitution from time to time or such number of them as have authority to act for the company (including any alternate director duly acting as such);

"the company" means Get Home Safe Foundation Limited;

"director" means a member of the Board;

"general meeting" means a meeting of the company's members;

"liability" of a person means a liability incurred by that person as an officer of the company;

"member" means a member elected in accordance with this constitution and whose name is entered in the Register as a member of the company;

"month" means a calendar month;

"objects" means the objects of the Company set out in Clause 9;

"office" means the registered office from time to time of the company;

"regulation" means a regulation or by-law made by the Board in accordance with paragraphs 106-108;

"register" means the register of members kept under the *Corporations Act 2001* and, where appropriate, includes any division register;

"representative" means an executor or administrator and includes the Public Trustee in cases where he or she has been authorised by the Supreme Court or a Judge thereof to administer the estate of the deceased person;

"the seal" means the common seal of the company;

"secretary" means any person appointed to perform the duties of a secretary of the company and includes an honorary secretary;

"Special Resolution" has the meaning given to that phrase by the Act;

"State" means the State of South Australia;

"Term" means the period of three (3) years from the appointment of a director; and

"year" means a calendar year.

INTERPRETATION

5. In this constitution:
 - (a) a reference to a meeting of members includes a meeting of any class of members;
 - (b) a member is taken to be present at a meeting of members if the member is present in person or by proxy or attorney; and
 - (c) a reference to a notice or document in writing includes a notice or document given by fax or another form of written communication.
6. In this constitution, headings are for convenience only and do not affect interpretation, and unless the context indicates a contrary intention:
 - (a) words importing the singular include the plural (and vice versa);
 - (b) words indicating a gender include every other gender;
 - (c) the word "person" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust;
 - (d) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
 - (e) the word "includes" in any form is not a word of limitation.
7. Division 10 of Part 1.2 of the Act applies in relation to this constitution as if it were an instrument made under the Act as in force on the date on which this constitution becomes binding on the company.
8. Except so far as the contrary intention appears in this constitution an expression that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision.

OBJECTS

9. The objects for which the company is established are:
 - (a) To fund and support road safety initiatives;
 - (b) To promote safer behaviour in all aspects of road safety use;
 - (c) To provide support education, training, counselling and other direct relief for persons suffering from the effects of unsafe driving and anti-social behaviour on the roads;
 - (d) To conduct driver and road safety training programs and road safety education programs including programs to schools and other education establishments;

- (e) To promote road safety and create awareness of road safety issues especially for youths;
 - (f) To pursue charitable purposes that are for the public benefits (within the meaning of the Charities Act 2013 as amended from time to time, or if the Charities Act 2013 is no longer in force within the common law meaning of this term).
10. The objects specified in the sub-paragraphs of clause 9 shall be regarded as independent objects and powers respectively and accordingly shall no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and amply a manner and construed in as wide a sense as if each of the said paragraphs define the objects and powers of separate and distinct company.

POWERS

11. Solely for the purpose of carrying out the Objects and not otherwise, the company has the power to do all such things as are necessary, incidental or conducive to the attainment of the Objects and for that purpose and not otherwise, the Company has the legal capacity of an individual with all consequential powers as conferred by Section 124 of the Act.
12. (a) The Company may do all such acts, deeds, matters and things and enter into and make such arrangements as are necessary for, incidental or conducive to the attainment of the Objects of the Company or any of them.
- (b) The Company may make, promulgate and enforce rules, regulations, and by-laws to attain its Objects; and
- (c) In furtherance of its Objects the Company may establish, promote or assist in establishing or promoting and to subscribe to, become a member of, co-operate with or amalgamate with any other association or organisation, whether incorporated or not, the objects of which are similar in whole or in part to those of the Company PROVIDED THAT the Company must 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 those imposed on the Company pursuant to this Constitution.

INCOME AND PROPERTY

13. Subject to clause 14, the income and property of the company whencesoever derived shall be applied solely towards the promotion of the objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever to members of the company. Any income or property of the company not immediately required by the company and remaining after promotion of the objects may, at the discretion of the Board, be distributed to a company or other organisation that has similar objectives to the company.
14. Clause 13 does not prevent the payment in good faith of remuneration to any officer or servant of the company or to any member of the company in consideration for any services actually rendered to the company or reasonable and proper rent for premises let by any member to the company.

PAYMENTS TO DIRECTORS

15. Subject to clause 16, the directors shall be paid out of the funds of the company such remuneration as a unanimous decision of the Board from time to time may determine.
16. Any remuneration payable to any of the directors shall not be increased except by a unanimous decision of the Board.
17. The remuneration paid to any of the directors shall not be by a commission on or percentage of profits or turnover.
18. In addition to the remuneration payable pursuant to clause 15, any director may also be paid:

- (a) for the payment of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the Board; or
 - (b) for any service rendered to the company in a professional or technical capacity, where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or
 - (c) as an employee of the company, where the terms of employment have been approved by a resolution of the Board.
19. Notwithstanding the provisions of clauses 13 and 14, if and whenever the number of directors in office (including the Managing Director) is greater than the number of directors in office at the date of the general meeting at which the directors' remuneration was last determined then:
- (a) any such additional directors shall be entitled to 'be paid by way of remuneration for their services at the same rate per annum as that previously agreed in respect of existing directors (other than the Managing Director); and
 - (b) such payment may be made without the prior approval of the Board.

LIABILITY OF MEMBERS LIMITED

20. The liability of the members of the company is limited.

GUARANTEE BY MEMBERS

21. Every member of the company undertakes to contribute an amount not exceeding twenty dollars (\$20.00) to the property of the company if the company is wound up:
- (a) at a time when that person is a member; or
 - (b) within one (1) year if the time that person ceased to be a member,
- for:
- (c) payment of the debts and liabilities of the company contracted before that person ceased to be a member;
 - (d) payment of the costs, charges and expenses of winding up the company; and
 - (e) adjustment of the rights of the contributories among themselves.

WINDING UP

22. The company shall not be wound up or dissolved except at a general meeting of the company specially convened for that purpose and by resolution carried by a majority of three quarters of the votes recorded in respect to the same and 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 to or distributed amongst the members of the company but shall be given or transferred to a fund or funds, authorities or institutions which or each of which has objects similar of the Company and whose constitution shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution, and in endorsed by the Australian Taxation Office (ATO) as a Deductible Gift Recipient (DGR), such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to such Court as may have or acquire jurisdiction in the matter.

FINANCIAL RECORDS

23. Financial records shall be kept by the company in accordance with Part 2M.2 of the Act.

24. The financial records shall be kept at the office or at such other place or places as the Board shall think fit.

MEMBERSHIP

25. Membership shall not entitle any member to any dividend or capital distribution rights. The rights and privileges of each member are personal to the members and are not transferable by any act of any member or by the operation of law.
26. The members of the company shall be such persons as the Board admits to membership pursuant to this constitution and the regulations and shall consist of:
- (a) natural persons ("individual members"); and
 - (b) bodies corporate incorporated or recognised under a law of the Commonwealth of Australia or State or Territory of Australia ("corporate members").
27. Every member of the company shall be bound to further the Objects, interests, influence and standing of the company to the best of his, her or its ability and shall observe the rules and regulations of the company in force from time to time.
28. Every applicant for membership is eligible to become a member of the company.
29. All applications for membership must:
- (a) be on the form provided by the company;
 - (b) bear the consent of the applicant endorsed; and
 - (c) be forwarded to the secretary.
30. Every applicant for membership must undertake, as a condition of admission, to pay to the company such entrance fee (if any) and annual subscription as may from time to time be payable to the company in accordance with this constitution.
31. Following the receipt of any application for membership the Board must consider such application at the next meeting of the Board and vote by ballot to determine the admission or rejection of the applicant. No applicant shall be accepted unless a majority of the directors present at the meeting vote to accept the application.
32. All applications for membership may be granted or declined by the Board without the necessity to give any reason therefore.
33. When a candidate has been accepted for membership:
- (a) the candidate agrees to be bound by the provisions of this Constitution;
 - (b) the secretary shall forthwith send to the applicant written notice of his or her acceptance and a request for payment of his or her entrance fee (if any) and first annual subscription;
 - (c) upon payment of the entrance fee (if any) and first annual subscription, the applicant shall become a member of the company; and
 - (d) if the payment is not made within two (2) calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the application for membership of the company.
34. The entrance fee (if any) and annual subscriptions payable by members shall be as prescribed by the Board from time to time by regulation.
35. All annual subscriptions shall become due and payable in advance on 30th June in every year.

36. The Board may, if hardship or other sufficient cause is shown, reduce or remit any entrance fee or annual subscription payable by a member.
37. There shall be kept in the office under the control of the Board a register of members wherein shall be entered the name of each member and:
 - (a) address and occupation of each individual member; and
 - (b) principal place of business of each corporate member.

CESSATION OF MEMBERSHIP

38. A member may at any time by giving notice in writing to the secretary resign his, her or its membership of the company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his, her or its resignation and for all other moneys due by him, her or it to the company and in addition for any sum not exceeding twenty dollars (\$20.00) for which he, she or it is liable as a member of the company under clause 21.
39. A member will cease to be a member of the Company if the member dies.
40. Subject to clause 41, if any member wilfully refuses or neglects to comply with the provisions of the constitution of the company or is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the company, the Board shall have power by resolution to censure, fine, suspend or expel the member from the company.
41. At least one (1) week before the meeting of the Board at which a resolution of the kind mentioned in clause 40 is to be considered, the member concerned:
 - (a) must be given written notice of the meeting and of what is alleged against him, her or it and of the intended resolution, and the member must at that meeting and before the passing of that resolution, be given an opportunity to give orally or in writing any explanation which the member may think fit; and
 - (b) may by notice in writing lodged with the secretary at least twenty four (24) hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the company in general meeting.
42. The Board may declare a member to have forfeited his, her or its membership and may direct his, her or its name to be removed from the Register provided that at the meeting such a resolution is passed by a majority of at least two thirds of the directors present.
43. If a member elects to have the matter dealt with by the company in general meeting, a general meeting of the company shall be called for the purpose and, if at the general meeting such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly, and in the case of a resolution for his, her or its expulsion, the member shall be expelled.

GENERAL MEETINGS

44. An annual general meeting of the company shall be held in accordance with the provisions of the Act. All other general meetings other than the annual general meeting shall be called extraordinary general meetings.
45. Any director may whenever he or she thinks fit convene a general meeting. General meetings shall also be convened on such requisition or in default may be convened by such requisitions as provided by sections 249D or 249E of the Act.
46. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty one (21) days' notice at 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) shall be given to such persons as are entitled to receive such notices from the company. However, the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

47. A notice of general meeting shall:
- (a) set out the place (which shall unless the Board otherwise determines be in South Australia), date and time for the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this);
 - (b) state the general nature of the business to be transacted at the meeting;
 - (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - (d) contain a statement that a member has the right to appoint a proxy who must be a member of the company.

PROCEEDINGS AT GENERAL MEETINGS

48. All business shall be deemed special that is transacted at an extraordinary general meeting and also that which is transacted at any annual general meeting with the exception of the consideration of accounts, balance sheets and the reports of directors and auditors, the election of directors in the place of those retiring and the appointment of the auditors.
49. (a) 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.
- (b) No resolution shall be passed at any general meeting unless a quorum of members is present at the time when the resolution is put to the vote of the meeting.
- (c) Save as herein otherwise provided, one quarter of members entitled to be present and vote.
- (d) If a member attending a general meeting is also a proxy for a member, he, she or it shall be counted only once in determining whether a quorum is present.
50. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, 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 members present (being not less than three (3)) shall be a quorum.
51. (a) The chairman, if any, of the Board shall preside as chairman at every general meeting of the company, or if there is no chairman, or if he or she is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-chairman or one of the directors to be chosen at the meeting shall be the chairman.
- (b) If the vice-chairman or such a director is not present or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting.
52. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by 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 given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice to the members of an adjournment or the business to be transacted at an adjourned meeting.
53. 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 (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairman; or

- (b) by at least one tenth of the total voting rights of all members sharing the right to vote at the meeting either present in person or by proxy. -

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the 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.

54. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
55. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
56. Every member present shall have one (1) vote.
57. **No** member not personally present shall be entitled to vote on a show of hands unless such member is a corporation present by proxy or by attorney or a company present by a representative duly authorised in accordance with the Act in which case such proxy or representative or attorney may vote on a show of hands as if he or she were a member of the company.
58. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the Act relating to mental health may vote, whether on a show of hands or on a poll, by his or her committee or trustee or by such other person as properly has the management of his or her estate, and any such committee, trustee or other person may vote by proxy.
59. No member shall be entitled to vote at any general meeting if his or her annual subscription (if any) is more than two (2) months in arrears at the date of the meeting.
60. No objection shall be raised to the qualification of any voter or to the validity of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
61. A member may appoint a proxy to vote on his or her behalf and may direct the proxy to either vote for or against each or any resolution.
62. (a) An instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing.
- (b) A proxy need not be a member of the company.
- (c) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy shall not be entitled to vote on the resolution except as specified in the instrument.
- (d) An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy shall not vote in respect of the resolution.
- (e) Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit.
- (f) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (g) The Board shall at the cost of the company issue with every notice of a general meeting of members or any class thereof a form of proxy for use by members.

- 63. 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 or, in the case of a poll, not less than forty eight (48) hours before the time appointed for the taking of the poll. In default the instrument of proxy shall not be treated as valid provided that any member who is or intends to be absent or resident abroad may deposit in the office of the company an instrument duly stamped (if necessary) appointing a proxy valid for all meetings whatever during such absence or residence and until revocation.
- 64. Any member may by power of attorney duly executed appoint an attorney to act on his or her behalf at all meetings of the company and such power of attorney or evidence thereof to the satisfaction of the directors shall be deposited at the registered office of the company in the same manner as provided in clause 63. Such attorney may (if authorised) appoint a proxy for the member granting the power of attorney. Subject to compliance with the foregoing provisions every such attorney shall be capable of attending and voting at meetings whether or not he or she is a member of the company.
- 65. Any corporation or company being a member and entitled to vote at a general meeting may, by resolution of its directors or other governing body authorise any person, whether or not a member of the company, to act as its representative and such representative shall, in accordance with his or her authority and until his or her authority is revoked by the corporation or company, be entitled to exercise the same powers on behalf of the corporation or company which he or she represents as that corporation or company could exercise if it were an individual shareholder of the company.
- 66. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- 67. An instrument appointing a proxy shall be in the following form altered to meet the particular circumstances of each case or in such other form as the Board approves:

I, _____ of _____

being a member of the company, hereby appoint

of _____ or, failing him/her,

of _____

as my proxy to vote for me and on my behalf at the *annual general/*general meeting of the company to be held on the _____ day of _____ 20____ and at any adjournment of that meeting.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

For Against Abstain

[Description of resolution]

DATED the _____ day of _____ 20____

Signature

INSTRUCTIONS

- (i) A proxy must be a member of the company.

- (ii) *To direct the appointee to cast your vote in respect of an item of business in a particular manner either on a show of hands or on a poll, place a sufficient indication (including, without limitation, a tick or a cross) in the relevant box in respect of that item of business.*

68. Notwithstanding clauses 48 to 67 inclusive:

- (a) the company may hold a meeting of its members at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate; and
- (b) subject to section 249A of the Act, the company may pass a resolution without a general meeting being held if all the members 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.

69. Minutes of all resolutions and proceedings of meetings of the company and of the Board shall be duly entered in books. Any such minutes as aforesaid if signed by any person purporting to be the chairman of the meeting at which such resolutions were passed or proceedings had or by the chairman of the next succeeding meeting, shall be received as sufficient evidence of the facts minuted in all legal proceedings. Until the contrary is proved, every meeting in respect of the proceedings of which minutes have been so made shall be deemed to have been duly convened and held and all resolutions passed and taken and all appointments of directors, managers, secretaries, auditors or liquidators shall be valid notwithstanding any defect that may be discovered in their appointments or qualifications. Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

THE BOARD OF DIRECTORS

70. Until otherwise determined by the Board, the number of directors (not including the alternative directors) shall be three (3) and each director shall serve for a Term.

71. At every annual general meeting of the company any director who, at the date of that meeting, shall have served a full Term shall retire ("the Retiring Director") but shall be subject to clause 72 and the requirement that such Retiring Director shall be eligible to hold office until the dissolution or adjournment of the meeting at which their successor(s) (if any) are elected.

72. A Retiring Director shall be eligible for re-election for a further Term at the same meeting at which their retirement is effective.

73. (a) Any member may nominate a person for election as a Director;

(b) All nominations for election as a Director must be made in writing in the manner approved by the Board, signed by a nominator member and seconded by another member and lodged with the Secretary;

(c) All nominations for election as a Director must have complied with Clauses 73(d), 73(e) and 73(f) before being voted on at a General Meeting.

(d) The Company may by resolution passed in General Meeting:

(i) elect a Director; and

(ii) remove a Director for cause before the end of the Director's term of office.

74. In the case of a director who has been removed from office before the expiration of his or her period of office and another has been appointed in his or her stead, the person so appointed shall be subject to retirement at the same time as if he or she had become a director on the day on which the director in whose place he or she is appointed was last elected a director.

75. (a) Any director may, from time to time, appoint any person who is approved by the majority of the directors to be an alternate or substitute director to act in his or her place at any meeting of the directors at which he or she is unable to be present.

- (b) The appointee while he holds office as an alternate director, shall be entitled to notice of meetings of the directors and to attend and vote thereafter as a director, and to exercise all the powers of the appointer in his or her place.
 - (c) An alternate or substitute director shall not be entitled to be remunerated otherwise than out of the remuneration of the director appointing him or her and shall ipso facto vacate office if and when the appointer vacates office as a director or removes the appointee from office.
 - (d) Any appointments so made may be revoked at any time by the appointor or by a majority of the other directors, and any appointment or revocation under this clause shall be effected by notice in writing to be delivered to the secretary of the company.
76. The Board shall have the power at any time, and from time to time, to appoint any person to a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with this Constitution. Any person appointed under this Clause shall retire at the first Annual General Meeting following their appointment but shall be eligible for re-election.
77. An office-bearer or other director elected in accordance with this constitution shall take office at the conclusion of the annual general meeting at which he or she is elected and shall, subject to this constitution, hold office until the conclusion of the next succeeding annual general meeting.
78. The company may, by resolution of which special notice pursuant to section 203D of the Act has been given, remove any office-bearer or other director before the expiration of his or her period of office, and may by a resolution appoint another person in his or her stead; the person so appointed shall hold office only until the next following annual general meeting.
79. The office of a director shall become vacant if the director:
- (a) becomes an insolvent under administration or makes any arrangement or composition with his or her creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (c) ceases to be a director by operation of part 2D.6 of the Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health;
 - (e) resigns his or her office by notice in writing to the 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 otherwise than as provided by clauses 15 to 18 inclusive;
 - (h) ceases to be a member of the company; or
 - (i) is suspended from membership of the company by virtue of clause 40 or clause 41.
80. If a casual vacancy occurs on the Board, the Board shall appoint another member to fill the vacancy for the balance of the term of office that the former office-bearer or other director would otherwise have served.

POWERS AND DUTIES OF THE BOARD

81. (a) Subject to the Act and to any other provision of this constitution, the business and affairs of the company shall be managed by the Board, which may exercise all such powers of the company as are not, by the Act or by this constitution, required to be exercised by the company in general

meeting; subject, nevertheless, to such directions, not being inconsistent with the Act or this constitution, as may be given by the company in general meeting, provided that no such direction shall invalidate any prior act of the Board which would have been valid if that direction had not been given.

- (b) Without limiting the generality of clause 81(a), the Board may exercise all the powers of the company:
- (i) to borrow and raise money;
 - (ii) to charge any property or business of the company and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person;
 - (iii) to determine who shall be entitled on behalf of the company to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;
 - (iv) to pay the costs, charges and expenses incidental to the promotion, management and regulation of the company; and
 - (v) to make, amend and repeal regulations, not being inconsistent with the Act or this constitution, in relation to the affairs of the company.

82. Any regulation for the time being in force shall be binding on the members of the company as if it were included in this constitution.

83. The Board shall cause minutes to be made:

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

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

PROCEEDINGS OF THE BOARD OF DIRECTORS

84. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A director may at any time and the secretary shall on the requisition of a director convene a meeting of the Board.
85. 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 directors present shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote (unless otherwise determined by the Board).
86. The quorum necessary for the transaction of the business of the Board shall be two (2) or such greater number as may be fixed by the Board. A meeting at which a quorum is present may exercise all or any of the authorities' powers and discretions vested in or exercisable by the Board generally.
87. The continuing directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by clause 86 as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the company, but for no other purpose.

88. (a) The Board shall elect a chairman and determine the period for which he or she is to hold office, such chairman to be a director and a member.
- (b) The chairman shall preside as chairman at every meeting of the Board, or if there is no chairman, or if at any meeting he or she is not present within ten (10) minutes after the time appointed for holding the meeting or if being present he or she is unwilling to preside, any other director shall be chairman or if a director is not present at the meeting then the members may choose one of their number to be chairman of the meeting.
89. A director shall not vote in respect of any contract or proposed contract with the company in which he or she is interested, and if the director does so vote his or her vote shall not be counted.
90. (a) 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 Act or the general Law) to one or more committees consisting of such member or members of the company as the Board thinks fit and may revoke all or any of the powers so delegated.
- (a) Any committee so formed shall conform to any regulations that may be given by the Board and subject thereto shall have power to co-opt any member or members of the company.
- (b) All members of such committees shall have one (1) vote.
- (c) The chairman shall be an ex officio member of all committees.
- (d) Any member of the committee so formed may be paid such remuneration as the Board may from time to time determine out of the funds of the company.
91. The Board may appoint one or more advisory committees consisting of such member or members of the Board as the Board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be given by the Board and subject thereto shall have power to co-opt any member or members of the company and all members of such advisory committees shall have one (1) vote.
92. A committee may elect a chairman of its meetings. If no such chairman is elected or if he or she is not present at the time appointed for holding any meeting, the members present shall choose one of their number to be chairman of such meetings.
93. Every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
94. All acts done by any meeting of the Board or of a committee or by any director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, committee or director, or that the directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director or committee member.
95. (a) If all of the directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a director or, if the directors signed the document on different days, on the day on which, and at time at which, the document was last signed by a director.
- (b) For the purpose of clause 95(a), two or more separate documents containing statements in identical terms each of which is signed by one or more directors shall together be deemed to constitute one document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents.
- (c) A reference in clause 95(a) to all of the directors does not include a reference to a director who, at a meeting of the Board, would not be entitled to vote on the resolution.

96. (a) Provided that all of the directors consent, the directors may participate in a meeting of the Board by means of any technology allowing all persons participating in the meeting to hear each other at the same time. Any director participating in such a meeting shall for the purposes of this constitution be deemed to be personally present at the meeting.
- (b) The consent of a director to the use of technology may be a standing one.
- (c) Any consent of a director to the use of technology may be withdrawn only within a reasonable period prior to a meeting at which the technology is to be used.

SECRETARY

97. (a) The Board may in accordance with 2D.4 of the Act appoint a secretary for such term, at such remuneration and upon such conditions as it thinks fit, and any secretary so appointed may be removed by it.
- (b) The Secretary for the time being shall unless otherwise determined by the directors be the public officer of the company and shall in that capacity and on behalf of the company supply all returns and do all acts and things which by taxation laws or regulations (Federal or State) for the time being in force may be required of the company or the public officer thereof.
- (c) Nothing herein shall prevent the Board from appointing a member of the company as honorary secretary, and any member so appointed shall forthwith become an office-bearer of the company and, if not already a director, ex officio a director, and any member so appointed shall be subject to the provisions of clauses 15 to 18 inclusive.

SEAL

98. (a) The Board shall provide for the safe custody of the company seal.
- (b) The seal shall be used only by the authority of the Board or of a committee of the Board authorised by the Board to authorise the use of the seal, and every instrument to which the seal is affixed shall be signed by a director and be countersigned by another director or by a secretary.
- (c) Subject to the following provisions of this clause, the signatures required by clause 98(b) hereof on a document to which the common seal is affixed may be imposed by some mechanical means.
- (d) Signatures shall not be imposed by mechanical means on any certificate or other document unless such certificate or other document has first been approved for sealing or signature (as the case may be) by the directors or other authorised person or persons.

INSPECTION OF BOOKS

99. The directors shall determine whether and to what extent, and at what time and places and under what conditions, the books of the company or any of them will be open to the inspection of members other than directors, and a member other than a director shall not have the right to inspect any document of the company except as provided by law or authorised by the directors or by the company in general meeting.

FINANCIAL REPORT

100. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every:
- (a) annual financial report;
- (b) report of the directors for the year; and
- (c) report of the auditor or auditors on the financial report

as required by the Act.

101. The books of account shall be kept at the office or at such other place or places as the directors shall think fit.
102. The Board shall lay before each annual general meeting:
- (a) the financial report;
 - (b) the report of the directors; and
 - (c) the report of the auditor or auditors
- for the last financial year ended before the annual general meeting.

AUDIT

103. A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with section 327 of the Act.

NOTICE

104. (a) A notice may be given by the Company to any member in the following ways:
- (i) personally, by giving it to the member;
 - (ii) by leaving it addressed to the member at the member's address;
 - (iii) by facsimile to the member at the member's facsimile number;
 - (iv) by e-mail to the member's electronic address;
 - (v) by post by sending it addressed to the member at the member's address; or
 - (vi) otherwise by any method (including by advertisement) as the Board may determine.
- (b) Where the Company is required by the Act or this Constitution to:
- (i) give information in writing;
 - (ii) provide a signature;
 - (iii) produce a document;
 - (iv) record information; or
 - (v) retain a document,
- that requirement is taken to have been met if the Company uses an electronic communication or an electronic form of the relevant document, and the Company complies with any further requirements of the *Electronic Transactions Act 1999* (Cth).
- (c) Any notice sent by post will be deemed to have been served on the day following the day on which the notice is posted.
 - (d) Any notice sent by facsimile or other electronic means will be deemed to have been served on the same day that it is sent.
 - (e) Any notice served on a member personally or left at the member's address will be deemed to have been served when delivered.
 - (f) A notice sent by post will be properly served if the notice was correctly addressed and was posted

with the required postage. A certificate in writing signed by any manager, secretary or other officer of the Company that the notice was so addressed and posted is conclusive evidence of proper service by post.

- (g) The signature to any notice to be given by the Company may be written, printed or provided by electronic means.
 - (h) Where a given number of days' notice or notice extending over any other period is required to be given, the day on which notice is deemed to be given will not be counted in the number of days or other period.
105. (a) Notice of every general meeting shall be given in the manner authorised by clause 104 to:
- (i) every member except those members for whom the company has no registered address or other address for the giving of notices to him or her; and
 - (ii) the auditor or auditors for the time being of the company.
- (b) No other person shall be entitled to receive notices of general meetings.

INDEMNITY

106. Subject to clause 107, to the maximum extent permitted by law:

- (a) the Company:
 - (i) must indemnify each member of the Board and Secretary and each former each member of the Board and Secretary; and
 - (ii) may indemnify any other Officer or former Officer of the Company,
against any liability (other than legal costs) incurred in acting as a member of the Board, Secretary, or other Officer of the Company, or as a director or secretary of another company at the request of the Company, other than:
 - (iii) a liability owed to the Company;
 - (iv) a liability for a pecuniary penalty order under section 131?G or a compensation order under section 131?H or 131?HA of the Act; or
 - (v) a liability that did not arise out of conduct in good faith;
- (b) the Company:
 - (i) must indemnify each member of the Board and Secretary, and each former member of the Board and the Secretary; and
 - (ii) may indemnify any other Officer or former Officer
for costs and expenses incurred by a member of the Board, Secretary or other Officer of the Company, in defending an action for a liability incurred in acting as a member of the Board, Secretary or other Officer of the Company, or as a director or secretary of another company at the request of the Company, except for legal costs incurred:
 - (iii) in defending or resisting any proceedings, whether civil or criminal, in which the member of the Board, Secretary or other Officer of the Company, is found to have a liability for which they could not be indemnified under clause 106(a) above;
 - (iv) in defending or resisting any proceedings, whether civil or criminal, in which the member of the Board, Secretary or other Officer of the Company, is found guilty;
 - (v) in defending or resisting any proceedings brought by the ASIC or by a liquidator for a court

order if the grounds for making the order are found by the court to have been established, except for costs incurred in responding to actions taken by the ASIC or a liquidator as part of an investigation before commencing proceedings for the court order; or

- (vi) in connection with proceedings for relief to the member of the Board, Secretary or other Officer of the Company, under the Act in which the relief is denied by the court; and
 - (c) the Company may make a payment, or agree to make a payment, whether by way of advance, loan or otherwise, for any legal costs incurred by a member of the Board, Secretary or other Officer of the Company, including a member of the Board and Secretary who is or was, at the request of the Company, serving as a director or secretary of another company, on the condition that the member of the Board or Secretary or, other Officer of the Company, must repay the amount paid by the Company to the extent that the Company is ultimately found not liable to indemnify the member of the Board, Secretary or, other Officer of the Company, for those legal costs.
107. Subject to clause 108, to the maximum extent permitted by law the Company may pay, or agree to pay, a premium for a contract insuring a person who is or has been a member of the Board, Secretary or other Officer of the Company, including a person who is or has been, at the request of the Company, a director or secretary of another company, or a member of the Board, Secretary or other Officer of a subsidiary of the Company, against a liability incurred by the person in that capacity, including a liability for legal costs, unless the liability:
- (a) arises out of conduct involving wilful breach of duty in relation to the Company; or
 - (b) arises out of a contravention of sections 182 or 183 of the Act.
108. The Company must not indemnify any person in respect of any liability or legal costs pursuant to clause 106, or pay any premium for a contract pursuant to clause 107, if and to the extent that the Company is prohibited by law from doing so.
109. For the purposes of this Constitution "Officer" shall have the same meanings as given to those terms in the Act.

REGULATIONS AND BY-LAWS

110. The board shall have the power from time to time to make such regulations and by-laws as are in its opinion necessary and desirable for the proper control, administration and management of the company's affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such regulations and by-laws .
111. Notwithstanding clause 109, the company may in general meeting amend or repeal any regulation or by-law made by the Board.
112. Any regulation and by-law shall:
- (a) be subject to this constitution;
 - (b) not be inconsistent with any provision of this constitution; and
 - (c) when in force, be binding on all members and shall have the same effect as this constitution.

PUBLIC FUND

- 113.
- (1) The Company will establish and maintain a public fund to be called "The Get Home Safe Foundation Public Fund".
 - (2) Donations will be deposited into the public fund and these monies will be kept separate from other funds of the Company and will only be used to further the principal purpose of the Company. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

- (3) The Company agrees to comply with any rules that the Federal Treasurer and any other relevant minister may make to ensure that the gifts made to the fund are used only for its purpose.
- (4) The fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the objectives of the Company.
- (5) No monies/assets in this fund will be distributed to members or office bearers of the Company, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (6) Receipts for gifts to the public must state:
 - (a) the name of the public fund and that the receipt is for a gift made to the public fund;
 - (b) the Australian Business Number of the Company;
 - (c) the fact that the receipt is for a gift; and
 - (d) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.
- (7) If upon the winding-up or dissolution of the public fund there remains after satisfaction of all its debts and liabilities any property or funds, the property or funds shall not be paid to or distributed among members of the company, but shall be given or transferred to some other fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and which complies with all the requirements relating to such tax deductibility.
- (8) If the Company is wound up or if any endorsement of the Company as a deductible gift recipient is revoked, the following assets remaining after the payment of the Company's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:
 - (a) gifts of money or property for the principal purpose of the Company;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
 - (c) money received by the Company because of such gifts and contributions.