~~November 2021~~[●] 2026

Constitution of .au Domain Administration Limited

ACN 079 009 340

Incorporating amendments up to and including those passed at an Annual General Meeting of the members on ~~16 November 2021~~[●].

Marina Go AM	Independent Chairperson
Signed	

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Constitution of .au ~~domain administration~~Domain Administration Limited

.au Domain Administration Limited

ACN 079 009 340

1. PRELIMINARY

1.1 Company limited by guarantee

The Company is limited by guarantee and the liability of members is limited as provided in this document.

1.2 Objects of the Company

The Company is formed with the following objects:

(a) to be the administrator of, and the Australian self-regulatory policy body for the .au ccTLD and its associated second level domains;

(b) to maintain and promote the operational stability and utility of the .au ccTLD and more generally, the internet's unique identifier system, and to enhance the benefits of the internet to the wider community;

(c) to ensure a cost effective administration of the .au ccTLD and its sub-domains;

(d) to develop and establish a policy framework for the development and administration of the .au ccTLD including:

(i) rules governing the operations of second level domain registries;

(ii) the creation of second level domains;

(iii) rules governing the accreditation of registrars and registry operators;

(iv) rules governing the registration of names within second level domains and access to second level domain registries; and

(v) ensuring that registrars have equal access to second level registry services.

(e) to manage the operation of critical technical functions including:

(i) the primary and secondary .au name servers;

(ii) zone files for second level domains; and

(iii) a searchable data base containing information on registrations within the .au ccTLD;

(f) to liaise with national and international bodies on issues relating to the development and administration of domain name systems; and

(g) to establish appropriate complaints handling and dispute resolution processes to provide for conciliation or redress of grievances on matters associated with the administration of the .au ccTLD.

1.3 Application of income and property

Subject to rules ~~1.4~~1.4 and ~~10.1~~10.1, the Company must apply its income and assets solely towards promoting the objects of the Company as stated in rule ~~1.2~~1.2. No part of the Company's income or assets may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to members.

1.4 Certain payments allowed

Rule ~~1.3~~1.3 does not prevent the payment of reasonable remuneration to any officer or employee of the Company or to any member of the Company or other person in return for services rendered to the Company. In addition rule ~~1.3~~1.3 does not prevent the Company paying to a member:

(a) interest on money lent by the member to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;

(b) reasonable remuneration for goods supplied by the member to the Company in the ordinary course of business; and

(c) reasonable rent for premises leased by the member to the Company.

1.5 Replaceable rules

The replaceable rules referred to in section 141 do not apply to the Company and are replaced by the rules set out in this document.

1.6 Definitions

The following definitions apply in this document.

.au ccTLD means the country code top level domain that is the area of the internet domain system administered by Australia. For example ".au" in the internet address "www.auda.org.au".

Act means the *Corporations Act 2001* (Cth).

Advisory Committee means a committee established under rule ~~4~~4 to provide advice to the Board~~, including, without limitation, the General Advisory Standing Committee and the Technical Advisory Standing Committee~~.

Appointed Director means a person appointed as a Director by the Board under rule ~~5.4~~5.4.

~~**Associate Member** means any person permitted by the Board to be an Associate Member in accordance with Schedule 1.~~

Board means the Directors acting collectively under this document.

Company means the company named at the beginning of this document whatever its name is for the time being.

~~**Department** means the Australian Government Department of Infrastructure, Transport, Regional Development and Communication, or any successor department of the Australian Government.~~

Director means a person who is, for the time being, an Elected Director or Appointed Director of the Company.

Direct Vote means a vote on a resolution delivered following a determination by the Board under rules ~~17.4 to 17.6~~17.4 to 17.6 inclusive and in accordance with those rules (including any regulations made under rule ~~17.4~~17.4 by the Board).

~~**Early Transition Date** means the date that is 30 days after both of the following conditions are satisfied:~~

~~(a) the number of Associate Members exceeds 12,500; and~~

~~(b) the Board has notified the Department in writing that the number of Associate Members has exceeded 12,500 and either:~~

~~(i) the Department has notified the Board in writing that it approves the transition of Associate Members to members; or~~

~~(ii) 30 days has passed since the Department was notified of the transition and the Department has not notified the Board in writing that it disapproves of the transition of Associate Members to members.~~

Elected Director means a person elected as a Director by the Company in general meeting under rule ~~5.5~~5.5 or appointed to fill a casual vacancy pursuant to rule ~~5.10~~5.10.

~~**General Advisory Standing Committee** means the Advisory Committee established under rule 4.2.~~

Independent Chairperson means the Appointed Director appointed as the Independent Chairperson pursuant to rule ~~5.7~~5.7.

~~**Late Transition Date** means the date that is four years after the date of adoption of this constitution.~~

~~(c)~~ **member** means a person admitted as a member pursuant to rule ~~2.1 and, for the avoidance of doubt, does not include an Associate Member~~2.1**.**

Nomination Committee means the committee established and maintained by the Board under rule ~~5.3~~5.3.

ordinary resolution means a resolution passed at a meeting of members by a majority of the votes cast by members entitled to vote on the resolution.

Primary Email Address means the [primary email] address listed on the register for that member at the time of the relevant notice of communication.

Related Body Corporate has the meaning given by section 50 of the Act.

Register means the register of members kept as required by sections 168 and 169.

Returning Officer means the person appointed to that role by the Independent Chairperson at a meeting of members (or the person appointed or elected (as applicable) chair in accordance with rule ~~14.4~~14.4).

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

special resolution has the meaning given by section 9.

~~**Technical Advisory Standing Committee** means the Advisory Committee established under rule 4.3.~~

~~**Transition Date** means the earlier of:~~

~~(a) the Early Transition Date; and~~

~~(b) the Late Transition Date.~~

Virtual Meeting has the meaning given in rule ~~13.7(b)~~13.7(b).

1.7 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

(a) A reference to:

(i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;

(ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;

(iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and

(iv) anything (including a right, obligation or concept) includes each part of it.

(b) A singular word includes the plural, and vice versa.

(c) A word which suggests one gender includes the other genders.

(d) If a word is defined, another part of speech has a corresponding meaning.

(e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

(f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.

(g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.

(h) A reference to a power is also a reference to authority or discretion.

(i) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.

(j) A word (other than a word defined in rule ~~1.6~~1.6) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.

(k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. MEMBERSHIP

2.1 Members

~~The~~Subject to rules 2.5 and 2.6, the members of the Company are:

(a) the members ~~of the Nomination Committee, appointed under rule 5.3 prior to the Transition Date other than a person who is nominated by the Department to be a member of the Nomination Committee as a representative of the Department; and~~on the register of members on the date of adoption of this Constitution; and

(b) any other person the Board admits as a member~~, provided that the Board must not admit any person as a member under this sub-rule 2.1(b)(b) until after the Transition Date~~ in accordance with this Constitution.

2.2 Limited liability of members

If the Company is wound up each member undertakes to contribute to the assets of the Company up to an amount not exceeding $10 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a person ceases to be a member.

2.3 Eligibility for membership

~~(i) Prior to the Transition Date, any person who is a member of the Nomination Committee is a member of the Company.~~

(a) ~~(b) On and from the Transition Date, any~~Any person is eligible to be a member if that person is eligible to hold a .au domain name licence under the policy published by the Company.

(b) ~~(c)~~ Unless the Board determines otherwise, a person may not be admitted to membership if, in the opinion of the ~~board~~Board, the person would be disqualified from managing a corporation under Part 2D.6.

(c) ~~(d)~~ Any person who is a Related Body Corporate of another member is not eligible to be a member of the Company. A member must immediately notify the Company upon becoming aware of a breach of this rule.

~~(i)~~

2.4 Cessation of Membership

Persons who are or become members of the Company will hold membership until the earlier of:

(a) the day on which that person resigns as a member in accordance with rule 2.5 of this Constitution;

(b) the day on which that person is expelled as a member in accordance with rule 2.6 of this Constitution;

(c) the date on which the member (if an individual) dies or becomes permanently incapacitated, or (if the member is a body corporate) is wound up, deregistered, or has a liquidator, receiver or administrator appointed, in which case that person's membership automatically ceases without the need for any further action by the Board; or

(d) the date on which the member is removed from the Register in accordance with rule 24.5 (Notices to "lost" members).

2.5 ~~2.4~~ Resigning as a member

A member may resign from the Company by giving written notice to the Board~~.~~, including by way of written notification sent to the Company's registered address, electronic written notification sent to membership@auda.org.au (or such other membership address for electronic communication as specified on the Company membership portal or the Company website from time to time), or by selecting a "Resign Membership" (or equivalent) function in the Company's membership portal.

2.6 ~~2.5~~ Expelling a member

(a) Subject to rule ~~3.4(b)~~3.4(b), the Board may, by resolution, expel from the Company any member who:

(i) does not comply with this document or any by-laws, rules or regulations of the Company;

(ii) engages in conduct which, in the opinion of the Board, is prejudicial to the interests of the Company; or

(iii) would be disqualified from managing a corporation under Part 2D.6 of the Act,

and remove that member's name from the Register.

(b) At least 21 days before the Board holds a meeting to expel a member, the Board must give a written notice to the member which states:

(i) the allegations against the member;

(ii) the proposed resolution for the member's expulsion; and

(iii) that the member has an opportunity to provide a response to the allegations.

(c) A member expelled from the Company does not have any claim on the Company, its funds or property.

3. MEMBERSHIP FEES

3.1 Membership and entrance fees

(a) As at the date of the adoption of this Constitution, there is no:

(i) annual membership fee payable by members of the Company; and

(ii) entrance fee payable by members on becoming a member of the Company.

~~(b) There will be no annual membership fee and no entrance fee before the Transition Date or until the Board decides otherwise, provided that no fee will apply sooner than three years after the Transition Date.~~

3.2 Annual membership fees

(a) ~~(i) Subject to~~Notwithstanding rule ~~3.1(b)~~3.1(a)(i) , the Board may determine that each member must pay an annual membership fee, payable in full each year on a date determined by the Board from time to time.

(b) Payment of any annual membership fee determined by the Board in accordance with rule ~~3.2(a)~~3.2(a) must be made within one month of the due date (or such other date as the Board may determine from time to time) without prejudice to any rights of the member.

3.3 Membership fees payable on application for membership

(a) ~~Subject to rule 3.1(b), the~~The Board may determine that each applicant must pay an entrance fee to become a member of the Company.

(b) An applicant for membership is obliged to pay:

(i) any applicable annual membership fee determined by the Board at the time of application; and

(ii) any entrance fee determined by the Board at the time of application.

3.4 Unpaid membership fees

(a) A member shall cease to be entitled to any of the rights or privileges of membership if:

(i) the annual membership fee or entrance fee, where applicable, of that member remains unpaid for one month after it becomes payable; and

(ii) a notice of default is given to the member,

but, subject to rule ~~3.4(b)~~3.4(b), those rights and privileges shall be reinstated on payment of all arrears.

(b) The Board may terminate the membership of a member for non-payment of membership fees if:

(i) the membership fees payable by the member have remained unpaid for a period of not less than one month after the due date for payment; and

(ii) after the end of that one month period, a notice of default has been given to the member by the Secretary; and

(iii) the membership fees payable by the member remain in arrears for a period of one month after the date of service of the notice of default upon the member in relation to those outstanding fees.

(c) Where the Board expels a member by following the procedure in rule ~~3.4(b)~~3.4(b), the Board is not required to follow the procedure in rule ~~2.5(b)~~2.6(b).

4. ADVISORY COMMITTEES

4.1 Generally

(a) The Board may from time to time establish one or more Advisory Committees. Advisory Committees shall act in an advisory capacity only and no Advisory Committee shall have or exercise any powers or authorities of the Board.

(b) The functions of each Advisory Committee are as determined by the Board and, subject to any such decision, are to inform the Board on matters within the remit of the Advisory Committee and the experience of its members and to recommend appropriate actions to the Board arising therefrom.

(c) The Board must acknowledge and consider any advice or recommendation received from an Advisory Committee at a Board meeting within 60 days of receiving from an authorised representative of the Advisory Committee a formal and final written report of such advice or recommendation.

(d) The Board may establish regulations governing:

(i) the manner in which proceedings of each Advisory Committee are to be conducted;

(ii) the matters which the Advisory Committee must consider in carrying out its functions;

(iii) appointment of members to each Advisory Committee; and

(iv) any other matters concerning the Advisory Committee or its functions that the Board considers appropriate.

(e) In the absence of any decision by the Board to the contrary, the meetings and proceedings of an Advisory Committee are governed by the provisions of this ~~constitution~~Constitution as to the meetings and proceedings of the Board so far as they are applicable.

(f) There shall be no fee for membership of an Advisory Committee.

(g) The Board may resolve to pay reasonable remuneration to members of an Advisory Committee.

(h) The Board may resolve to alter, replace, reinstate, disband or do any other thing to an Advisory Committee and its charter or other constituent documents at any time by giving the members of the Advisory Committee 21 days' written notice.

~~4.2 General Advisory Standing Committee~~

~~(a) Without limiting the generality of rule 4.1, the Board may establish a General Advisory Standing Committee and adopt a charter outlining the composition, operations and functions of the Committee. The General Advisory Standing Committee is an Advisory Committee governed by rule 4.1.~~

~~(b) The role of the General Advisory Standing Committee is to receive and consider submissions from members of the general public who are interested in the management, operations, decisions or actions of the Company.~~

~~4.3 Technical Advisory Standing Committee~~

~~(a) Without limiting the generality of rule 4.1, the Board may establish a Technical Advisory Standing Committee and adopt a charter outlining the composition, operations and functions of the Committee. The Technical Advisory Standing Committee is an Advisory Committee governed by rule 4.1.~~

~~(b) The role of the Technical Advisory Standing Committee is to receive and consider submissions from members of the general public who are:~~

~~(i) interested in the management, operations, decisions or actions of the Company; and~~

~~(ii) have particular knowledge or expertise that relates to technical aspects of the operations, decisions or actions of the Company.~~

5. DIRECTORS

5.1 Number of Directors

The Company may have up to 10 Directors comprising:

(a) one Independent Chairperson;

(b) up to five Appointed Directors; and

(c) up to four Elected Directors.

5.2 Eligibility

(a) A Director, or candidate for appointment or election as a director pursuant to this rule ~~5~~5:

(i) need not be a member; and

(ii) must have been approved by the Nomination Committee.

(b) Neither the auditor of the Company nor any partner, director or employee of the auditor is eligible to act as a Director.

5.3 Nomination Committee

~~(a)~~ The Board must establish and maintain a Nomination Committee, whose role is to~~:~~

~~(i)~~ identify, scrutinise and approve candidates for appointment or election as a Director pursuant to this rule ~~5; and~~5.

~~(ii) prior to the Transition Date, receive and consider notices of concern from Associate Members or members regarding the performance or conduct of Directors.~~

(b) The Board must establish a charter of the Nomination Committee outlining the constitution, operations and functions of the Nomination Committee.

(c) The Board may, by resolution, appoint members to, or remove members from, the Nomination Committee.

5.4 Appointment of Appointed Directors

(a) Subject to this document (including the number of Directors fixed under rule ~~5.1~~5.1 not being exceeded), the Board may appoint any person approved by the Nomination Committee in accordance with rule ~~5.2(a)(ii)~~5.2(a)(ii) to be an Appointed Director at any time except during a general meeting.

(b) The Board cannot validly appoint a person as an Appointed Director unless the person has been approved by the Nomination Committee.

5.5 Election of Elected Directors

~~(a) Prior to the Transition Date, the Board may, by resolution, appoint any person to be an Elected Director if that person:~~

~~(i) has been approved by the Nomination Committee in accordance with rule 5.2(a)(ii) to be an Elected Director; and~~

~~(ii) has received the most votes cast in favour in a ballot of Associate Members conducted in accordance with Schedule 1 (or, if the Board is appointing multiple persons, the candidates who receive the most votes), provided that a majority of votes cast in the ballot are in favour of the candidate.~~

(a) ~~(b) From the Transition Date, subject~~Subject to section 201E of the Act and this document (including the number of Directors fixed under rule ~~5.1~~5.1 being observed):

(i) if the number of candidates for election on the ballot distributed in accordance with rule ~~5.6(a)~~5.6(a) is equal to the number of vacancies to be filled, the Company may, by ordinary resolution, elect each such candidate to be an Elected Director; and

(ii) if the number of candidates for election on the ballot distributed in accordance with rule ~~5.6(a)~~5.6(a) is more than the number of vacancies to be filled, an election shall be conducted in accordance with rule ~~5.6~~5.6 (**Contested Election**).

5.6 Contested Election of Elected Directors

Where a Contested Election must be convened pursuant to rule ~~5.5(b)(ii)~~5.5(a)(ii), the Company must use the following process:

(a) enclosed with or attached to the written notice of meeting given in accordance with rule ~~13.3~~13.3, the Company shall send to each member entitled to vote at the annual general meeting:

(i) a statement of the number of vacancies to be filled at the election together with a list of candidates and their eligibility to stand for election as an Elected Director; and

(ii) instructions on how to vote including how to vote electronically if such method of voting is available for the election.

(b) A member wishing to vote shall comply with the how to vote instructions provided under rule ~~5.6(a)(ii)~~5.6(a)(ii).

(c) All formal voting papers received by the Returning Officer or electronic votes received in accordance with the how to vote instructions not later than 48 hours before the time for which the meeting was called shall be counted in the ballot.

(d) After the ballot is closed the Returning Officer shall:

(i) take reasonable steps to satisfy themselves regarding the integrity of the ballot;

(ii) eliminate any invalid or informal votes; and

(iii) count the ballot.

(e) A voting paper or electronic vote shall be declared informal if it is not made in accordance with the how to vote instructions provided under rule ~~5.6(a)(ii)~~5.6(a)(ii). The Returning Officer's decision on the determination of any voting paper or electronic vote shall be final.

(f) At the annual general meeting, the Independent Chairperson shall declare the following candidates elected:

(i) the highest polling candidate to fill any vacancy created by an Elected Director; and

(ii) the next highest polling candidates to fill any remaining vacancies created by Elected Directors.

(g) If any two or more candidates have the same number of votes, the Returning Officer shall determine the candidate deemed to have the highest number of votes by lot in the presence of the candidates or their nominees.

(h) Non-receipt of a voting paper by any member shall not invalidate the ballot.

5.7 Appointment of Independent Chairperson

Subject to this document, the Board may appoint any Appointed Director approved by the Nomination Committee to be the Independent Chairperson at any time except during a general meeting.

5.8 Retirement of Appointed Directors

(a) An Appointed Director (including the Independent Chairperson) automatically retires three years after the date of appointment and, subject to rule ~~5.11~~5.11, is eligible for re-appointment by the Board pursuant to rule ~~5.4~~5.4.

(b) ~~After the Transition Date, two~~Two Appointed Directors must retire in each calendar year. If:

(i) only one Appointed Director is scheduled to retire in accordance with rule ~~5.8(a)~~5.8(a) in a calendar year, then one additional Appointed Director must retire from office in that calendar year; and

(ii) no Appointed Directors are scheduled to retire in accordance with rule ~~5.8(a)~~5.8(a) in a calendar year, then two Appointed Directors must retire from office in that calendar year.

(c) Subject to rule ~~5.4~~5.4, the Appointed Director(s) who retires under rule ~~5.8(b)~~5.8(b) is the Appointed Director(s) who has held office the longest since last being appointed excluding the Independent Chairperson. If two or more Appointed Directors (excluding the Independent Chairperson) have been in office for the same period, those Appointed Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

5.9 Retirement of Elected Directors

(a) An Elected Director must retire from office at the third annual general meeting after the Elected Director was appointed, elected or last re-elected (whichever applies) and, ~~following the Transition Date and~~ subject to rule ~~5.11~~5.11, is eligible for re-election by the Company in general meeting pursuant to rule ~~5.5~~5.5.

(b) An Elected Director's retirement under rule ~~5.9(a)~~5.9(a) takes effect at the end of the relevant general meeting, unless ~~(following the Transition Date)~~ the Director is re-elected at that meeting.

(c) ~~After the Transition Date, an~~An election of an Elected Director must be held at each annual general meeting. If no election of an Elected Director is scheduled to occur at an annual general meeting under rules ~~5.5~~5.5 or ~~5.10~~5.10, then one Elected Director must retire from office at the annual general meeting.

(d) Subject to rule ~~5.5~~5.5, the Elected Director who retires under rule ~~5.9(c)~~5.9(c) is the Elected Director who has held office the longest since last being appointed or elected (as applicable). If two or more Elected Directors have been in office for the same period, those Elected Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

5.10 Appointment to fill casual vacancy of Elected Director

(a) Subject to this document, the Board may appoint a person approved by the Nomination Committee to fill a casual vacancy created by:

(i) the cessation of an Elected Director under rule ~~5.12~~5.12; or

(ii) the failure of the Company in general meeting to pass an ordinary resolution to elect a candidate to fill a vacancy for an Elected Director in accordance with rule ~~5.5(b)(i)~~5.5(a)(i).

(b) A Director appointed to fill a casual vacancy under rule ~~5.10(a)~~5.10(a) must retire at the next annual general meeting following his or her appointment and, subject to rule ~~5.11~~5.11, is eligible for appointment by the Board or election as an Elected Director in accordance with rule ~~5.5~~5.5.

5.11 Maximum term

All Directors are subject to a maximum term of the greater of:

(a) nine years; and

(b) three terms of appointment or election.

5.12 Cessation of Director's appointment

A person automatically ceases to be a Director if the person:

(a) is not permitted by the Act (or an order made under the Act) to be a director;

(b) becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206F or 206G of the Act;

(c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;

(d) fails to attend three consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;

(e) resigns by notice in writing to the Company;

(f) is removed from office under rule ~~5.13~~5.13; or

(g) ceases to be eligible to act as a Director under rule ~~5.2~~5.2.

5.13 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, the Company by ordinary resolution, and subject to section 203D of the Act, may remove a Director from office.

5.14 Too few Directors

If the number of Directors is reduced below six, the continuing Directors may act as the Board only:

(a) to appoint Directors up to that minimum number;

(b) to convene a meeting of members; and

(c) in emergencies.

6. POWERS OF THE BOARD

6.1 Powers generally

Except as otherwise required by the Act, any other applicable law or this document, the Board:

(a) has power to manage the business of the Company; and

(b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the members.

6.2 Exercise of powers

A power of the Board can be exercised only:

(a) by resolution passed at a meeting of the Board or otherwise in accordance with rule ~~12~~12; or

(b) in accordance with a delegation of the power under rule ~~8~~8.

7. EXECUTING NEGOTIABLE INSTRUMENTS

Negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company by being signed by two Directors or a Director and Secretary or in such other manner (including the use of facsimile or electronic signatures if thought appropriate) as the Board may decide.

8. DELEGATION OF BOARD POWERS

8.1 Power to delegate

The Board may delegate any of its powers as permitted by section 198D of the Act.

8.2 Power to revoke delegation

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

8.3 Terms of delegation

A delegation of powers under rule ~~8.1~~8.1 may be made:

(a) for a specified period or without specifying a period; and

(b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

8.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

9. DIRECTORS' DUTIES AND INTERESTS

9.1 Compliance with duties under the Act and general law

Each Director must comply with his or her duties under the Act and under the general law.

9.2 Director can hold other offices etc

A Director may:

(a) hold any office or place of profit or employment other than that of the Company's auditor or any director or employee of the auditor;

(b) be a member of any corporation (including the Company) or partnership other than the Company's auditor; or

(c) be a creditor of any corporation (including the Company) or partnership; or

(d) enter into any agreement with the Company.

9.3 Disclosure of interests

Each Director must comply with the general law in respect of disclosure of conflicts of interest or duty and with section 191 of the Act in respect of disclosure of material personal interests.

9.4 Director interested in a matter

Each Director must comply with section 195 of the Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:

(a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in relation to which that Director has a conflict of interest or duty;

(b) the Company may proceed with any transaction in relation to which a Director has an interest or conflict of duty and the Director may participate in the execution of any relevant document by or on behalf of the Company;

(c) the Director may retain any benefits accruing to the Director under the transaction; and

(d) the Company cannot avoid the transaction merely because of the existence of the Director's interest or conflict of duty.

If the interest is required to be disclosed under section 191, rule ~~9.4(c)~~9.4(c) applies only if it is disclosed before the transaction is entered into.

9.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

(a) fails to make a disclosure of a conflict of interest or duty; or

(b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

9.6 Obligation of confidentiality

Every Director and Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:

(a) in the course of duties as an officer of the Company;

(b) by the Board or the Company in general meeting; or

(c) by law.

The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Company.

10. DIRECTORS' REMUNERATION

10.1 Payments to Directors

Subject to rule ~~10.2~~10.2 and rule ~~11~~11, each Director is entitled to remuneration out of the funds of the Company as the Directors determine, but if the Company in general meeting has fixed an aggregate limit on the amount of remuneration payable to the Directors, the aggregate remuneration of Directors must not exceed that limit.

10.2 Payments to Directors with Board approval

With the approval of the Board the Company may pay to a Director:

(a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;

(b) reasonable remuneration for any service rendered to the Company by the Director in a professional or technical capacity where the amount payable is approved by the Board and is on reasonable commercial terms;

(c) reasonable remuneration where the Director is an employee of the Company and the terms of employment have been approved by the Board;

(d) interest on money lent by the Director to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;

(e) reasonable remuneration for goods supplied by the Director to the Company in the ordinary course of business; and

(f) reasonable rent for premises leased by the Director to the Company.

11. OFFICERS' INDEMNITY AND INSURANCE

11.1 Indemnity

Subject to and so far as permitted by the Act, the *Competition and Consumer Act 2010* (Cth) and any other applicable law:

(a) the Company must indemnify every officer of the Company and its wholly owned subsidiaries and may indemnify its auditor against any Liability incurred as such an officer or auditor to a person (other than the Company or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Company or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and

(b) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as

such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

11.2 Insurance

Subject to the Act and any other applicable law, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

11.3 Former officers

The indemnity in favour of officers under rule ~~11.1~~11.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

11.4 Deeds

Subject to the Act, the *Competition and Consumer Act 2010* (Cth) and any other applicable law, the Company may, without limiting a person's rights under this rule ~~11~~11, enter into an agreement with or execute a deed in favour of a person who is or has been an officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this rule ~~11~~11 on any terms and conditions that the Board thinks fit.

12. BOARD MEETINGS

12.1 Convening Board meetings

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

12.2 Notice of Board meeting

The convenor of each Board meeting:

(a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director; and

(b) may give that notice orally (including by telephone) or in writing,

but accidental failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

12.3 Use of technology

(a) A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D of the Act. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the chair of the meeting is located.

(b) By accepting their appointment or election as a Director, each Director consents to the use of technology for calling or holding Board meetings in accordance with this rule ~~12.3~~12.3.

12.4 Chairing Board meetings

(a) The Independent Chairperson will chair Board meetings.

(b) If the Independent Chairperson is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

12.5 Quorum

(a) Unless the Board decides otherwise, the quorum for a Board meeting is a majority of Directors and a quorum must be present for the whole meeting.

(b) A Director is treated as present at a meeting held by audio or audiovisual communication if the Director is able to hear and be heard by all others attending.

(c) If a meeting is held in another way permitted by section 248D of the Act, the Board must resolve the basis on which Directors are treated as present.

12.6 Majority decisions

A resolution of the Board is passed if a majority of the votes cast by Directors entitled to vote on the resolution are in favour of it. The chair of a Board meeting does not have a casting vote. If an equal number of votes is cast for and against a question, the question is decided in the negative.

12.7 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

12.8 Written resolution

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

12.9 Additional provisions concerning written resolutions

For the purpose of rule ~~12.8~~12.8:

(a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document; and

(b) a facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

12.10 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

(a) there was a defect in the appointment of the person; or

(b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

13. MEETINGS OF MEMBERS

13.1 Annual general meeting

The Company must hold an annual general meeting as required by section 250N of the Act.

13.2 Calling meetings of members

A meeting of members:

(a) may be convened at any time by the Board or a Director; and

(b) must be convened by the Board when required by section 249D or 250N or by order made under section 249G of the Act.

13.3 Notice of meeting

Subject to rule ~~13.4~~13.4, at least 21 days' written notice of a meeting of members must be given individually to:

(a) each member (whether or not the member is entitled to vote at the meeting);

(b) each Director; and

(c) to the auditor.

Subject to any regulation made under section 249LA, the notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3) of the Act.

13.4 Short notice

Subject to sections 249H(3) and (4) of the Act:

(a) if the Company has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or

(b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

13.5 Postponement or cancellation

Subject to sections 249D(5) and 250N of the Act, the Board may:

(a) postpone a meeting of members;

(b) cancel a meeting of members; or

(c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

13.6 Fresh notice

If a meeting of members is postponed or adjourned for one month or more, the Company must give new notice of the resumed meeting.

13.7 Technology

(a) The Company may hold a meeting of members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

(b) The Company may, to the extent permitted by law, hold a meeting of members using any technology that gives the members as a whole a reasonable opportunity to participate without being physically present in the same place (**Virtual Meeting**), and paragraphs ~~13.7(c), (d)~~ 13.7(c), (d) and ~~(e)~~(e) apply if a Virtual Meeting is held.

(c) All persons so participating in a Virtual Meeting are taken for all purposes to be present at the Virtual Meeting while so participating.

(d) A vote taken at a Virtual Meeting must be taken on a poll, and not on a show of hands, by using one or more technologies to give each person entitled to vote the opportunity to participate.

(e) The Board may make and adopt rules and by-laws to facilitate the Company holding a Virtual Meeting from time to time.

13.8 Accidental omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

14. PROCEEDINGS AT MEETINGS OF MEMBERS

14.1 Member present at meeting

If a member has appointed a proxy or attorney or (in the case of a member which is a body corporate) a representative to act at a meeting of members, that member is taken to be present at a meeting at which the proxy, attorney or representative is present.

14.2 Quorum

(a) The quorum for a meeting of members is~~:~~ 10 members.

~~prior to the Transition Date, a majority of members; and~~

~~following the Transition Date, 10 members.~~

(b) Each individual present may only be counted once toward a quorum.

(c) If a member has appointed more than one proxy or representative only one of them may be counted towards a quorum.

14.3 Quorum not present

If a quorum is not present within 15 minutes after the time for which a meeting of members is called:

(a) if called as a result of a request of members under section 249D of the Act, the meeting is dissolved; and

(b) in any other case:

(i) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and

(ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

14.4 Chairing meetings of members

(a) The Independent Chairperson shall chair meetings of members, unless the Board resolves to appoint a Director other than the Independent Chairperson to chair a specified meeting of members.

(b) If the Independent Chairperson or the Director appointed to chair the meeting is not present at the time for which a meeting of members is called, the members present must elect a member or Director to chair the meeting.

14.5 Attendance at general meetings

(a) Every member has the right to attend all meetings of members.

(b) Every Director has the right to attend and speak at all meetings of members.

(c) The auditor has the right to attend any meeting of members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

14.6 Adjournment

Subject to rule ~~13.6~~13.6, the chair of a meeting of members at which a quorum is present:

(a) may; and

(b) must, if directed by ordinary resolution of the meeting,

adjourn it to another time and place.

14.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

15. PROXIES, ATTORNEYS AND REPRESENTATIVES

15.1 Appointment of proxies

Each member may appoint a proxy to attend and act for the member at a meeting of members. If the member is entitled to cast two or more votes at the meeting, the member may appoint two proxies to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company that:

(a) complies with section 250A(1) of the Act; or

(b) is in a form and mode, and is signed or otherwise authenticated by the member in a manner, satisfactory to the Board.

15.2 Member's attorney

(a) A member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of members.

(b) If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

15.3 Deposit of proxy appointment forms, powers of attorney and proxy appointment authorities

An appointment of a proxy or an attorney is not effective for a particular meeting of members unless:

(a) in the case of a proxy, the proxy appointment form and, if it is executed or otherwise authenticated in a manner prescribed by a regulation made for the purposes of section 250A(1) of the Act by an attorney, the relevant power of attorney or other authority under which the appointment was authenticated or a certified copy of it; and

(b) ~~(a)~~ in the case of an attorney, the power of attorney or a certified copy of it,

are received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) or in accordance with section 250B(3) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

15.4 Corporate representatives

A member that is a body corporate may appoint an individual to act as its representative at meetings of members as permitted by section 250D of the Act.

15.5 Appointment for particular meeting, standing appointment and revocation

A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a member.

15.6 Position of proxy or attorney if member present

The appointment of a proxy or attorney is not revoked by the member attending and taking part in the general meeting, but if the member votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the member's proxy or attorney on the resolution.

15.7 Priority of conflicting appointments of attorney or representative

If more than one attorney or representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:

(a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and

(b) subject to rule ~~15.7(a)~~15.7(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

15.8 More than one current proxy appointments

An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than one proxy of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

15.9 Continuing authority

An act done at a meeting of members by a proxy, attorney or representative is valid even if, before the act is done, the appointing member:

(a) dies or becomes mentally incapacitated;

(b) becomes bankrupt or an insolvent under administration or is wound up; or

(c) revokes the appointment or revokes the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

16. ENTITLEMENT TO VOTE

16.1 Number of votes

Subject to sections 250BB(1) and 250BC of the Act:

(a) each member has one vote on a show of hands or a poll; and

(b) a member who is present and entitled to vote and is also a proxy, attorney or representative of another member has one vote on a show of hands.

16.2 Casting vote of chair

The chair of a meeting of members does not have a second or casting vote. If an equal number of votes is cast for and against a question at a meeting of members, the question is decided in the negative.

16.3 Voting restrictions

If:

(a) the Act requires that some members are not to vote on a resolution, or that votes cast by some members be disregarded, in order for the resolution to have an intended effect; and

(b) the notice of the meeting at which the resolution is proposed states that fact,

those members have no right to vote on that resolution and the Company must not count any votes purported to be cast by those members. If a proxy purports to vote in a way or in circumstances that contravene section 250BB(1) of the Act, on a show of hands the vote is invalid and the Company must not count it and on a poll rule ~~17.3(c)~~17.3(c) applies.

16.4 Decision on right to vote

A member or Director may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chair, whose decision is final.

17. HOW VOTING IS CARRIED OUT

17.1 Method of voting

(a) A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under rule ~~17.2~~17.2 either before or on declaration of the result of the vote on a show of hands.

(b) Subject to rule ~~13.7(d)~~13.7(d), unless a poll is demanded, the chair's declaration of a decision on a show of hands is final.

17.2 Demand for a poll

(a) A poll may be demanded on any resolution (except a resolution concerning the election of the chair of a meeting) by:

(i) at least three members entitled to vote on the resolution; or

(ii) the chair.

(b) The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

17.3 When and how polls must be taken

If a poll is demanded:

(a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule ~~17.3(c)~~17.3(c), in the manner that the chair of the meeting directs;

(b) in all other cases, the poll must be taken at the time and place and, subject to rule ~~17.3(c)~~17.3(c), in the manner that the chair of the meeting directs;

(c) votes which sections 250BB(1) or 250BC of the Act require to be cast in a given way must be treated as cast in that way;

(d) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and

(e) the result of the poll is the resolution of the meeting at which the poll was demanded.

17.4 Board may determine Direct Voting to apply

(a) The Board may determine that members may cast votes to which they are entitled on any or all of the resolutions (including any special resolution) proposed to be considered at, and specified in the notice convening, a meeting of members, by Direct Vote.

(b) If the Board determines that votes may be cast by Direct Vote, the Board may make such regulations as it considers appropriate for the casting of Direct Votes, including regulations for:

(i) the form, method and manner of voting by Direct Vote; and

(ii) the time by which the votes of members to be cast by Direct Vote must be received by the Company in order to be effective (which must be no later than the time appointed for the commencement of the meeting or, in the case of an adjournment, the resumption of the meeting).

17.5 Direct Votes count on a poll

(a) Direct Votes are not counted if a resolution is decided on a show of hands.

(b) Subject to rules ~~17.6~~17.6 and ~~17.7~~17.7, if a poll is held on a resolution a vote cast by Direct Vote by a member entitled to vote on the resolution is taken to have been cast on the poll as if the member had cast the vote in the poll at the meeting, and the vote of the member is to be counted accordingly.

(c) A Direct Vote received by the Company on a resolution is taken to be a Direct Vote on that resolution as amended, if the ~~chairman~~chair of the meeting determines this is appropriate.

(d) Receipt of a Direct Vote from a member has the effect of revoking (or, in the case of a standing appointment, suspending) the appointment of a proxy, attorney or representative made by the member under an instrument received by the Company before the Direct Vote was received.

17.6 Withdrawal of Direct Vote

A Direct Vote received by the Company:

(a) may be withdrawn by the member by notice in writing received by the Company before the time appointed for the commencement of the meeting (or in the case of any adjournment, the resumption of the meeting); and

(b) is automatically withdrawn if:

(i) the member attends the meeting in person (including, in the case of a body corporate, by representative);

(ii) the Company receives from the member a further Direct Vote (in which case the most recent Direct Vote is, subject to rules ~~17.4 to 17.7~~17.4 to 17.7 inclusive, counted in lieu of the prior Direct Vote); or

(iii) the Company receives, after the member's Direct Vote is received, an instrument under which a proxy, attorney or representative is appointed to act for the member at the meeting in accordance with rule ~~15.3~~15.3 or ~~15.4~~15.4.

A Direct Vote withdrawn under this rule is not counted.

17.7 Vote not affected by death, etc. of member

A Direct Vote received by the Company is valid even if, before the meeting, the member:

(a) dies or becomes mentally incapacitated;

(b) becomes bankrupt or insolvent under administration or is wound up; or

(c) where the Direct Vote is cast on behalf of the member by an attorney, revokes the appointment of the attorney or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

18. SECRETARY

18.1 Appointment of Secretary

The Board:

(a) must appoint at least one individual; and

(b) may appoint more than one individual,

to be a Secretary either for a specified term or without specifying a term.

18.2 Terms and conditions of office

(a) A Secretary holds office on the terms (including as to remuneration) that the Board decides.

(b) The Board may vary any decision previously made by it in respect of a Secretary.

18.3 Cessation of Secretary's appointment

The person automatically ceases to be a Secretary if the person:

(a) is not permitted by the Act (or an order made under the Act) to be a secretary of a company;

(b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;

(c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;

(d) resigns by notice in writing to the Company; or

(e) is removed from office under rule ~~18.4~~18.4.

18.4 Removal from office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

19. MINUTES

19.1 Minutes must be kept

The Board must cause minutes of:

(a) proceedings and resolutions of meetings of the Company's members;

(b) the names of Directors present at each Board meeting or committee meeting;

(c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule ~~8~~8);

(d) resolutions passed by Directors without a meeting; and

(e) disclosures and notices of Directors' interests,

to be kept in accordance with sections 191, 192 and 251A of the Act.

19.2 Minutes as evidence

A minute recorded and signed in accordance with section 251A of the Act is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

19.3 Inspection of minute books

The Company must allow members to inspect, and provide copies of, the minute books for the meetings of members in accordance with section 251B of the Act.

20. ~~COMPANY SEALS~~EXECUTION OF DOCUMENTS

20.1 General

(a) The Company may sign or execute a document (including a deed) as set out in section 127.

(b) Without limiting the ways a person may sign a document, a document to which Division 1 of Part 1.2AA of the Act applies may be signed by a person in accordance with that Division.

20.2 ~~20.1~~ Common seal

The Board:

(a) may decide whether or not the Company has a common seal; and

(b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2) of the Act.

20.3 ~~20.2~~ Use of seals

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123 of the Act.

20.4 ~~20.3~~ Fixing seals to documents

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

(a) by two Directors;

(b) by one Director and one Secretary; or

(c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

21. FINANCIAL REPORTS AND AUDIT

21.1 Company must keep financial records

The Board must cause the Company to keep written financial records that:

(a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and

(b) would enable true and fair financial statements to be prepared and, if required by Part 2M.3, audited,

and must allow a Director and, where the financial statements are required by Part 2M.3 to be audited or reviewed, the auditor to inspect those records at all reasonable times.

21.2 Financial reporting

If required by Part 2M.3, the Board must cause the Company to prepare a financial report and a directors' report that comply with that Part and must report to members in accordance with section 316A of the Act.

21.3 Audit or review

(a) If required by Part 2M.3, the Board must cause the Company's financial report for each financial year to be audited or reviewed and obtain an auditor's report.

(b) The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Division 3 of Part 2M.3, Divisions 1 to 6 of Part 2M.4 and sections 1280, 1289, 1299B and 1299C.

21.4 Inspection of financial records and books

Subject to rule ~~19.3~~19.3 and section 247A, a member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by ordinary resolution.

22. REGISTER OF MEMBERS

(a) The Company must set up and maintain a register of members.

(b) In accordance with section 169, the Register must contain the following information:

(i) the name and address of each member;

(ii) the date on which the entry of the member's name in the Register is made;

(iii) the name and details of each person who stopped being a member within the last seven years;

(iv) the date on which the person stopped being a member; and

(v) an index of members' names if the Company has more than 50 members and the Register itself is not kept in a form that operates effectively as an index.

(c) Each member must notify the Company promptly in writing of any change to the member's name, address, Primary Email Address or any other contact details recorded on the Register.

23. WINDING UP

(a) In the event of winding up of the Company, the right to administer the .au ccTLD must either be transferred to another entity nominated or approved by the Commonwealth of Australia or, in the absence of such approval, be transferred to the Commonwealth of Australia (or its nominee).

(b) If, upon the winding up or dissolution of the Company, there remains after satisfaction of all its debts and liabilities any property or money whatsoever, the remaining assets shall not be paid or distributed to the members but shall be transferred to the entity to whom the right to administer the .au ccTLD is to transfer under rule ~~23(a)~~23(a).

24. NOTICES

24.1 Notices by Company

~~A~~Subject to rule 24.2, a notice is properly given by the Company to a member if it is:

(a) in writing signed on behalf of the Company (by original or printed signature);

(b) addressed to the member to whom it is to be given; and

(c) either:

(i) delivered personally;

(ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that member's address either in full or with sufficient information to allow the member to access the document electronically; or

~~(iii) sent by fax to the fax number (if any) nominated by that member; or~~

(iii) ~~(iv)~~ sent by means of electronic ~~message~~communication to the electronic address (if any) nominated by that member.

24.2 Primary method of notice delivery

(a) The Directors of the Company may elect to issue any notice or other communication to members in any of the means specified in rule 24.1(c) as they deem appropriate at the time as long as such notice or communication:

(i) is sent by electronic message to the Primary Email Address; or

(ii) where sent by any other means than that specified in rule 24.2(a)(i), the notice or communication is sent by copy by electronic message to the Primary Email Address.

(b) Any notice which is issued or sent by the Company in accordance with this rule 24.2 will be deemed sufficient to meet the Company's notice provisions to members under this Constitution or any other legal requirement.

(c) Where a member's Primary Email Address returns evidence of non-delivery to the Company in response to a notice or communication issued by the Company to that Primary Email Address, the Company must:

(i) send notice to the member's registered physical address; or

(ii) send a text message to the member's registered mobile phone number,

advising the member of the Company's inability to deliver the original notice, including a copy of the original notice or the details of where the content of the original notice can be viewed by the member.

24.3 ~~24.2~~ When notice is given

A notice to a member by the Company is regarded as given and received:

(a) if it is delivered personally:

(i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or

(ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; or,

(b) if it is sent by post:

(i) within Australia – one business day after posting; or

(ii) to a place outside Australia – three business days after posting; or,

(c) if it is sent by sending the member information in accordance with section 110D(1)(b) of the Act by post:

(i) within Australia – one business day after the information is posted; or

(ii) to a place outside Australia – three business days after the information is posted; or,

(d) ~~(b)~~ if it is sent by ~~fax or~~means of an electronic ~~message or given under~~communication in accordance with section ~~249J~~110D(~~3~~1)(~~c~~bc) of the Act, on a business day:

(i) ~~by~~at or before 5.00 pm (local time in the place from which it is sent ~~or given~~) ~~on a business day~~ – on that business day; or

(ii) after 5.00 pm (local time in the place from which it is sent ~~or given~~) ~~on a business day~~, or on a day that is not a business day – on the next business day; ~~and~~or,

(e) ~~(c)~~ if it is sent by ~~mail~~giving the member information in accordance with section 110D(1)(d) of the Act, on a business day:

(i) ~~within Australia - one~~at or before 5.00 pm (local time in the place from which it is sent) – on that business day ~~after posting~~; or

(ii) ~~to a place outside Australia – three business days after posting~~after 5.00 pm (local time in the place from which it is sent), or on a day that is not a business day – on the next business day.

A certificate in writing signed by a Director or Secretary stating that a notice was sent, and setting out the means by which and date on which it was sent, is conclusive evidence of service.

24.4 ~~24.3~~ Business days

For the purposes of rule ~~24.2~~24.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

24.5 ~~24.4~~ Notices to "lost" members

(a) If:

(i) on two or more consecutive occasions a notice served on a member in accordance with this rule is returned ~~unclaimed or~~ with an indication that the member is not known at the ~~address to which it was sent~~Primary Email Address or that delivery could not be made to the Primary Email Address; or

(ii) the Board believes on other reasonable grounds that a member is ~~not at the address shown in the Register~~no longer contactable at the Primary Email Address,

the Company may ~~give effective notice to that member by exhibiting the notice at the Company's registered office for at least 48 hours.~~remove the member from the Register, provided that the member has not given the Company notice of a new address and the Board has first taken reasonable steps to ascertain a current Primary Email Address or other contact address for the member and has not been able to do so.

(b) ~~This~~A member who is removed from the Register under this rule 24.5 ceases to ~~apply if the~~be a member ~~gives~~of the Company ~~notice of a new address~~in accordance with rule 2.4 with effect from the date of removal.

~~25. TRANSITIONAL PROVISIONS~~

~~25.1 Transition to membership~~

~~(a) From the Transition Date, each Associate Member who consents in writing to become a member will become a member.~~

~~(b) At least one month prior to the Transition Date, the Company will write to the Associate Members seeking the consent of each Associate Member to become a member.~~

~~(c) Following the Transition Date, Schedule 1 will cease to have effect.~~

~~**SCHEDULE 1**~~

- ASSOCIATE MEMBERS

SCHEDULE 2 ASSOCIATE MEMBERS

SCHEDULE 3 THE BOARD MAY PERMIT ANY PERSON WHO SATISFIES THE ELIGIBILITY CRITERIA IN SECTION 2 OF THIS SCHEDULE TO BE AN ASSOCIATE MEMBER.

SCHEDULE 4 ELIGIBILITY

SCHEDULE 5 ANY PERSON WHO IS ELIGIBLE TO HOLD A .AU DOMAIN NAME LICENCE UNDER THE POLICY PUBLISHED BY THE COMPANY IS ELIGIBLE TO BE AN ASSOCIATE MEMBER.

SCHEDULE 6 ANY PERSON WHO IS A RELATED BODY CORPORATE OF ANOTHER ASSOCIATE MEMBER IS NOT ELIGIBLE TO BE AN ASSOCIATE MEMBER. AN ASSOCIATE MEMBER MUST IMMEDIATELY NOTIFY THE COMPANY UPON BECOMING AWARE OF A BREACH OF THIS RULE.

SCHEDULE 7 BALLOT

SCHEDULE 8 WHERE THERE IS A VACANCY IN AN ELECTED DIRECTOR POSITION, OR THERE IS EXPECTED TO BE A VACANCY IN AN ELECTED DIRECTOR POSITION, THE BOARD MUST CONDUCT A BALLOT OF ASSOCIATE MEMBERS AND MUST APPOINT TO THE VACANT POSITION THE CANDIDATE WHO RECEIVED THE MOST VOTES (OR, IF THERE ARE MULTIPLE VACANT POSITIONS, THE CANDIDATES WHO RECEIVED THE MOST VOTES) PROVIDED THAT A MAJORITY OF VOTES CAST IN THE BALLOT ARE IN FAVOUR OF THE CANDIDATE(S).

SCHEDULE 9 EACH CANDIDATE IN THE BALLOT REFERRED TO IN PARAGRAPH (A) MUST HAVE BEEN APPROVED BY THE NOMINATION COMMITTEE IN ACCORDANCE WITH RULE 5.2(A)(II).

SCHEDULE 10 THE BOARD MAY DETERMINE THE PROCESS AND PROCEDURE FOR CONDUCTING THE BALLOT, PROVIDED THAT THE BOARD ENSURES THAT EACH ASSOCIATE MEMBER IS NOTIFIED OF THE BALLOT, HAS REASONABLE INFORMATION ABOUT THE CANDIDATES, AND IS PROVIDED WITH A REASONABLE OPPORTUNITY TO CAST HIS OR HER VOTE.

SCHEDULE 11 FIT AND PROPER PERSON

SCHEDULE 12 UNLESS THE BOARD DETERMINES OTHERWISE, A PERSON MAY NOT BE AN ASSOCIATE MEMBER IF, IN THE OPINION OF THE BOARD, THE PERSON WOULD BE DISQUALIFIED FROM MANAGING A CORPORATION UNDER PART 2D.6 OF THE ACT.

SCHEDULE 13 SUBJECT TO PARAGRAPH (C), THE BOARD MAY DETERMINE THAT A PERSON WHO IS AN ASSOCIATE MEMBER IS NO LONGER AN ASSOCIATE MEMBER IF THAT PERSON:

SCHEDULE 14 DOES NOT COMPLY WITH THIS DOCUMENT OR ANY BY-LAWS, RULES OR REGULATIONS OF THE COMPANY;

SCHEDULE 15 ENGAGES IN CONDUCT WHICH, IN THE OPINION OF THE BOARD, IS PREJUDICIAL TO THE INTERESTS OF THE COMPANY; OR

SCHEDULE 16 WOULD BE DISQUALIFIED FROM MANAGING A CORPORATION UNDER PART 2D.6 OF THE ACT.

SCHEDULE 17 AT LEAST 21 DAYS BEFORE THE BOARD MAKES A DETERMINATION REFERRED TO IN PARAGRAPH (B), THE BOARD MUST GIVE A WRITTEN NOTICE TO THE ASSOCIATE MEMBER WHICH STATES:

~~SCHEDULE 18 THE ALLEGATIONS AGAINST THE PERSON;~~

~~SCHEDULE 19 THE PROPOSED RESOLUTION FOR THE DETERMINATION; AND~~

~~SCHEDULE 20 THAT THE PERSON HAS AN OPPORTUNITY TO PROVIDE A WRITTEN RESPONSE TO THE ALLEGATIONS.~~

~~SCHEDULE 21 RECORDS~~

~~SCHEDULE 22 THE COMPANY MUST MAINTAIN ACCURATE RECORDS OF ASSOCIATE MEMBERS, INCLUDING (WITHOUT LIMITATION) THE NAME, ADDRESS AND DATE THAT EACH ASSOCIATE MEMBER BECAME AN ASSOCIATE MEMBER.~~

.au Domain Administration Ltd
www.auda.org.au

PO Box 18315
Melbourne VIC 3001
info@auda.org.au

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