

218



Commonwealth of Australia
Corporations Act 2001

MAMADOMIA PTY LTD

Proprietary Company Limited by shares

CONSTITUTION

ACT

2010

Mamadomia Pty Ltd

Helping People Healing Themselves

Non-profit, Benevolent Charity Foundation Australia

Definitions and Interpretation

“Corporations Act” means the Australian Corporations Act 2001 including any amendment or re-enactment thereof for the time being in force.

“ASIC” means the Australian Securities and Investments Commission;

“Company Act” means This Company Act 2010 including any amendment and/or re-enactment thereof for the time being in force.

“Constitution” means This Company Constitution and all supplementary substituted or amending Constitution for the time being in force;

“Charity” means an entity which is also a trust fund or an institution established and operated for altruistic purposes that the Australian law regards as charitable and it exists for the public benefit or the relief of poverty and its purposes are charitable within the legal sense of that term and it is non-profit, and its sole purpose is charitable.

“Charity Entity” means for these constitution purposes includes a charity corporation, unincorporated association, trust or partnership. A charity must be an charity entity and/or part of a charity entity – like a branch, but division or account – is not to be treated as a charity entity.

“Charity entities” means open and non-discriminatory self-help groups that are for charitable purposes only, and closed or contemplative religious orders that offer prayerful intervention for the public, to meet the government of Australia public benefit test of the legislative statutory extension of the common law meaning of charity introduced from 1 July 2004.

“Charitable purposes” means the relief of poverty or sickness or the needs of the aged and the advancement of education and the advancement of religion and other purposes beneficial to the community, and the provision of child care services on a non-profit basis.

“Public benefit” means charities are altruistic and exist for the benefit of the community or the relief of poverty. If an entity places limits on those who can benefit from its activities, it may still be a charity if those limits are only to enable it to better carry out its charitable purposes.

“Health Promotion Charity” means a charitable entity and/or institution whose principal activity is to promote the prevention or the control of Diseases in human beings and as required by Item 1.1.6 of section 30-20 of ITAA 97;

“Disease” means a morbid condition of the body, or some organ or part, an illness, sickness or ailment, includes any mental or physical ailment, disorder, defect or morbid condition, whether of sudden onset or gradual development and whether of genetic or other origin, and includes the contraction, aggravation, acceleration or recurrence of a Disease;

“The diseases in human beings” means: 'Any physical or mental ailment, disorder, defect or morbid condition whether of sudden onset or gradual development and whether of genetic or other origin'

"Person" mean a legal concept both permitting rights to and imposing duties on one by law, a corporation is considered a legal person with standing to sue or be sued in court and has a meaning affected by section 761F of the Corporations Act (which deals with partnerships) and section 761FA of the Corporations Act (which deals with multiple trustees)

"Corporation" means legal person, and/or legal entity and/or corporate organization and/or an institution that is granted a charter recognizing it as a separate legal entity having its own privileges, and liabilities distinct from those of its members. Despite not being natural persons, corporation is recognized by the law to have rights and responsibilities like actual people that feature limited liability. If a corporation fails, shareholders normally only stand to lose their investment, and employees will lose their jobs, but neither will be further liable for debts that remain owing to the corporation's creditors.)

"Director" of a company or other body means:

(a) a person who:

- (i) is appointed to the position of a director; or
- (ii) is appointed to the position of an alternate director and is acting in that capacity; regardless of the name that is given to their position; and

(b) unless the contrary intention appears, a person who is not validly appointed as a director if:

- (i) they act in the position of a director; or
- (ii) the directors of the company or body are accustomed to act in accordance with the person's instructions or wishes.

Subparagraph (b)(ii) does not apply merely because the directors act on advice given by the person in the proper performance of functions attaching to the person's professional capacity, or the person's business relationship with the directors or the company or body.

"Directors" means the Directors for the time being of the Company or the Directors assembled as a Board;

"Board" means the Board of Directors of the Company;

"Foundation" means this organization and/or this company

"Organization" means this company and/or foundation

“Operating rules” means rules relating to the performance or exercise of its powers or duties under this organization, or relating to matters permitted by this constitution to be dealt with in its operating rules.

“Fundraising or fund raising” (also **development or advancement**) means the process of soliciting and gathering contributions as money or other resources, by requesting donations.

Words or expressions contained in this Constitution shall be interpreted in accordance with Division 10 of Part 1.2 of the Corporations Act 2001 as in force at the date at which this Constitution becomes binding on the Company.

MAMADOMIA Pty Ltd

OBJECTS

This Company is established for the purposes as set out in this constitution.

The principle activities and objects of the organization are the following:

- 1) To provide relief for/of poverty and/or sickness and/or to meet the needs of the aged, and
- 2) to support the advancement of healthy living education, and
- 3) to utilize eco land purposes beneficial to the community, and
- 4) the provision of child care eco friendly services on a non-profit basis, and
- 5) the advancement of healthy living benevolent eco faith.

To harness the resources of the community to make a positive difference in the lives of people with HealthLess, WealthLess, SpiritLess disabilities and/or diseases;

Distributions to advance to other non-profit charitable health activities:

(a) to improve the viability, sustainability, community access to and equitable distribution of remedy and other health services in communities leading to improved health outcomes to people and cultures.

(b) to actively seek, in partnership with other health promotional and health providers, to improve health outcomes for indigenous people and communities and other disadvantaged people

(c) to contribute to policy development and planning related to health initiatives, and to maintain links with relevant health stakeholders;

(d) to provide education, training and relevant research where there are identified gaps relating to health provision or in meeting the needs of Health and Care Practitioners;

(e) to promote the Objects and Activities of the Company to the community, governments and other foundations, organizations, entities and bodies; and

(f) to do all such other things as may be incidental to the attainment of these Objects.

POWERS

For the sole purpose of carrying out the Foundation Objects the Company has the power and capacity to do all such acts, deeds and things as a Company has capacity and power to do pursuant to the Act including:

(a) to accept or refuse any gift, endowment or bequest made to or acquired by the Company generally for the Objects or for the purpose of any specified Object and to undertake execute and carry out any charitable or other trust which may be considered expedient or desirable in the interests of the Company;

(b) to provide funds or other material benefits by way of grant or otherwise;

(c) to accept and hold 'not raised funds or property' of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Directors from a class of trusts, objects or purposes specified by any person;

(d) to accept and undertake trusteeship, administration and management of trusts and 'not raised funds', whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;

(e) to take such lawful steps by personal or written appeal, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Company in the form of emergency aid, annual subscriptions or otherwise;

(f) to publish or to contribute to the publication of any periodical, journal or magazine and to print and circulate books, papers, pamphlets and information to provide and circulate any annual or other report of the Company and its proceedings and work;

(g) to subscribe to, become a member of and co-operate with any other association or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Company provided that the Company shall not subscribe to or support with its funds any association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of of this Constitution;

(h) in furtherance of the Foundation Objects to buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the Company or persons frequenting the Company's premises;

(i) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the Organization Objects provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts;

(j) to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Foundation Objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

POWERS

(k) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the Objects;

(l) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Company's interest, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

(m) to invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds and any other investments as might be made by a prudent investor;

(n) to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off any such securities;

(o) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

(p) in furtherance of the Objects to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;

(q) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others;

(r) to take any lawful gift of property whether subject to any special trust or not, for any one or more of the Objects but subject always to the proviso in titles, articles and paragraphs of this Constitution;

(s) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of contributions or otherwise within the rules of this constitution;

(t) to print and publish any electronic and classic publications, newspapers, periodicals, books, articles or leaflets, ebooks, enews, web sites, videos, movies and other marketing and advertizing that the Company may think desirable for the promotion of the Organization Objects of the organization;

(u) to co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums;

(v) subject to **AMALGAMATION** Rule of this Constitution, in furtherance of the Objects of the organization to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and which shall prohibit the distribution

of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of this Constitution;

(w) to establish any venture authority, institution, company, society, association or trust in furtherance of the Foundation Objects to procreate it's purposes;

(x) in furtherance of the Organization Objects to purchase or otherwise acquire and undertake all or any part of the 'NON RAISED INTENTIONALLY' funds, property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorized to amalgamate; and

(y) to do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Company. Without limiting the generality of the foregoing the Company has the powers set out in Section 124 of the Act.

SHARES / SHAREHOLDERS

If shares will be issued under written contract or issued for other than cash, a Form 207Z *Certification of compliance with stamp duty law* must be lodged.

Shareholders controlling at least 5% of a company may direct that accounts (financial statements and reports) be prepared and sent to all shareholders.

The direction must be signed by the requisitioning shareholders and given no more than 12 months after the end of the company's financial year. Also, it may specify all or any of the following:

- that the financial report does not have to comply with accounting standards
- a directors' report need not be prepared
- the accounts must be audited.

Accounts prepared pursuant to shareholder direction are not lodged with ASIC.

Title

APPLICATION OF INCOME AND PROPERTY

The income and property of the Company shall be applied solely towards the promotion of the objects of the organization as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members and no remuneration or other benefit in money or money's worth shall be paid or given by the company to any person who holds any office of the company PROVIDED THAT nothing herein shall prevent:

(a) the payment of out of pocket expenses incurred by the Company's directors and any honorary patrons;

(b) the payment of interest at a rate not exceeding interest at a rate which does not exceed 2% of the rate being charged by the Commonwealth Bank on ordinary overdraft accounts for sums exceeding \$100,000 for overdrawn accounts on money lent or reasonable and proper rent for premises demised or lent by any Member or officer of the Company to the Company;

(c) the indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution;

(d) the payment in good faith of remuneration to any member or director of the company in return for any services rendered or goods supplied to the Company; or

(e) payment for reasonable and commercial rent for premises leased by any Member or officer or employee of the Company.

Any allocation of income, donations or property to other persons or organizations will be made in accordance with the established purposes of the company and not be influenced by the preference of the donor.

Mamadomia Pty Ltd

Title

ASSETS, PROPERTY AND INCOME

The assets and income of the organization shall be applied solely in furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the members of this organization except as bona fide compensation for services rendered or expenses incurred on behalf of this organization.

And/Or

The income and property of the Company shall be applied solely towards the promotion of the Objects as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members and no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any person who holds any office of the Company PROVIDED THAT nothing herein shall prevent:

(a) the payment of out of pocket expenses incurred by the Company's directors and any honorary patrons;

(b) the payment of interest at a rate not exceeding interest at a rate which does not exceed 2% of the rate being charged by the Commonwealth Bank on ordinary overdraft accounts for sums exceeding \$100,000 for overdrawn accounts on money lent or reasonable and proper rent for premises demised or lent by any Member or officer of the Company to the Company;

(c) the indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this Constitution;

(d) the payment in good faith of remuneration to any Member or director of the Company in return for any services rendered or goods supplied to the Company; or

(e) payment for reasonable and commercial rent for premises leased by any Member or officer or employee of the Company.

Any allocation of income, donations or property to other persons or organizations will be made in accordance with the established purposes of the Company and not be influenced by the preference of the donor.

ORGANIZATION DISSOLUTION

The organization non-profit nature of procreation of the existence

In the event of this organization being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organization with similar charitable health promotion purposes which;

- is not carried on for the profit or gain of its individual members by any kind and/or meaning measurable in money and/or fiscal units of value;
and
- is not carried on for the profit or gain of its individual members by any kind and/or meaning measurable in control and/or mass societal units value;
and
- is not carried on for the profit or gain of its individual members by any kind and/or meaning measurable in dominance and/or power units of value;

COMPANY WINDING UP

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 among the members of the Company but shall be given or transferred to some other institution which:

(a) has objects similar to the Objects of this Organization;

(b) is approved by the Commissioner of Taxation as a Health Promotion Charity and endorsed by the Australian Taxation Office as a Deductible Gift Recipient; and

(c) is an institution whose objects 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 or by virtue of **INCOME AND PROPERTY** Rule of this Constitution.

The company shall not be wound up upon the death, disability or retirement of any of the persons involved.

AMALGAMATION

Where it furthers the objects of this organization to amalgamate with any one or more other organizations having similar objects, the other organization must:

- (a) have objects similar to the objects of this organization;
- (b) be approved by the Commissioner of Taxation as a Deductible Gift Recipient.
- (c) be an institution whose objects 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 or by virtue of **INCOME AND PROPERTY** Rule of this Constitution.

MEMBERS

This organization prohibits the company making distributions to its members and paying fees to its members and/or directors, and/or patrons and/or associates and/or representatives.

REGISTER OF MEMBERS

[compare internal rules members sections]

- 1) The Secretary must ensure that a Register of Members is kept by the Foundation in accordance with the Law.
- 2) The following must be entered in the Register of Members in respect of each Member:
 - (1) the full name of the Member;
 - (2) the residential address, facsimile number and electronic mail address, if any, of the Member;
 - (3) the category of Membership;
 - (4) the date of admission to and cessation of Membership;
 - (5) the date of last payment of the Member's Membership Fee;
 - (6) in the case of a Corporate Member, the full name, address, facsimile number and electronic mail address, if any, of its Nominated Representative;
 - (7) the Area in which the Member nominates to be registered; and
 - (8) such other information as the Directors require.
- 3) Each Member and Nominated Representative must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within 1 month after the change.

CESSATION OF MEMBERSHIP

Resignation

- I. A Member may resign from Membership of the Foundation by giving written notice to the Secretary.
- II. The resignation of a Member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

Cessation of Membership

- 1) A Member who is an individual ceases to be a Member:
 - a. on the death of the Member; or
 - b. if the Member is expelled under **Expulsion of Members** rules.
- 2) A Corporate Member ceases to be a Member:
 - a. if it is wound up or is otherwise dissolved or deregistered; or
 - b. if it is expelled under **Expulsion of Members** rules

EXPULSION OF MEMBERS

- I. If any Member:
 - (1) wilfully refuses or neglects to comply with the provisions of this Constitution; or
 - (2) is guilty of any conduct which, in the absolute opinion of the Directors, is unbecoming of a Member or prejudicial to the interest of the Foundation;

the Directors may resolve to expel the Member from the Foundation and to remove the Member's name from the Register of Members.
- II. At least 1 week before the meeting of the Directors at which a resolution of the nature referred to in Rule 1 is passed the Directors must give to the Member notice of:
 - (1) the meeting;
 - (2) what is alleged against the Member; and
 - (3) the intended resolution.
- III. At the meeting and before the passing of the resolution, the Member must have an opportunity of giving
- IV. orally or in writing any explanation or defence the Member sees fit.
- V. A Member may, by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Directors, elect to have the question dealt with by the Foundation in General Meeting and in that event, a General Meeting of the Foundation must be called for that purpose.
- VI. If at the General Meeting of the Foundation a resolution to the same effect as the resolution which was to be considered by the Directors is passed by a majority of 2/3 of those present and voting (and the vote must be taken by secret ballot), the Member concerned must be expelled and the Member's name must be removed from the Register of Members.

MEMBERS CONTRIBUTION

Every Member undertakes to contribute to the property of the Company in the event of it being wound up while the Member is a Member, or within one (1) year after the Member ceases to be a Member, for payment of the debts and liabilities of the Company contracted before the Member ceases to be a Member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

CONTRIBUTIONS

Upon a contribution of money or property, the Foundation Board must determine, within a reasonable time, whether the contribution is a:

- (a) contribution from member or incorporated patron; or
- (b) gift of spontaneous generosity; or
- (c) honorable award and/or grant; or
- (d) sponsorship or charity or donation or act of fraud; or
- (h) an act of altruistic appreciation or emergency aid;

If the Organization Board determines that the contribution is not an act of altruistic appreciation, then it must be dealt with in accordance with the Organization Rules.

If the Board determines that the contribution is within section (a)(b)(c) then the money or property must be deposited in a general account and may be used by the Company in pursuit of the Objects.

If the Board determines that the contribution is within section (d) must veto it in accordance with the Corporations ACT rules and regulations.

Non-profit charitable rules extended

This organization *shall* confirm to the following purposes at all time:

- (a) shall pursue charitable purposes only and shall apply its income in promoting those purposes; and
- (b) prohibit the organization or company making distributions to the members and paying fees to the directors; and
- (c) requires the directors to approve all other payments this organization or company makes to the directors.

No portion of the income or property of the Foundation may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Foundation.

Above does not prevent:

(1) the payment in good faith of remuneration to any Officer, servant or Member of the Foundation in return for any services actually rendered to the Foundation or for goods supplied in the ordinary and usual way of business;

(2) the reimbursement of expenses incurred by any Member on behalf, and at the request of, the Foundation.

General Business Management

[compare replaceable rule title GBM]

- 1) The business of the Foundation is to be managed by or under the direction of the Board.
- 2) The Board may exercise all the powers of the Foundation except any powers that the Law or this constitution requires the Foundation to exercise in General Meeting.
- 3) No Rule made or resolution passed by the Foundation in General Meeting can invalidate any prior act of the Directors which would have been valid if that Rule or resolution had not been made or passed.
- 4) The Board may pay all expenses incurred in promoting and forming the Foundation.
- 5) Without limiting the generality of this Rule 38, but subject to Law, the Directors may exercise all the powers of the Foundation to borrow money, to charge any property or business of the Foundation and to issue debentures or give any other security for a debt, liability or obligation of the Foundation or of any other person.
- 6) The Board may make, amend or repeal By-Laws and regulations not inconsistent with this Constitution for the general conduct and management of the Foundation and the business of the Board.

Title

Members / Shareholders Requirements

- (1) This company must have no more than 50 non–employee shareholders.
- (2) In applying above subsection (1):
 - (a) count joint holders of a particular parcel of shares as 1 person; and
 - (b) an employee shareholder is:
 - (i) a shareholder who is an employee of the company or of a subsidiary of the company; or
 - (ii) a shareholder who was an employee of the company, or of a subsidiary of the company, when they became a shareholder.
- (3) This proprietary company must not engage in any activity that would require disclosure to investors under Chapter 6D of the Corporations Act, except for an offer of its shares to:
 - (a) existing shareholders of the company; or
 - (b) employees of the company or of a subsidiary of the company.

Financial regulations

This organization shall apply its profits (if any) or other income in promoting its purpose only.

Financial recordings

There must be systematic recording of the company's financial transactions in accordance to the Corporations Law,

Financial reporting requirements

The company only have to prepare audited financial statements if ordered to do so by ASIC or members holding five percent of voting shares and in case if controlled by a foreign company.

Financial restrictions

This organization prohibits the company making distributions to its members and paying fees to its members and/or directors.

Financial difficulties

If the company is facing financial difficulties, it can be wound up as a result of a court order or voluntarily if company shareholders vote to do so. In this situation, a liquidator is to be appointed. It is the liquidator's responsibility to take over the company's assets, determine who is owned money, to distribute the company's left over assets to shareholders once creditors have been paid and to have the company deregistered.

Title

Funds Raising Regulations

The foundation and/or organization and/or the company shall not raise funds from the public unless certain disclosure obligations are met.

Shareholders regulations

Shareholders are privy to limited liability.

A person can become a shareholder by:

- being listed as a shareholder on the application for registration of the company
- the company issuing shares to the person
- the person buying shares in the company from an existing shareholder and the company registering the transfer.

A person ceases to be a shareholder if:

- The person sells all of his/her shares in the company and the company registers the transfer or shares
- The company buys back all the person's shares
- ASIC cancels the company's registration.

Shareholders of a company are not liable for the company's debts. As shareholders, their only obligation is to pay the company any amount unpaid on their shares if they are called upon to do so.

If a shareholder is also a director, this limitation may be affected by other common laws and provisions set out in the Corporations Act.

While the company shareholders effectively own the company, the company continues to have a separate legal existence and the company's assets belong to the organization.

Shareholders can make decisions about the company, via shareholder meetings. At such meetings, shareholders can cast votes.

The company may issue shares at a price it determines, the same can be said for the amount of shares issued.

The company as proprietary entity cannot sell shares to the public;

The organization is permitted to have no more than 50 non-employee shareholders.

The shares can be offered to employees and/or offered as bonus to the staff.

PROPRIETARY REGULATIONS

1. The company must have at least 1 shareholder, and
 - 1.1. no more than 50 non-employee shareholders, and
 - 1.2. must have at least 1 director who must ordinarily be resident in Australia.
2. The company cannot engage in any activity that would require the lodgment of a prospectus (except for an offer of shares to existing shareholders or employees); and
3. The company is not required to appoint an auditor.

Directors

This organization prohibits the company making distributions to the members and paying fees to its directors; and requires its directors to approve all other payments the company makes to them.

Eligibility

The directors are to be bound strictly by the responsibilities under the Corporations Act.

Responsibility

Directors are expected to conduct honesty and a duty of care for the benefit of the organization.

Duties

Dishonest conduct covers more than theft or fraud. It may be that any decision of a director which is not in the overall best interests of the organization might be considered dishonest under law. It is wise for directors to make sure that they are fully informed of the possible effect of any decision made before they consent to it. In this way they are protecting themselves and the organization. To do this effectively they should:

- keep themselves informed of company activities
- take an active part in board meetings
- ask questions about management decisions
- look into any new proposals carefully
- seek outside professional lawful advice in order to make considered judgments on any matter before the board.

There are fundamental duties the directors are also responsible for, such as making sure the company is keeping up-to-date financial records, that it can pay its debts and that it is operating in a true and fair manner.

Directors must stop the company trading if it cannot meet its existing debts and prevent taking on any new debt.

The following are director duties and liabilities as set down in the Corporations Act 2001. In managing the company, each of its directors is subject to a wide range of duties including:

- To act in good faith
- To act in the best interests of the company
- To avoid conflicts between the interests of the company and the director's interests
- To act honestly
- To exercise care and diligence
- To prevent the company trading while it is unable to pay its debts

- If the company is being wound up, to report to and help the liquidator on the affairs of the company.

As a company director you should also:

- Be fully up-to-date with what your company is doing
- Find out for yourself how any proposed action will affect your company's business performance especially if it involves a lot of the company's money
- Get outside professional advice when you need more details to make an informed decision
- Question managers and staff about how the business is going
- Take an active part in directors' meetings

If the company is experiencing financial difficulties, the directors may appoint an administrator to take over operations to see if a solution can be worked out between the company and its creditors. A court can also order a receiver to come in and take over some or all of the company's assets if there is financial trouble.

The organization in General Meeting may by resolution increase or reduce the number of Directors but the number may not be reduced below 1.

Passing of Directors' Resolutions

[compare relevant replaceable internal rules]

A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

The Chair has a casting vote if necessary in addition to any vote he or she has as a Director. The Chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

A person who is an Alternate Director is entitled (in addition to his or her own vote if he or she is a Director) to 1 vote on behalf of each Director whom he or she represents as an Alternate Director at the meeting and who is not present at the meeting.

Quorum

[compare relevant replaceable rule]

The quorum for a Directors' meeting is half the number of then current Board rounded up to the nearest whole number of Directors entitled to vote or a greater number determined by the Directors. The quorum must be present at all times during the meeting.

An Alternate Director is counted in a quorum at a meeting at which the Director who appointed the Alternate Director is not present (so long as the Alternate Director is, under the Law, entitled to vote).

SECRETARIES

Terms of Office of Secretary

[compare relevant replaceable rules]

The Company must appoint a Secretary of the Foundation to hold office on the terms and conditions (including as to remuneration) that the Directors determine.

MINUTES

Minutes to be Kept

- 1) The Directors must keep minute books in which they record within 1 month:
 - a. proceedings and resolutions of meetings of the Foundation's Members;
 - b. proceedings and resolutions of Directors' meetings (including meetings of a Committee of Directors);
 - c. resolutions passed by Members without a meeting; and
 - d. resolutions passed by Directors without a meeting.
- 2) The Directors must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:
 - a. the Chair of the meeting; or
 - b. the Chair of the next meeting.
- 3) The Directors must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- 4) Without limiting Rule 95.1 the Directors must record in the minute books:
 - a. all appointments of Officers and executive employees;
 - b. the names of the Directors and Alternate Directors present at all meetings of Directors and the Foundation;
 - c. and the method by which a meeting of Directors was held.

APPOINTMENT OF DIRECTORS BETWEEN ANNUAL GENERAL MEETINGS

Casual Vacancies, Additional Directors and Insufficient Directors

[compare replaceable rules Election of Elected Directors]

The Foundation in General Meeting may by resolution and the Directors may at any time appoint a person qualified to be an Elected Director to fill a casual vacancy so that the total number of Elected Directors does not at any time exceed the number fixed in accordance with this Constitution.

Any Elected Director appointed holds office until the end of the next Annual General Meeting of the Foundation. The casual vacancy is then to be filled by election in accordance with Rule 29.3 and the person elected shall hold office until the end of the next Annual General Meeting of the Foundation at which the place of the Elected Director who created the casual vacancy would be, if not for the election, up for election.

In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or convening a General Meeting of the Foundation.

POWERS OF DIRECTORS

Validation of Acts of Directors and Secretaries

[compare internal sections of powers]

The acts of a Director or Secretary of the Foundation are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

Where a person whose office as Director of the Foundation is vacated under a provision of the Law purports to do an act as a Director of the Foundation, that act is as valid, in relation to a person dealing with the Foundation in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

CONSENTS

DIRECTORS

Written consent is required for each person who agrees to become a director of a company (eligible to become directors).

SECRETARIES

Written consent is required for each person who agrees to become a director of a company (eligible to become directors).

MEMBERS

Written consents are also required for each person who agrees to become a member of the company.
(eligible to become directors).

Consents must be kept with the company's records and directors and members details must be kept and recorded with the register of members.

MEETINGS

The company resolution is a formal expression of a decision made in a meeting of the company directors or members. Resolutions and company meetings shall be recorded in the company register in the Minutes of Meetings.

The Organization in General Meeting may by resolution increase or reduce the number of Directors but the number may not be reduced below 1.

EXECUTION OF DOCUMENTS

Common Seal

The Foundation may, but need not, have a Common Seal.

Use of Common Seal

- 1) If the Foundation has a Common Seal the Directors must provide for its safe custody.
- 2) The Common Seal may not be fixed to any document except by the authority of a resolution of the Directors or of a Committee of the Directors duly authorized by the Directors.
- 3) The Foundation executes a document with its Common Seal if the fixing of the seal is witnessed by:
 - (1) Directors of the Foundation; or
 - (2) Director and a Secretary of the Foundation

Execution - General

- 1) The Foundation may execute a document without using a Common Seal if the document is signed by:
 - i. Directors of the Foundation; or
 - ii. Director and a Secretary of the Foundation.
- 2) The same person may not sign in the dual capacities of Director and Secretary.
- 3) A Director may sign any document as Director, with or without the Common Seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this Constitution as to execution despite his or her interest.
- 4) The rules do not limit the ways in which the Directors may authorize documents (including deeds) to be executed on behalf of the Foundation.

ACCOUNTS, AUDIT AND RECORDS

Accounts

- 1) The Directors must cause proper accounting and other records to be kept in accordance with the Law.
- 2) The Directors must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by Law to be attached to them) as required by the Law.

Audit

- 1) A registered company auditor must be appointed.
- 2) The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

KEEPING REGISTERS AND RECORDS:

The company must keep a register of its shareholders and a register of charges.

The register must be kept at either the company's registered office, the company's principal place of business, a place where the work in maintaining the register is carried out or another place approved by ASIC.

The shareholder information required to be kept in the register should include shareholder names and addresses and details of the shares held by the individual shareholders.

A register of charges is to be kept if the company gives a bank, trade creditor or anybody else a charge of company assets.

The records must record and explain company transactions and explain the company's financial position and performance.

ANNUAL RETURNS:

The annual return must be lodged once every year, no later than January 31 of the following year. Late returns will be hit with a penalty fee. The annual return contains information such as:

- Names and addresses of each director and company secretary
- Issued shares
- Shareholder details
- Address of registered office
- Address of principal place of business.

CONFIDENTIALITY POLICY

All information about the company and its dealings should be treated as **highly confidential** and not used in any way which could damage the organization. A director also has a responsibility to ensure that the company does not incur further debts by trading when insolvent.

Except as provided by the Law, no Member (not being a Director) is entitled to require or receive any information concerning the business, trading or customers of the Foundation or any trade secret, secret process or other confidential information of or used by the Foundation.

INADVERTENT OMISSIONS

Formalities Omitted

If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Directors that the omission has directly prejudiced any Member financially. The decision of the Directors is final and binding on all Members.

REPLACEABLE RULES

The Replaceable Rules contained in the Act do not apply to this Company

Appointment of Attorney

The Directors may appoint any person or persons to be the Attorney or Attorneys of the organization for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the Directors), for the period and subject to the conditions they see fit.

A Power of Attorney may contain those provisions for the protection and convenience of persons dealing with the Attorney that the Directors see fit.

Negotiable Instruments

[compare replaceable rule title Negotiable Instruments]

Any 2 Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

The Directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

PATRONS & FRIENDS

Eligibility

They must be willing to live in healthy way, and be mostly honest, loyal, trustworthy, non-discriminatory, not racist, open minded, creative, non ignorant, eco cognitive and aware of healthy living, and must have mostly actual understanding of eco friendly healthy living environments, ethical and moral, dedicated to the objectives of this organization.

Responsibility

They must take personal responsibility for their health and way of healthy living

They must encompass personal cognitive awareness of ageing processes.

They must follow the guidance of eco friendly healthy living

They must conform to the **Code of eco friendly healthy living**

Duty

To practice the Art of healthy living

To practice the Art of feel easy living (disease "dis-ease" free)

To contribute to the health promotion of prevention and control of diseases in other humans

Without limiting the generality of the powers set out under **POWERS** Rules, the Company has the capacity and power to:

(a) appoint honorary patrons to the Company, who shall not be Directors nor have any executive powers nor be entitled to any remuneration except for reasonable out-of pocket expenses in relation to services rendered in promoting the Company; and

(b) appoint persons as a "Friend of the organization" in consideration of the payment of a fee or making of a donation, irrespective of whether or not those persons are Members or directors of the Company.

CHIEF EXECUTIVE OFFICER

[compare replaceable rule title chief executive officer]

Appointment and Powers

- 1) The Directors may appoint any person, to the position of Chief Executive Officer (the "CEO") for the period and on the terms (including as to remuneration) the Directors see fit.
- 2) The Directors may, upon terms and conditions and with any restrictions they see fit, confer on a Chief Executive Officer any of the powers that the Directors can exercise.
- 3) The Directors may revoke or vary:
 - (1) an appointment; or
 - (2) any of the powers conferred on an Executive Officer.
- 4) If the Chief Executive Officer becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as Chief Executive Officer.

INDEMNITY AND INSURANCE

Indemnity

(A) To the extent permitted by the Law, the Foundation indemnifies:

- (a) every person who is or has been an Officer of the Foundation; and
- (b) where the Board of Directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Foundation;

against any liability incurred by that person in his or her capacity as an Officer of the Foundation or of the related body corporate (as the case may be).

(B) In accordance with section 199A of the Law, the Foundation must not indemnify a person against:

- (1) any of the following liabilities incurred as an Officer of the Foundation:
 - (a) a liability owed to the Foundation or a related body corporate;
 - (b) a liability for a pecuniary penalty order under section 1317G of the Law or a compensation order under section 1317H of the Law; or
 - (c) a liability that is owed to someone other than the Foundation or a related body corporate and did not arise out of conduct in good faith; or

(2) legal costs incurred in defending an action for a liability incurred as an Officer of the Foundation if the costs are incurred:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Rule (B) (1);
- (b) in defending or resisting criminal proceedings in which the person is found guilty;
- (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
- (d) in connection with proceedings for relief to the person under the Law in which the Court denies the relief.

Rule (B)(2)(c) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investment Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

(3) For the purposes of Rule 2) (2) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

BODY CORPORATE REPRESENTATIVE

- a. A body corporate may appoint an individual as a representative to exercise all or any of the powers the
- b. body corporate may exercise:
 - i. at meetings of the Foundation's Members;
 - ii. at meetings of creditors or debenture holders; or
 - iii. relating to resolutions to be passed without meetings.

The appointment may be a standing one.

- c. The appointment may set out restrictions on the representative's powers. If the appointment is to be by
- d. reference to a position held, the appointment must identify the position.
- e. A body corporate may appoint more than 1 representative but only 1 representative may exercise the
- f. body's powers at any one time.
- g. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

NAME AND IDENTIFICATION POLICY

The name must be shown on all the company's and/or organization premises (including the registered office). The company's name and its ACN must also appear:

- On the public documents
- On the cheques and negotiable instruments
- On all documents lodged with ASIC
- On statements of account, including invoices
- Business letterhead
- Receipts (which are not machine-produced)
- Orders for goods and services
- Written advertisements making a specific offer
- Where it has one, it should also appear on its common seal.

The penalty for non-compliance with the ACN provision of the Corporations Act 2001 is, \$100 or three months imprisonment, or both.

Items which don't require the ACN include:

- packaging and labelling, including envelopes and transport documents
- advertisements which do not make a specific offer which is capable of being accepted (such as advertisements which only promote the company and its goods or services in general)
- credit cards and credit card vouchers
- machine-generated receipts, including cash-register receipts
- business cards and "with compliments" slips
- items which are not documents (eg, vehicles, television advertisements).

CONSTITUTION AGREEMENT

The organization constitution has the effect of a contract between the company and each member, between the company and each director and secretary, and between a member and each other member.

Appendix 1:

Regulations coordinated within other Acts

The Organization has varying roles and responsibilities synchronized under acts administered by other authorities as follows:

Aboriginal Affairs Planning Authority Act 1972

Bail Act 1982

Children's Court of Western Australia Act 1988

Corruption and Crime Commission Act 2003

Criminal Code and Criminal Injuries Compensation Act 2003

Equal Opportunity Act 1984

Evidence Act 1906

Family Court Act 1997

Family Law Act 1975 (Commonwealth)

Financial Administration

Audit Act 1985

Freedom of Information Act 1992

Government Employees Housing Act 1964

Government Financial Responsibility Act 2000

Human Reproductive Technology Act 1991

Immigration (Guardianship of Children) Act 1946 (Commonwealth)

Industrial Relations Act 1979

Legal Representation of Infants Act 1977

Magistrates Court (Civil Proceedings) Act 2004

Occupational Safety and Health Act 1984

Parliamentary Commissioner Act 1971

Public Interest Disclosure Act 2003

Public Sector Management Act 1994

Restraining Orders Act 1997

School Education Act 1999

Spent Convictions Act 1988

State Administrative Tribunal Act 2004

State Records Act 2000

State Supply Commission Act 1991

State Superannuation Act 2000

Supported Accommodation Assistance Act 1994

Workers Compensation and Injury Management Act 1981

Young Offenders Act 1994

THE FINAL CLAUSES

- 1) Whatever is not explicitly and/or fully stated and/or covered throughout this constitutional legislation is to be utilized in and/or legislated in the internal provisions Replaceable Rules, acts and regulations of the organization.
- 2) If the company has stopped trading or has been wound up, it will remain registered until ASIC cancels the company' registration. Once a company is deregistered, it ceases to exist.

The company can apply to have the company deregistered if certain conditions are met, including:

- The company is not carrying on business activities
- The company has paid all its fees and penalties under the Corporations Act
- The company has assets of less than ,000
- The company has not outstanding liabilities
- The company is not a party to any legal proceedings
- All its members have agreed to the deregistration.

Constitution Form

Part 1 – The constitution fundamental provisions

Title, Article, Paragraph

Part 2 – Charter of fundamental right

Title, Article, Paragraph

Part 3 – The organization policies

Title, Article, Paragraph

The final clauses

Protocols

Annexes

Declarations

Constitution Update

The company shall modify or repeal this constitution, or a provision of this constitution, by passing a special resolution A special resolution that requires at least 21 days notice (28 days for public listed companies) and the agreement of a 75% majority of eligible voters (refer s9, 136, 137, 140, 249H and 249L).

If a special resolution is passed affecting the company's name, share capital or type, then the appropriate document for that change should be lodged within the required lodgment period.

Alterations

The Australian Taxation Office and if required by Law, the Australian Securities & Investments Commission, and any other regulated authority must be notified in writing of any alterations to this Constitution.