



# **The Australian Justice Tribunal**

**A Special Purpose Public Company Limited by Guarantee**

## **NATIONAL CONSTITUTION**

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– CONTENTS –

1	GENERAL
1.1	Name of Company
1.2	Liability of Member
1.3	Replaceable Rules
2	DEFINITIONS AND INTERPRETATION
2.1	Definitions
2.2	Interpretation
3	OBJECTIVES
3.1	Pro Bono Legal Representation
3.2	Councils of Review
3.3	Regional AJT Libraries
3.4	Established Pro Bono Services
3.5	Private Criminal Prosecution
3.6	Pardons and Compensation
4	PURPOSE AND STATUS
4.1	Fulfilling Objectives
4.2	Disbursement of Income
5	NO DISTRIBUTION OF ASSETS
5.1	Fate of Surplus Assets
5.2	Court of Appropriate Jurisdiction
6	DIRECTORS
6.1	Number and Appointment of Directors
6.2	Power to Appoint Directors
6.3	Appointment and Removal of Directors by General Meeting
6.4	Remuneration of Directors
6.5	Travelling and Other Expenses
6.6	Retirement Benefits
6.7	Directors May Contract With Company
6.8	Directors May Hold Other Office
6.9	Exercise of Voting Power in Other Corporations
6.10	Directors Lending Money to the Company
6.11	Directors May Donate to the Company
7	ALTERNATE DIRECTORS
7.1	Director May Appoint Alternate Director
7.2	Membership
8	ASSOCIATE DIRECTORS
8.1	Number and Appointment of Associate Directors
8.2	Appointment and Removal of Associate Directors
8.3	Meetings by Telephone or Other Means
8.4	Voting, Quorum and Membership
8.5	Remuneration of Associate Directors
8.6	Travelling and Other Expenses
9	VACATION OF OFFICE OF DIRECTOR
9.1	Vacation of Office by Director
9.2	Directors Who Are Executive Directors of the Company
10	ELECTION OF DIRECTORS
10.1	Retirement of Directors
10.2	Who Must Retire?
10.3	Nomination of Directors

---

## National Constitution of The Australian Justice Tribunal

---

- 11 MANAGING DIRECTOR
  - 11.1 Appointment of a Managing Director
  - 11.2 Managing Director Not to be Subject to Retirement by Rotation
- 12 PROCEEDINGS OF DIRECTORS
  - 12.1 Proceedings Relating to Directors' Meetings
  - 12.2 Meetings by Telephone or Other Means
  - 12.3 Votes at Meetings
  - 12.4 Convening of Meetings
  - 12.5 Chairperson
  - 12.6 Powers of Meetings
  - 12.7 Delegation of Powers to Councils
  - 12.8 Proceedings of Councils
  - 12.9 Validity of Acts
  - 12.10 Resolution in Writing
  - 12.11 Chairman
- 13 POWERS OF THE BOARD
  - 13.1 General Powers of the Board
  - 13.2 Appointment and Removal of Secretary
  - 13.3 Appointment and Removal of Auditor
  - 13.4 Power to Borrow and Guarantee
  - 13.5 Power to Give Security
  - 13.6 Commission on Issue of Debentures
  - 13.7 Personal Liability of Officeholders
  - 13.8 Power to Lend
  - 13.9 Power to Acquire Securities
  - 13.10 Other Organisations
  - 13.11 Fundraising
  - 13.12 Surplus Capital
- 14 COUNCILS OF REVIEW
  - 14.1 Locations and Purpose
  - 14.2 Structure of Councils
  - 14.3 Quorum and Voting
  - 14.4 Council President Presiding
  - 14.5 Retirement of Officeholders
  - 14.6 Council Name
  - 14.7 Employment of Staff
  - 14.8 Complaints
  - 14.9 Case Assessors
  - 14.10 Monitoring Judicial Proceedings
  - 14.11 Approved Organisations
- 15 COUNCIL CORPORATIONS
  - 15.1 Controlled Corporations
  - 15.2 Names of Council Corporations
  - 15.3 Purpose of Council Corporations
  - 15.4 Quorum and Voting
  - 15.5 Remuneration of Officeholders
  - 15.6 Mandatory Retirement
  - 15.7 Ultimate Ownership
- 16 REGIONAL AJT LIBRARIES
  - 16.1 Locations and Purpose
  - 16.2 Regional Directors
  - 16.3 Responsible to the Company
  - 16.4 Controlled Corporations

---

## National Constitution of The Australian Justice Tribunal

---

- 17 MEMBERSHIP
  - 17.1 Application and Acceptance of Members
  - 17.2 Voting Rights and Class
- 18 ASSOCIATE MEMBERSHIP
  - 18.1 Qualification of Applicants
  - 18.2 Cancellation of Associate Membership
  - 18.3 Other Organisations
  - 18.4 Voting Rights as Alternate Director Only
  - 18.5 No Requirement to be an Associate Member
- 19 GENERAL MEETINGS
  - 19.1 General Meetings
  - 19.2 Notice of General Meetings
- 20 PROCEEDINGS OF MEETINGS
  - 20.1 Business of General Meetings
  - 20.2 Quorum
  - 20.3 Adjournment in Absence of Quorum
  - 20.4 Chairman
  - 20.5 Acting Chairman
  - 20.6 General Conduct of the Meeting
  - 20.7 Adjournment
  - 20.8 Voting
  - 20.9 Declaration of Resolution Carried and Poll
  - 20.10 Taking a Poll
  - 20.11 Continuation of Business
- 21 SPECIAL MEETINGS
- 22 SEAL
  - 22.1 Execution of Cheques, etc.
  - 22.2 Company Seal is Optional
  - 22.3 Affixing the Seal
  - 22.4 Execution of Documents Without a Seal
  - 22.5 Other Ways of Executing Documents
- 23 MINUTES
- 24 PUBLICITY
- 25 INDEMNITY
  - 25.1 Indemnity to Directors, Secretaries & Officeholders
  - 25.2 Indemnity to Employees
  - 25.3 Insurance
- 26 NOTICES
  - 26.1 Service of Notices
  - 26.2 Notice Deemed to be Served
  - 26.3 Not Known at Registered Address
  - 26.4 Signature to Notice
  - 26.5 Period of Notice
  - 26.6 Persons Entitled to Notice of General Meeting
- 27 CONFIDENTIALITY

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# National Constitution of The Australian Justice Tribunal

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## A SPECIAL PURPOSE PUBLIC COMPANY LIMITED BY GUARANTEE

### NATIONAL CONSTITUTION

#### OF

### THE AUSTRALIAN JUSTICE TRIBUNAL

## 1 GENERAL

### 1.1 Name of Company

The name of the Company is The Australian Justice Tribunal.

A form 432 'Application to approve registration of a company name without the word "Limited"' was submitted to the Australian Securities and Investments Commission on the date of registration of the Company pursuant to the lodgement of form 201 'Application for registration as an Australian company'.

### 1.2 Liability of Member

The Member of the Company guarantees, in the event of the winding up or dissolution of the Company while that person is a Member, to pay the debts, liabilities and winding up costs of the Company provided such total amount does not exceed the Member's Guarantee of one dollar (\$1.00).

### 1.3 Replaceable Rules

The Replaceable Rules do not apply to the Company.

## 2 DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In these Rules unless the context requires otherwise:

"**AJT**" means Australian Justice Tribunal

"**Alternate Director**" means a person nominated by a Director and approved by the Board to act in that Director's place.

"**Associate Director**" means a person invited to attend Directors' meetings in an advisory capacity only and without the voting rights of a Director.

"**Associate Member**" means any Australian whose application for non-corporate, non-voting membership of the Company has been approved by the Company in accordance with this Constitution.

"**ASX**" means Australian Securities Exchange.

"**ATO**" means Australian Taxation Office.

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## National Constitution of The Australian Justice Tribunal

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“**Australia**” means all of the States and Territories of Australia.

“**Australian Parliament**” means Commonwealth or Federal Parliament; the ultimate assembly of representatives of the Australian people whose supreme legislative authority is exercised through the House of Representatives (Lower House) and the Senate (Upper House).

“**Australian(s)**” means all persons, irrespective of origin, who are Australian residents.

“**Bequest**” means a legacy of property, money or rights left to the Company in the will of a deceased person.

“**Board**” means the Directors for the time being of the Company.

“**Business Day**” means a day, not being a Saturday, Sunday or gazetted public holiday, on which banks are open for commercial business.

“**Candidate**” means a person endorsed by a political organisation for subsequent nomination to the Australian Electoral Commission as a person contesting a seat in the House of Representatives or contesting a vacancy in the Senate at a federal election.

“**Case Assessor**” means an investigative member of a Council of Review appointed to assess the veracity or otherwise of complaints received by the Council, and to determine the course of legal action, if any, to be taken in the interests of Complainants.

“**Chair**” means the Office held by the Chairman or by any person nominated to act as Chairperson at meetings held by and within the Company or its Controlled Corporations and includes the Office held by Council Presidents.

“**Chairman**” means Garth William Eaton, born in Brisbane, Australia, 18 November 1946, a Director of the Company.

“**Chairperson**” means any Officeholder or person called on to take the Chair either temporarily in the absence of the Chairman from the Board, or at general or special meetings, or permanently within directors’ meetings held within Controlled Corporations.

“**Client**” means a Complainant who receives Pro Bono legal assistance or advice from the Company.

“**Company**” means The Australian Justice Tribunal or The AJT.

“**Complainant**” means any Australian who is a victim of injustice or is being denied Natural Justice – a consequence of which is sickness, suffering, distress, misfortune or helplessness – and who formally requests relief through the Pro Bono legal services provided by the Company.

“**Constitution**” or “**National Constitution**” means the Rules and Objectives governing the operations and purpose of the Company.

“**Controlled Corporations**” means all corporate entities either wholly or majority owned by the Company which have been registered or acquired for the purpose of furthering the Objectives of the Company.

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## National Constitution of The Australian Justice Tribunal

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“**Council**” means committee.

“**Council Corporation**” means the Controlled Corporation registered within each Council of Review to provide the day to day funding of the Council's administration.

“**Council President**” means the person within a Council of Review who is appointed to chair meetings of the Council and its Council Corporation.

“**Councils of Review**” means the committees described in **Rule 3.2** and **Rule 14** of this Constitution.

“**Deductible Gift Recipient**” means the not-for-profit organisation granted endorsement by the ATO to allow donors the right to claim tax deductions on their gifts and donations to the organisation.

“**Director**” means a person appointed or elected from time to time to the Office of Director of the Company in accordance with this Constitution and includes any Alternate Director duly acting as a Director.

“**Executive Director**” means a Director who is employed either full time or part time by the Company or any of its Controlled Corporations.

“**Founding Member**” means Garth William Eaton, born in Brisbane, Australia, 18 November 1946.

“**Judicial Proceedings**” means all matters dealt with by Australian courts.

“**Justice**” means the quality of moral principles which determines the reasonableness and fairness of actions.

“**Law**” means the Corporations Act 2001 (C'th) as amended from time to time.

“**Library**” means Regional AJT Library.

“**Managing Director**” means the Director appointed to that position pursuant to **Rule 11.1**.

“**Media Director**” means the person or persons appointed to head the publicity division of the Company.

“**Member**” means the Subscriber and Founding Member of the Company.

“**member**” means any Australian, other than the Member, whose application for membership within the Company, conferring corporate and voting rights on the applicant, has been approved by the Board in accordance with this Constitution and the Law; but may also have a more general meaning depending on the context of its use.

“**Member's Guarantee**” means the guarantee given by the Member as declared in the Company's 'Application for registration as an Australian company' in accordance with the Law.

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## National Constitution of The Australian Justice Tribunal

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“**Natural Justice**” means Justice afforded all Australians which is not restricted by cost, social status, or bias in whatever form; Justice which is absent of breaches of Procedural Fairness as it flows into and throughout Judicial Proceedings, and Justice which is intolerant of any adverse external influences capable of eroding the purity of human reason alone.

“**National Corporation**” means Central AJT Pty Ltd ABN 57 141 698 688, a wholly owned subsidiary of the Company.

“**Objectives**” means the direction and goals of the Company as defined within this Constitution.

“**Office**” means an executive or non-executive position of responsibility and control within the Company or its Controlled Corporations or Councils.

“**Officeholder**” means any person only who holds Office within the Company or its Controlled Corporations or Councils.

“**Procedural Fairness**” means the fairness of investigative techniques used by officers within Australian law enforcement agencies, the results of which may precipitate Judicial Proceedings and affect the outcome of those proceedings.

“**Pro Bono publico**” translated from Latin means “for the public good”. And in the context of legal representation means the undertaking of professional work without payment.

“**Public Benevolent Institution**” means, for the purposes of the Law and the Commonwealth Tax Act, a not-for-profit public company limited by guarantee for charitable purposes only which can be endorsed as being income tax exempt and a Deductible Gift Recipient.

“**Regional Director**” means the solicitor appointed by the Company to manage the Pro Bono legal services offered by each Regional AJT Library described in **Rule 16.2**.

“**Register**” means the register of members kept under the Law.

“**Retiring Director**” means a Director who is required to retire under **Rule 10.1** and a Director who ceases to hold Office under **Rule 10.2**.

“**Rules**” means the Rules of this Constitution as amended from time to time.

“**Seal**” means the common seal, if any, of the Company.

“**Secretary**” means a person appointed as Secretary of the Company and includes any persons appointed to perform the duties of Secretary either solely or jointly with the Secretary.

“**Subscriber**” means the Member named in the Company’s ‘Application for registration as an Australian company’ in accordance with the Law.

“**Surplus Assets**” means the net assets, liquid and otherwise, which remain after the discharging of all debts, liabilities and winding up or dissolution costs associated with and relating directly to the Company.

“**Underwriting Director**” means a body or bodies, incorporated or otherwise, appointed by the Company, or its contracted representative, to co-ordinate and administer fundraising activities within any one of The AJT Fundraising Divisions throughout Australia; fundraising that will underwrite the implementation of the Objectives of the Company, in particular its ongoing Pro Bono legal services.

### 2.2 Interpretation

In these Rules unless the context requires otherwise:

- (a) words and terms used which are spelled with initial capital letters do not necessarily denote words and terms which have already been defined;
- (b) words importing the singular will include the plural and vice versa;
- (c) words importing a gender will include other genders;
- (d) a reference to a person will include any body incorporated or otherwise;
- (e) a reference to the Law or any other statute or regulation is to be read as though the words ‘as modified or substituted from time to time’ were added to the reference; and
- (f) a reference to a Rule is a reference to a Rule of this Constitution.

## 3 OBJECTIVES

### 3.1 Pro Bono Legal Representation

The **primary objective** of the Company is to provide **Pro Bono** legal assistance to Australians who are victims of injustice or who are being denied Natural Justice causing sickness, suffering, distress, misfortune or helplessness.

In general, Complainants seeking legal assistance will have exhausted avenues of competent legal redress and will be incapable of affording legal representation either protracted, or in many instances, otherwise.

### 3.2 Councils of Review

To effectively act on behalf of Complainants there will be Councils of Review established by the Company throughout Australia, each structured to receive complaints; and it will be the role of Case Assessors within these Councils to establish the veracity or otherwise of all complaints and ensure that Complainants qualify to secure the Pro Bono legal representation provided by the Company.

### 3.3 Regional AJT Libraries

In order to service the Pro Bono legal needs of genuine Complainants who have been assessed by Councils of Review, there will be research, advisory and legal representation centres known as Regional AJT Libraries established by the Company throughout Australia.

### **3.4 Established Pro Bono Services**

The Company will act vigorously to ensure that it fosters a working relationship with all law firms and advocates; many already known to have an established reputation within Australia for their offering of Pro Bono legal services. This working relationship can and must be fostered for the betterment of all Australians needing Pro Bono legal assistance of the highest standard.

### **3.5 Private Criminal Prosecution**

As a precursor to successfully assisting a Complainant who is specifically a victim of injustice, the Board may deem it necessary to appoint one of its members or another Officeholder of the Company and its Controlled Corporations to prepare private criminal charges against the perpetrator(s) of that injustice. The ensuing criminal prosecution proceedings would be initiated by the Complainant under the guidance of that Board member or other Officeholder and then passed on to a law enforcement agency within Australia at a stage sufficiently advanced to be cost and time effective for the agency and its associated prosecutors.

A successful conviction against an offender who has perpetrated an injustice will greatly enhance the Company's prospects of delivering Natural Justice to an aggrieved Complainant.

### **3.6 Pardons and Compensation**

The Company's Pro Bono legal assistance will benefit certain victims of injustice by ensuring that their rights to a full pardon and financial compensation are secured.

## **4 PURPOSE AND STATUS**

### **4.1 Fulfilling Objectives**

The Company has been registered for the sole purpose of carrying out, to the fullest extent, the Objectives of its Constitution and will do so at all times within the status of:

- (a) a public company limited by guarantee under the Law;
- (b) a section 150 special purpose company being for charitable purposes only under the Law; and
- (c) a not-for-profit Public Benevolent Institution endorsed as being income tax exempt and as a Deductible Gift Recipient for the purposes of the Commonwealth Taxation Act.

### **4.2 Disbursement of Income**

- (a) Irrespective of the origins of the income derived and property owned by the Company (Bequests, gifts of property in whatever form, donations in cash and in kind, trading profits) all assets, liquid and otherwise, will be applied solely to promoting and fulfilling the charitable Objectives of the Company as described in this Constitution, and no apportionment of such assets in whatever

proportion thereof will be paid or transferred, directly or indirectly as a dividend, bonus or otherwise to the Member, Associate Members, or future members, if any, and no Director will be paid a fee, commission, honorarium or other remuneration whatsoever for acting solely as a Director.

- (b) All payments made to a Director, for providing services to the Company (other than acting solely as a Director) or for the reimbursement of reasonable out-of-pocket expenses incurred whilst carrying out his or her authorised duties as a Director, must be approved by the Board.

## **5 NO DISTRIBUTION OF ASSETS**

### **5.1 Fate of Surplus Assets**

- (a) The Surplus Assets of the Company subsequent to its winding up or revocation of its endorsement as a Deductible Gift Recipient will be transferred to another Australian organisation with similar purposes recognised under the Law and further recognised for the purposes of any Commonwealth Taxation Act as a Public Benevolent Institution which is endorsed as income tax exempt and a Deductible Gift Recipient.
- (b) No Director, Secretary, manager, or the Member, Associate Members, or future members, if any, of the Company or Officeholder within its Controlled Corporations or Councils will benefit in any way whatsoever from the Surplus Assets of the Company following its winding up or dissolution.

### **5.2 Court of Appropriate Jurisdiction**

Failure to agree upon the fate of Surplus Assets of the Company following its winding up or dissolution will necessitate making application to such court as has appropriate jurisdiction in the matter.

## **6 DIRECTORS**

### **6.1 Number and Appointment of Directors**

- (a) The names of the first Directors are those persons named as Directors in the application for registration of the Company.
- (b) The number of Directors (not including Alternate Directors) is required to be the number, not being less than 3 nor more than 15, which the Board may from time to time determine provided that the Board may not reduce the number below the number of Directors in Office at the time of the reduction.
- (c) All Directors are required to be natural persons.
- (d) A Director need not be a member of the Company.
- (e) The first Directors will be appointed by the Subscriber.

### **6.2 Power to Appoint Directors**

The Board has the power at any time to appoint any person as a Director, either to

fill a casual vacancy or as an addition to the Board but so that the number of Directors does not exceed the maximum number determined pursuant to **Rule 6.1(b)**. Any Director appointed under this Rule may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting but is not to be taken into account in determining the number of Directors who are to retire by rotation at the meeting.

### **6.3 Appointment and Removal of Directors by General Meeting**

The Company in general meeting convened by giving not less than 28 days' notice may by ordinary resolution and in accordance with the Law:

- (a) appoint new Directors;
- (b) remove any Director, save the Chairman and Managing Director as defined in this Constitution; and
- (c) appoint another Director of appropriate qualifications in place of that Director.

### **6.4 Remuneration of Directors**

No Director of the Company or its Controlled Corporations will receive any remuneration whatsoever for providing services in the normal course of discharging duties solely as a Director.

### **6.5 Travelling and Other Expenses**

Every Director is entitled to be paid all reasonable travel, accommodation and other expenses incurred in attending meetings of the Company or of the board of Controlled Corporations or of any Councils or while engaged on the business of the Company or its Controlled Corporations or Councils **on the proviso** that the Directors claiming such payments make their claims against the National Corporation or another Controlled Corporation, whichever is appropriate, and not the Company irrespective of all such payments needing the approval of the Board.

### **6.6 Retirement Benefits**

No Director will be paid a retirement benefit by the Company in any form whatsoever.

### **6.7 Directors May Contract With Company**

- (a) A Director is not disqualified by the Office of Director from contracting or entering into any business arrangement with the Company and no business contract or arrangement entered into with the Company:
  - i. will cause a Director to be liable to account to the Company for any profit realised by any business contract or arrangement by reason of holding the Office of Director or of the fiduciary relationship established by the Office;
  - ii. will create a liability howsoever for the Company; and

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## National Constitution of The Australian Justice Tribunal

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- iii. will require the Company to use any of its assets, liquid and otherwise, in the granting of that business contract or arrangement, or during the Director's exercising of that business contract or arrangement (other than for the payment of any fees or royalties which are unrelated to the Office of Director).
- (b) No Director may as a Director vote in respect of any business contract or arrangement in which the Director has directly or indirectly any material interest and if the Director does vote his vote may not be counted nor shall the Director be counted in the quorum present at the meeting but either or both of these prohibitions may at any time be relaxed or suspended to any extent by ordinary resolution passed at a special or general meeting.
- (c) A Director who is interested in any contract or arrangement may, notwithstanding the interest, attest the affixing of the Seal, if any, to any document connected with the contract or arrangement.

### 6.8 Directors May Hold Other Office

- (a) A Director may hold any other Office or position under the Company (except that of auditor) in conjunction with the Office of Director, on terms and at a remuneration for employment only as the Board approves.
- (b) A Director may be or become a director of or hold any other office or position under any corporation promoted by the Company, or in which it may be interested, whether as a shareholder or otherwise, or with any other corporation or organisation, and the Director is not accountable for any benefits received as a director or shareholder of or holder of any other office.
- (c) A Director may be or become a director of or hold any other office or position under any political organisation or corporation whether as a member or shareholder or otherwise, and the Director is not accountable to the Company for any benefits received as a director or member or shareholder or holder of any other office or position under that political organisation or corporation **provided however** that the Director's political interests and the objectives of that political organisation or corporation do not conflict with the Objectives of the Company.

### 6.9 Exercise of Voting Power in Other Corporations

The Board may exercise the voting power conferred by the shares in any corporation held or owned by the Company as the Board thinks fit (including the exercise of the voting power in favour of any resolution appointing the Directors or any of them directors of that corporation) and a Director of the Company may vote in favour of the exercise of those voting rights notwithstanding that the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

### 6.10 Directors Lending Money to the Company

All Directors will be prohibited from lending money to the Company or creating any financial liability howsoever for the Company.

### 6.11 Directors May Donate to the Company

Any Director, of his or her own volition or jointly or through a privately owned or public company in which that Director is a shareholder or has an interest, may donate a cash amount or cash amounts to the Company from time to time and may also donate in kind by way of services, equipment and accommodation or by freely responding to the needs of the Company in whatever form.

## 7 ALTERNATE DIRECTORS

### 7.1 Director May Appoint Alternate Director

Subject to these Rules, each Director has power to appoint any person who is not an auditor of the Company to act as an Alternate Director in the Director's place, whether for a stated period or periods or until the happening of a specified event or from time to time, whenever by absence or illness or otherwise the Director is unable to attend to duties as a Director. The Director must first seek and obtain the consent of the Board to the appointment, which consent is not to be unreasonably withheld or delayed. The appointment is to be in writing and signed by the Director and a copy of the appointment is to be given by the appointing Director to the Company by forwarding or delivering it to the registered office of the Company. The appointment takes effect immediately upon receipt of the appointment at that office. The following provisions apply to an Alternate Director:

- (a) The Alternate Director may be removed or suspended from Office upon receipt at the registered office of the Company of written notice, letter, facsimile transmission or other form of visible communication from the Director by whom the Alternate Director was appointed to the Company.
- (b) The Alternate Director is entitled to receive notice of meetings of the Board and to attend and vote at the meetings if the Director by whom the Alternate Director was appointed is not present.
- (c) The Alternate Director is entitled to exercise all the powers (except the power to appoint an Alternate Director) and perform all duties of a Director, in so far as the Director by whom the Alternate Director was appointed had not exercised or performed them.
- (d) The Alternate Director is not (without prejudice to the right to reimbursement for expenses pursuant to **Rule 6.5**) entitled to receive any remuneration as a Director from the Company or its Controlled Corporations pursuant to **Rule 6.4**.
- (e) The Office of the Alternate Director is vacated upon the vacation of Office by the Director, or by written resignation being given to the Company by the Director, by whom the Alternate Director was appointed.
- (f) The Alternate Director is not to be taken into account in determining the number of Directors or rotation of Directors.
- (g) The Alternate Director is, while acting as a Director, responsible to the Company for the Alternate Director's own acts and defaults and is not to be deemed to be the agent of the Director by whom the Alternate Director was appointed.

### 7.2 Membership

The Alternate Director is not required to be a member of the Company.

## 8 ASSOCIATE DIRECTORS

### 8.1 Number and Appointment of Associate Directors

- (a) The Board has the right to appoint any person as an Associate Director of the Company if it deems that the Associate Director can offer advice, expertise and in general consult to the Company in any way which will assist in the implementation and fulfilment of the Company's Objectives.
- (b) The number of Associate Directors who may be required will be determined by the Board from time to time.

### 8.2 Appointment and Removal of Associate Directors

The Board may revoke the appointment of an Associate Director at any time by giving written notice to the Associate Director, and may replace that person with another.

### 8.3 Meetings by Telephone or Other Means

Associate Directors, upon invitation only by the Board, may meet with Directors either in person or by telephone or by other means of communication consented to by the Board.

### 8.4 Voting, Quorum and Membership

Associate Directors will not be granted the right to vote at Directors' meetings and will not be counted in a quorum or be required to be a member.

### 8.5 Remuneration of Associate Directors

No Associate Director of the Company will receive any remuneration for attending Directors' meetings but may be commissioned by the Board from time to time to conduct research or consult generally in the interests of the Company, and in the event of being commissioned to provide such services it will be acknowledged by all parties concerned that the commissioning of, and fees payable to the Associate Director will at all times be the responsibility and liability of the National Corporation and not the Company.

### 8.6 Travelling and Other Expenses

Every Associate Director will be entitled to be paid all reasonable travel, accommodation and other expenses incurred in attending meetings convened by the Board **on the proviso** that the Associate Directors claiming such payments, authorised by the Board only, make their claims against the National Corporation and not the Company.

## **9 VACATION OF OFFICE OF DIRECTOR**

### **9.1 Vacation of Office by Director**

- (a) The Office of a Director is vacated:
- i. upon the Director becoming an insolvent under administration, suspending payment generally to creditors or compounding with or assigning the Director's estate for the benefit of creditors;
  - ii. upon the Director becoming a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws relating to mental health;
  - iii. upon the Director being absent from meetings of the Board during a period of 3 consecutive calendar months without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
  - iv. upon the Director resigning Office by notice in writing to the Company;
  - v. upon the Director being removed from Office pursuant to the Law; or
  - vi. upon the Director being prohibited from being a Director by reason of the operation of the Law.
- (b) A Director who vacates office pursuant to **Rule 9.1** is not to be taken into account in determining the number of Directors who are to retire by rotation at any annual general meeting.

### **9.2 Directors Who Are Executive Directors of the Company**

The Office of a Director who is an Executive Director of the Company, should that appointment ever be considered by the Board, and/or any of its Controlled Corporations will become vacant upon the Director ceasing to be employed (so that the Director is no longer employed by the Company or any Controlled Corporation) but the person concerned will be eligible for reappointment or re-election as a Director of the Company.

## **10 ELECTION OF DIRECTORS**

### **10.1 Retirement of Directors**

Without prejudice to **Rules 6.2 and 9.1(b)**, at every annual general meeting, one third of the Directors (other than any Managing Director or the Chairman) or, if their number is not a multiple of 3, then the number nearest to but not less than one third must retire from Office. A Director (other than a Director who is a Managing Director or the Chairman) must retire from Office at the conclusion of the third annual general meeting after which the Director was elected or re-elected. A Retiring Director retains Office until the dissolution or adjournment of the meeting at which the Retiring Director retires.

### 10.2 Who Must Retire?

The Directors to retire pursuant to **Rule 10.1** are the Directors or Director longest in Office since last being elected. As between Directors who were elected on the same day the Directors to retire are (in default of agreement between them) determined by ballot. The length of time a Director has been in Office is calculated from the Director's last election or appointment. A Retiring Director is eligible for re-election.

### 10.3 Nomination of Directors

No person (other than a Retiring Director) is eligible for election to the Office of Director at any general meeting unless the person or the Member or member intending to nominate the person has given notice in writing signed by the nominee giving consent to the nomination and signifying either candidature for the Office or the intention of the Member or member to nominate the nominee. To be valid, the notice is required to be left at the registered office of the Company not less than 10 days before the meeting unless the nominee has been recommended by the Board for election, in which case the notice is required to be left at the registered office at least 5 Business Days before the meeting.

## 11 MANAGING DIRECTOR

### 11.1 Appointment of a Managing Director

The Board may from time to time appoint one of the Board to be Managing Director (who may bear that title or any other title determined by the Board) for a period ending on the happening of events (if any) stipulated by the Board, at a remuneration payable only by the National Corporation which may be by way of salary or contract rate (but not by way of Director's fees or commission on or participation in profits, or commission on or percentage of operating revenue) and otherwise on terms as determined by the Board from time to time. The Board may confer upon a Managing Director any of the powers exercisable under these Rules by the Board as it thinks fit and upon any conditions it thinks expedient but the conferring of powers by the Board upon a Managing Director does not exclude the exercise of those powers by the Board.

### 11.2 Managing Director Not to be Subject to Retirement by Rotation

A Managing Director, in the event of the Board appointing a Director to this Office, is not subject to retirement as a Director by rotation while continuing to hold the Office of Director and is not to be taken into account in determining the rotation or retirement of Directors or the number of Directors to retire, but is subject to the same provisions as to resignation and removal as the other Directors of the Company. A Managing Director ceases to be a Managing Director if the Managing Director ceases to hold Office as a Director.

## 12 PROCEEDINGS OF DIRECTORS

### 12.1 Proceedings Relating to Directors' Meetings

The Board may meet together, upon each Director being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks

fit. Until otherwise determined by the Board, 3 Directors form a quorum. Notice is deemed to have been given to a Director and all Directors are hereby deemed to have consented to the method of giving notice if notice is sent by mail, personal delivery, facsimile transmission or by electronic mail to the usual place of residence, fax number or electronic address of the Director (if any, fax number or electronic address is notified to the Company) or at any other address given to the Secretary by the Director from time to time, subject to the right of the Director to withdraw their consent within a reasonable period before a meeting.

### **12.2 Meetings by Telephone or Other Means**

The Directors may meet either in person or by telephone or by other means of communication consented to by all Directors subject to the right of a Director to withdraw their consent within a reasonable period before a meeting. All persons participating in the meeting must be able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors present at the meeting is at that place for the duration of the meeting.

### **12.3 Votes at Meetings**

- (a) Questions arising at any meeting of the Board are decided by a majority of votes and each Director has one vote.
- (b) An Alternate Director is entitled to one vote in addition to the Alternate Director's own vote as Director in the event of that circumstance occurring.
- (c) The Chairman will have a second or casting vote where there is an equality of votes.

### **12.4 Convening of Meetings**

The Board may at any time, and the Secretary must, upon the request of any one Director, convene a meeting of the Board.

### **12.5 Chairperson**

In the event of the Chairman being unable to temporarily attend to his duties as Chairman of the Company for whatever reason and he has not appointed an Alternate Director to act in his place then the Board may elect a Chairperson and a deputy Chairperson of its meetings and determine the period for which each is to hold Office. If no Chairperson or deputy Chairperson is elected or if at any meeting the Chairperson and the deputy Chairperson are not present at the time specified for holding the meeting (or, if being present, the relevant Directors refuse to act as Chairperson or deputy Chairperson), the Directors present may choose one of their number to be Chairperson of the meeting.

### **12.6 Powers of Meetings**

A meeting of the Board or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

### 12.7 Delegation of Powers to Councils

The Board may, subject to the constraints imposed by Law, delegate any of its powers to Councils consisting of one or more Directors or any other person or persons as the Board thinks fit. Any Council formed or person or persons appointed to the Council must, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the Board. A delegate of the Board may be authorised to subdelegate any of the powers for the time being vested in the delegate.

### 12.8 Proceedings of Councils

The meetings and proceedings of any Council are to be governed by the provisions of these Rules for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any regulations made by the Board under **Rule 12.7**.

### 12.9 Validity of Acts

- (a) All acts done at any meeting of the Board or by a Council or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Council or the person acting as a Director or that any of them were disqualified; as valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of the Council (as the case may be).
- (b) If the number of Directors is reduced below the minimum number fixed pursuant to these Rules, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the Company but for no other purpose.

### 12.10 Resolution in Writing

A resolution in writing of which notice has been given to all Directors and which is signed by all of the Directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the same form each signed by one or more of the Directors. For the purposes of this Rule the references to '**Directors**' include any Alternate Director for the time being present in Australia who is appointed by a Director not for the time being present in Australia but do not include any other Alternate Director. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is deemed to be a document in writing signed by the Director.

### 12.11 Chairman

The Chairman will chair all meetings convened by the Company and attend at all directors' meetings of its Controlled Corporations when possible, and will attend all meetings of Councils of Review until his death or voluntary resignation of the Office of Chairman; and in the event of death the Directors of the Company at the

time will have the right to become corporate voting members of the Company if this has not occurred earlier, and the Member's Guarantee given by the Chairman will become null and void.

### **13 POWERS OF THE BOARD**

#### **13.1 General Powers of the Board**

The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by these Rules) may exercise all powers and do all things as are within the power of the Company and are not by these Rules or by Law directed or required to be exercised or done by the Company in general meeting.

#### **13.2 Appointment and Removal of Secretary**

The Board will have the sole right to appoint a Secretary on remuneration and conditions as it thinks fit and in accordance with the Law, and if necessary appoint a person as acting Secretary who will assume the responsibilities of a Secretary and be deemed to be a Secretary for the purposes of this Constitution and the Law; and any Secretary appointed by the Board may be removed by the Board.

#### **13.3 Appointment and Removal of Auditor**

The Board will appoint and remove an auditor of the Company in accordance with the Law, and will ensure that the auditor performs those duties and exercises those rights and powers as are provided in the Law.

#### **13.4 Power to Borrow and Guarantee**

Without limiting the generality of **Rule 13.1**, the Board may exercise all the powers of the Company to borrow money, may guarantee the debts or obligations of any person and may enter into any other financing arrangement, in each case in the manner and on the terms it thinks fit.

#### **13.5 Power to Give Security**

Without limiting the generality of **Rule 13.1**, the Board may charge any property or business of the Company and may issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person, in each case, in the manner and on the terms it thinks fit. All debt instruments issued will exclude instruments that convert to an equity holding in the Company.

#### **13.6 Commission on Issue of Debentures**

The Company may pay a commission to any person other than a Director of the Company for subscribing or procuring subscriptions for any debentures or other debt instruments issued by the Company pursuant to **Rule 13.5**.

#### **13.7 Personal Liability of Officeholders**

If the Board or any member thereof or any Officeholder of the Company or its Controlled Corporations or Councils becomes personally liable for the payment of

any sum primarily due from the Company, the Board may execute or cause to be executed any charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the persons or person so becoming liable as aforesaid from any loss in respect of such liability.

### **13.8 Power to Lend**

Without limiting the generality of **Rule 13.1**, the Board may exercise all the powers of the Company to lend money to its Controlled Corporations or any suitable financial institution or person other than an Officeholder, in each case in the manner and on the terms it thinks fit.

### **13.9 Power to Acquire Securities**

Without limiting the generality of **Rule 13.1**, the Board may exercise all the powers of the Company to acquire equity in any private or public company, unlisted or listed on the ASX or otherwise, and may use that power to increase its equity in its Controlled Corporations from time to time in the manner and on the terms it thinks fit and in accordance with the Law.

### **13.10 Other Organisations**

- (a) The Board will be empowered to establish, or deal with other organisations incorporated or otherwise which will further the interests of the Company.
- (b) Further powers of the Board will envelop the right to enter the Company into arrangements with any party or body of persons incorporated or otherwise whose similar objectives will assist the Company and where such mutual assistance will be attracted by way of pecuniary contributions then the Company may see fit to control in whole or in part the activities of such party or body of persons as they consent.

### **13.11 Fundraising**

The procuring of funds by way of donations or subscriptions or through the fundraising activities conducted by Underwriting Directors or the acceptance of Bequests by the Company will be controlled by the Company and/or by a body (or bodies) incorporated or otherwise which has been contracted exclusively by the Company.

### **13.12 Surplus Capital**

The Company will invest surplus capital in such a manner as may be determined from time to time by the Board.

## **14 COUNCILS OF REVIEW**

### **14.1 Locations and Purpose**

There will be one Council of Review established by the Company in Queensland, New South Wales, Victoria, Tasmania, South Australia, Western Australia and the Northern Territory; and it will be the role of such Councils to promote and carry out the Objectives described in this Constitution.

### 14.2 Structure of Councils

Each Council of Review will be structured with the following Officeholders:

1. The Council President
2. The Council Vice President
3. The Council Secretary
4. The Chairman of the Company
5. Officeholders from such organisations as may be determined from time to time by the Council of Review, each of whom would be appointed to act in advisory capacities and of whom the requirement to be a member of the Company would not be enforced. Such officeholders will not be entitled to vote.
6. Officeholders from the Company and/or its Controlled Corporations as may be determined from time to time by the Council of Review.

### 14.3 Quorum and Voting

At all meetings of the Council of Review a quorum will be 3 of the Officeholders entitled to vote within the Council of Review and each of those Officeholders will have one vote to decide, by a majority of votes only, each question arising. There will be no casting vote.

### 14.4 Council President Presiding

The Council President will preside at all physical, teleconference or videoconference meetings of the Council of Review at which the Council President is present and in the event of absence the Chair will be taken by the Council Vice President. In the absence of both the Council President and the Council Vice President the meeting will be cancelled and a date to reconvene will be set by the Council President in due course.

### 14.5 Retirement of Officeholders

In the event of voluntary retirement or otherwise of all Officeholders of the Council of Review save the Council President, then the Council President will have the absolute right to remain unchallenged in the control of the Council of Review for such time and in such manner as the Board determines.

### 14.6 Council Name

Councils of Review will adopt the name of the State or Territory in which each Council presides. e.g. 'The AJT Council of Review - Queensland'.

### 14.7 Employment of Staff

The employment or contracting of support staff for each Council of Review will be the responsibility and at the sole discretion of the Council President.

### 14.8 Complaints

Each Council of Review will actively canvass for Complainants through its media advertising, attendances at community based functions, word of mouth and all forms of appropriate internet communication.

### 14.9 Case Assessors

The President of each Council of Review will liaise with Case Assessors assigned by the Council for the purpose of determining the course of legal action, if any, to be taken in the interests of Complainants.

### 14.10 Monitoring Judicial Proceedings

The President of each Council of Review will monitor the progress of all matters, flowing into Judicial Proceedings, which are under the control of the Regional Director of the Council's appointed Regional AJT Library.

### 14.11 Approved Organisations

- (a) The affiliation of any Council of Review with any outside body incorporated or otherwise will be with the consent of the Board.
- (b) It will also be with the consent of the Board that any person employed, contracted or otherwise engaged to further the interests of a Council and the Company either as an Officeholder, Case Assessor or howsoever, may receive endorsement, from any political organisation, as a Candidate to contest a seat in the House of Representatives or Senate in the Australian Parliament at a federal election **provided however** that the political beliefs underpinning candidature do not conflict with the Objectives of the Company in any way whatsoever, nor impede the carrying out of the role for which the person granted candidature has been engaged by the Company.

## 15 COUNCIL CORPORATIONS

### 15.1 Controlled Corporations

There will be a Controlled Corporation registered within each Council of Review to be known as the Council Corporation and having the following Officeholders:

1. Chairperson – Council President
2. Other directors – Officeholders from within the Council of Review
3. Managing Director – Council President
4. Secretary – Council secretary or Secretary of the Company

### 15.2 Names of Council Corporations

The name of each Council Corporation will in part bear the abbreviated name of the State or Territory in which the Council of Review presides. e.g. The AJT Council (Qld) Pty Ltd.

### **15.3 Purpose of Council Corporations**

The purpose of Council Corporations will be to develop, acquire and invest in start-up and profit producing businesses, and to further provide fee-based services to the public which will continuously fund the administration of their associated Councils of Review.

### **15.4 Quorum and Voting**

At all meetings of the Council Corporation a quorum will be 3 of its directors and each director will have one vote to decide, by a majority of votes only, each question arising. There will be no casting vote.

### **15.5 Remuneration of Officeholders**

Officeholders within Council Corporations who provide services to these companies may be remunerated for the providing of such services. This remuneration will be determined from time to time by the directors of each Council Corporation in consultation with and approval from the Board, along with determining the payment of out-of-pocket expenses, and travel and accommodation costs associated directly with meeting attendances; but excluding any fees that may be considered remuneration for solely attending to the duties of an Officeholder as required by the Company and the Law.

### **15.6 Mandatory Retirement**

It will be a requirement of all Officeholders to step down upon their Office within the Council of Review being vacated or revoked.

### **15.7 Ultimate Ownership**

Each Council Corporation will be wholly owned by the Company.

## **16 REGIONAL AJT LIBRARIES**

### **16.1 Locations and Purpose**

The Company will establish one Regional AJT Library in Queensland, New South Wales, Victoria, Tasmania, South Australia and Western Australia to service the Pro Bono legal research, advisory and representation requirements of Councils of Review as they act in the interests of Clients.

### **16.2 Regional Directors**

- (a) Each Regional AJT Library will be managed by a Regional Director who will be empowered by the Board to recruit and contract all personnel including legal and paralegal staff required to fulfil the purpose of each Library.
- (b) A Regional Director will have academic qualifications in law or commerce/law and will have extensive experience as a legal practitioner with exceptional administration and personnel management skills.

**16.3 Responsible to the Company**

Each Regional AJT Library will be solely responsible to the Board.

**16.4 Controlled Corporations**

**(a) Names of Controlled Corporations Within Libraries**

The name of each Controlled Corporation within each Library will in part bear the abbreviated name of the State or Territory in which the Library functions. e.g. Regional AJT Library (Qld) Pty Ltd.

**(b) Structure**

The structure of each Controlled Corporation will comprise the following Officeholders:

1. Chairperson – Regional Director
2. Other directors – Selected Officeholders from within the Company
3. Managing Director – Regional Director
4. Secretary – A person appointed from within the Library or Secretary of the Company.

**(c) Quorum and Voting**

At all meetings of a Controlled Corporation within a Library a quorum will be 3 of its directors and each director will have one vote to decide, by a majority of votes only, each question arising. There will be no casting vote.

**(d) Mandatory Retirement**

It will be a requirement of all Officeholders to step down upon their Office within the Library being vacated or revoked.

**(e) Purpose of Controlled Corporations Within Libraries**

The purpose of a Controlled Corporation within a Library is to facilitate the functioning of the Library, in particular its funding requirements which will be met solely by the Company.

**(f) Remuneration of Officeholders**

Officeholders within Council Corporations who provide services to these companies may be remunerated for the providing of such services. This remuneration will be determined from time to time by the directors of the respective companies in consultation with and approval from the Board, along with determining the payment of out-of-pocket expenses, and travel and accommodation costs associated directly with meeting attendances; but excluding any fees that may be considered remuneration for solely attending to the duties of an Officeholder as required by the Company and the Law.

**(g) Ultimate Ownership**

Each Controlled Corporation within a Library will be wholly owned by the Company.

**17 MEMBERSHIP**

**17.1 Application and Acceptance of Members**

In the event that the Board determines to increase the membership of the Company beyond the Subscriber as sole Member and therefore Founding Member, then the following conditions of membership will apply to all such members:

- (a) All applicants for membership of the Company, save the Subscriber, will sign and submit to the Company an application for membership along with any fees determined by the Board.
- (b) The admitting or rejection of an applicant for membership of the Company will be at the sole discretion of the Board, and in the event of rejecting an application no reason need be given.
- (c) It will be the responsibility of the Secretary of the Company to notify in writing all applicants for membership of the Company of the fate of their applications and enter the names of successful applicants in the Register. Any fees associated with unsuccessful applicants will be returned to the respective applicants.
- (d) Membership of the Company, including the Subscriber's Membership, will not be transferable either by the Law or otherwise and all rights and privileges of membership will cease upon the person ceasing to be a member whether by resignation, expulsion or otherwise.

**17.2 Voting Rights and Class**

In the event that the Board opens the Company's Register to include further members, then only one class of membership will be offered and each member within that class (a class to be determined by the Board at the time of such happening) will be granted voting rights in the ratio of one vote per member only.

**18 ASSOCIATE MEMBERSHIP**

**18.1 Qualification of Applicants**

- (a) Associate Membership of the Company and therefore acceptance in whole of the Objectives of the Company on the part of an Associate Member will be mandatory prior to contributing to the development and prosperity of the Company.
- (b) Any person who is a resident of Australia will be eligible for enrolment as an Associate Member.
- (c) Rules relating to qualifications and applications for Associate Membership and

their acceptance, appeals against rejection of Associate Membership, termination or expulsion of Associate Members, classes of Associate Membership, Associate Membership fees, the maintaining of an Associate Members' register, and obligations of Associate Members will be determined from time to time by the Board.

### **18.2 Cancellation of Associate Membership**

- (a) An Associate Member may resign from the Company by giving written notice of resignation to the Secretary and such resignation will take effect on the day the notice is received by the Secretary or if a later day is stated in the notice then that later day will be recorded as the date of resignation.
- (b) Any person expelled or suspended as an Associate Member of the Company will not be entitled to act as an Officeholder within the Company, its Controlled Corporations or Councils.

### **18.3 Other Organisations**

An Associate Member may be a member of any other organisation which promotes in part or in full the Objectives of the Company and further promotes in full the interests of our nation.

### **18.4 Voting Rights as Alternate Director Only**

Any Associate Member who is nominated to act as an Alternate Director will have the right to attend meetings of the Board and vote accordingly, otherwise there will be no voting rights attached to Associate Membership and therefore no requirement to attend general meetings unless by invitation from the Company.

### **18.5 No Requirement to be an Associate Member**

The Company has been registered to assist any person who is a resident of Australia, and Associate Membership within the Company will not be a condition placed on any such person who becomes a Complainant or Client of the Company.

## **19 GENERAL MEETINGS**

### **19.1 General Meetings**

- (a) General meetings of the Company may be called by the Board or any Director and held in the manner determined by the Board. By resolution of the Board any general meeting (other than a general meeting which has been requisitioned or called by the Member or members in accordance with the Law) may be cancelled or postponed prior to the date on which it is to be held.
- (b) The Chairman of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:
  - i. in possession of a pictorial-recording or sound-recording device;
  - ii. in possession of a placard or banner;

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## National Constitution of The Australian Justice Tribunal

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- iii. in possession of an object considered by the Chairman to be dangerous, offensive or liable to cause disruption;
- iv. who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
- v. who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- vi. who is not:
  - (A) a member or a proxy, attorney or representative of a member;
  - (B) a Director; or
  - (C) an auditor of the Company.

### 19.2 Notice of General Meetings

- (a) Not less than 28 days' notice of a general meeting, or such other period prescribed by the Law, may be given by the Board in the form and in the manner the Board thinks fit including notice of any general meeting at which the Board proposes or these Rules require that an election of Directors be held. Notice of meetings shall be given to the Member and members (if existing), the Directors and to such persons as are entitled to receive notice under these Rules or the Law. The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any resolution passed at that meeting.
- (b) If the meeting is to be held at 2 or more places the notice is to set out details of the technology that will be used to facilitate such a meeting and any other matters required to be stated by the Law in relation to the use of such technology.

## 20 PROCEEDINGS OF MEETINGS

### 20.1 Business of General Meetings

The business of an annual general meeting is to receive and consider the financial and any other reports required by the Law to be laid before each annual general meeting, to elect Directors in the place of those retiring under these Rules, when relevant to appoint an auditor, and to transact any other business which, under these Rules, is required to be transacted at any annual general meeting. All other business transacted at an annual general meeting and all business transacted at other general meetings is deemed to be special. Except with the approval of the Board, with the permission of the Chairman or pursuant to the Law, no person may move at any meeting either:

- (a) in regard to any special business of which notice has been given under **Rule 19.2**, any resolution or any amendment of a resolution; or
- (b) any other resolution which does not constitute part of special business of which notice has been given under **Rule 19.2**.

The auditors and their representative are entitled to attend and be heard on any part of the business of a meeting which concerns the auditors. The auditors or their representative, if present at the meeting, may be questioned by the Member or members, about the audit.

## **20.2 Quorum**

For the time being the Member being present will constitute a quorum for a meeting, and in the event of the Board allowing an increase in membership then a quorum will be 5 members present including the Member for the time being.

## **20.3 Adjournment in Absence of Quorum**

If a quorum is 5 members including the Member for the time being then within 15 minutes after the time specified for a general meeting a quorum is not present, the meeting, if convened upon a requisition by members or called by members, is to be dissolved, and in any other case it is to be adjourned to the same day in the next week (or, where that day is not a Business Day, the Business Day next following that day) at the same time and place and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time specified for holding the meeting, the meeting is to be dissolved.

## **20.4 Chairman**

(a) The Chairman of the Board is entitled to take the Chair at every general meeting.

(b) If at any general meeting:

- i. the Chairman of the Board is not present at the specified time for holding the meeting; or
- ii. the Chairman of the Board is present but is unwilling to act as Chairman of the meeting,

the deputy Chairperson of the Board is entitled to take the Chair at the meeting.

(c) If at any general meeting:

- i. there is no Chairman of the Board or deputy Chairperson of the Board;
- ii. the Chairman of the Board and the deputy Chairperson of the Board are not present at the specified time for holding the meeting; or
- iii. the Chairman of the Board and the deputy Chairperson of the Board are present but each is unwilling to act as Chairman of the meeting,

the Directors present may choose another Director as Chairperson of the meeting and if no Director is present or if each of the Directors present are unwilling to act as Chairperson of the meeting, a member chosen by the members present is entitled to take the Chair at the meeting.

### 20.5 Acting Chairman

If during any general meeting the Chairperson acting pursuant to **Rule 20.4** is unwilling to act as Chairperson for any part of the proceedings, the Chairperson may withdraw as Chairperson during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director or who has been nominated for election as a Director at the meeting to be acting Chairperson of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings the acting Chairperson is to withdraw and the Chairperson is to resume acting as Chairperson of the meeting.

### 20.6 General Conduct of the Meeting

Except as provided by the Law, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as determined by the Chairman. The Chairman may at any time the Chairman considers it necessary or desirable for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the members present. The Chairman may require the adoption of any procedure which is in the Chairman's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

### 20.7 Adjournment

The Chairman may at any time during the course of the meeting adjourn from time to time and place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting. If the Chairman exercises a right of adjournment of a meeting pursuant to this Rule, the Chairman has the sole discretion to decide whether to seek the approval of the members present to the adjournment and, unless the Chairman exercises that discretion, no vote may be taken by the members present in respect of the adjournment. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### 20.8 Voting

- (a) Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the members present and entitled to vote. Subject to paragraph (b), in the case of an equality of votes, the Chairman, both on a show of hands and at a poll, has the casting vote in addition to the vote or votes to which the Chairman may be entitled as Member or as a proxy, attorney or duly appointed representative of a member.
- (b) On a show of hands, where the Chairman has 2 or more appointments that specify different ways to vote on a resolution, the Chairman cannot vote.

## **20.9 Declaration of Resolution Carried and Poll**

- (a) At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the Chairman of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded:
- i. before a vote is taken;
  - ii. before the voting results on a show of hands are declared; or
  - iii. immediately after the voting results on a show of hands are declared.
- (b) A poll may be demanded by:
- i. the Chairman;
  - ii. at least 5 members (including the Member) present entitled to vote on the resolution; or
  - iii. by a member or members present with at least 5% of the votes that may be cast on the resolution on a poll.

## **20.10 Taking a Poll**

If a poll is demanded as provided in **Rule 20.9**, it is to be taken in the manner and at the time and place as the Chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the Chairman's determination in respect of the dispute made in good faith is final.

## **20.11 Continuation of Business**

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

## **21 SPECIAL MEETINGS**

All the provisions of these Rules as to general meetings apply to any special meeting of the Member or any class of members (if any) which may be held pursuant to the operation of these Rules or the Law.

## **22 SEAL**

### **22.1 Execution of Cheques, etc.**

All cheques, bills of exchange and promissory notes are to be signed, drawn, made, accepted or endorsed (as the case may be) for and on behalf of the Company by 2

Directors, or by one Director and the Secretary or some other Officeholder authorised by the Board, or in such other manner as the Board may from time to time determine.

### **22.2 Company Seal is Optional**

The Company may have a Seal.

### **22.3 Affixing the Seal**

If the Company has a Seal, the Board is to provide for its safety and it should only be used by the authority of the Board. Every instrument to which the Seal is affixed is to be signed by a Director and countersigned by the Secretary or by a second Director or by another person appointed by the Board for the purpose. The Board may determine either generally or in any particular case that a signature may be affixed by a mechanical means specified in the determination.

### **22.4 Execution of Documents Without a Seal**

The Company may execute a document, including a deed, by having the document signed by:

- (a) 2 Directors; or
- (b) a Director and the Secretary; and

if the Company executes a deed, the document is to be expressed to be executed as a deed and be executed in accordance with the appropriate procedures set out in **Rule 22.3** or this Rule.

### **22.5 Other Ways of Executing Documents**

Notwithstanding the provisions of **Rules 22.3** and **22.4**, any document including a deed, may also be executed by the Company in any other manner permitted by Law.

## **23 MINUTES**

The Board must ensure that minutes are duly recorded:

- (a) of the names of the Directors present at each meeting of the Board, the Councils and the Controlled Corporations;
- (b) of all resolutions and proceedings of general meetings of the Company and of meetings of the Board, the Councils and the Controlled Corporations;

and the minutes of any meeting of the Board or the Councils or the Controlled Corporations or of the Company, if purporting to be signed by the Chairman or in the case of Councils and Controlled Corporations the Council President or Regional Director of the meeting or by the Chairman or Council President or Regional Director of the next succeeding meeting, are prima facie evidence of the matters stated in the minutes.

## **24 PUBLICITY**

The Board will control through the establishment of a publicity division, the publicity of the Company throughout Australia:

- (a) Such publicity division will be headed by a Media Director who will act as a spokesperson for the Company.
- (b) It will be a policy of the Company to disallow the media the right to penetrate the Company, its Controlled Corporations or Councils at will. All publicity will be metered to the media by the Media Director unless otherwise determined by the Board.
- (c) No Officeholder of the Company, its Controlled Corporations or Councils will canvass the attentions of the media without authorisation from and monitoring by the Media Director or the Board.

## **25 INDEMNITY**

### **25.1 Indemnity to Directors, Secretaries & Officeholders**

Subject to the Law, the Company must indemnify every person who is or has been a Director, Secretary or other Officeholder of the Company or its Controlled Corporations or Councils against a liability:

- (a) incurred by the person acting in their capacity as a Director, Secretary or other Officeholder to a person other than the Company or its Controlled Corporations or Councils where the liability does not arise out of a lack of good faith;
- (b) for the costs and expenses incurred by the person:
  - i. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
  - ii. in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Law.

### **25.2 Indemnity to Employees**

Every employee who is not a Director, Secretary or other Officeholder of the Company or its Controlled Corporations or Councils may be indemnified out of the property of the Company or its Controlled Corporations against a liability:

- (a) incurred by the employee acting in that capacity;
- (b) for the costs and expenses incurred by an employee:
  - i. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the employee is acquitted; or
  - ii. in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the Law.

### 25.3 Insurance

- (a) Subject to the Law, the Company or its Controlled Corporations may pay insurance premiums in respect of insurance for the benefit of every person who is or has been a Director, Secretary or other Officeholder acting in that capacity against:
- i. costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
  - ii. a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Company or its Controlled Corporations or a breach of the provisions of the Law.
- (b) The Company or its Controlled Corporations may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company or its Controlled Corporations who is not a Director, Secretary or other Officeholder concerned in the management of the Company or its Controlled Corporations or Councils.

## 26 NOTICES

### 26.1 Service of Notices

A notice may be given by the Company to any member by leaving it at the member's registered address or by sending it by prepaid post to the member's registered address or by sending it to the facsimile transmission address or electronic address nominated by the member (if any). All notices to persons whose registered address is not in Australia are to be sent by pre-paid post by airmail, by fax or other electronic means that ensures they will be received quickly.

### 26.2 Notice Deemed to be Served

Any notice sent by post is deemed to have been served at the expiration of 72 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a member personally or left at the member's registered address is deemed to have been served when delivered. Any notice served on a member by facsimile transmission is deemed to have been served when the transmission is sent. A facsimile is deemed to be duly sent when the Company's facsimile system generates a message confirming successful transmission of the total number of pages of the notice to the addressee. Any notice served on a member by electronic means is deemed to have been served when the electronic message is sent.

### 26.3 Not Known at Registered Address

Where a member does not have a registered address or where the Company has bona fide reason to believe that a member is not known at the member's registered address, all future notices are deemed to be given to the member if the notice is exhibited in the registered office of the Company for a period of 48 hours

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## National Constitution of The Australian Justice Tribunal

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(and is deemed to be duly served at the commencement of that period) unless and until the member informs the Company of a registered place of address.

### 26.4 Signature to Notice

The signature to any notice to be given by the Company may be written or printed or a facsimile thereof may be affixed by mechanical or other means.

### 26.5 Period of Notice

Where a given number of days' notice or notice extending over any other period is required to be given the day of service is not to be reckoned in the number of days or other period.

### 26.6 Persons Entitled to Notice of General Meeting

- (a) Notice of every general meeting is to be given to:
- i. each member individually who is entitled to vote at general meetings of the Company;
  - ii. each Director; and
  - iii. the auditor for the time being of the Company.
- (b) No other person is entitled to receive notices of general meetings unless they are required to receive a notice under the Law.

## 27 CONFIDENTIALITY

Absolute confidentiality will be observed by the Directors, Secretary and other Officeholders of the Company, its Controlled Corporations and Councils including auditor, trustee, agent, accountant or whomsoever having access to the transactions conducted by the Company and the private nature of all matters being dealt with on behalf of Complainants and ongoing Clients, unless such information need be made public in a court of law or under compulsion or obligation of law or made available to third parties in the interests of Complainants and Clients with their consents.

I, the person whose signature is subscribed, being the Subscriber to the Constitution of the Company, hereby agrees to the Constitution.

Member's Signature	Witness's Signature
Garth William Eaton	