

United Synergies Ltd

Constitution

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Corporations Act 2001

Company Limited by Guarantee

CONSTITUTION OF UNITED SYNERGIES LTD

GENERAL

1. Definitions and Interpretation

(1) Definitions

- (a) “**Company**” means United Synergies Ltd ACT 114 781 065
- (b) “**Director**” means a person appointed or elected to the office of Director of the Company in accordance with this Constitution or the Law, and a reference to the “**Directors**” means the Directors for the time being of the Company including the Directors assembled as a board;
- (c) “**Executive Director**” means a Director who is also the chairperson, secretary or treasurer;
- (d) “**Interested person**” means a Director or other office of the Company who has a material personal interest in a contract or arrangement with the company;
- (e) “**Law**” means the *Corporations Act 2001* and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (f) “**Non-executive Director**” means a Director other than an Executive Director’
- (g) “**Spouse**” in relation to a person includes a de facto spouse (including a person of the same gender).

(2) Interpretation

- (a) Reference to:
 - i. a gender includes the others;
 - ii. the singular includes the plural and the plural includes the singular; and
 - iii. a person includes a body corporate.
- (b) Except so far as the contrary intention appears in this constitution:
 - i. an expression has in this constitution the same meaning as in the Law; and
 - ii. if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (c) Headings are for convenience only and do not form part of this constitution or affect its interpretation.

2. Replaceable Rules Excluded

- (1) The replaceable rules contained in the Law do not apply to the Company.

OBJECTS

3. Objects

- (1) The object for which the Company is established is to provide support to disadvantaged people (including those at risk of becoming disadvantaged).
- (2) In pursuing this object, the Company may:
 - (a) Provide a range of services to people seeking support to address issues of distress, disadvantage, suffering and hardship, including, where appropriate, supported accommodation;
 - (b) Develop options and methods for people to increase their participation in community life; and
 - (c) Provide such other services and assistance as the Directors from time to time determine.

LIABILITY

4. Liability of members

- (1) The liability of the members is limited.

5. Liability limit

- (1) Each ordinary member undertakes to contribute to the property of the Company if the Company is wound up while he or she is a member, or within 1 year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceased to be a member, 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 but not exceeding \$200.
- (2) Each associate member and honorary life member similarly undertakes to contribute to the property of the company, but the contribution of each such member is limited to \$1.

MEMBERSHIP

6. Classes of membership

- (1) The membership of the Company consists of the following classes:
 - (a) ordinary members;
 - (b) associate members; and
 - (c) honorary life members.

7. Ordinary members

- (1) The number of ordinary members shall be:
 - (a) no less than 15; and
 - (b) no more than 30,or such other minimum and maximum numbers that the Directors decide from time to time.
- (2) Rule 7(1)(a) does not apply for the first 2 months after registration of the Company.
- (3) The following may not be an ordinary member:
 - (a) persons under the age of 18 years;
 - (b) entities other than natural persons;
 - (c) a natural person in a representative role for another entity;
 - (d) employees of the Company, their Spouses and children.

- (4) An ordinary member:
 - (a) has the right to attend and vote at meetings of the Company and on a show of hands or poll to 1 vote; and
 - (b) must pay the annual or other periodic membership fees that the Directors from time to time determine.

8. Associate members

- (1) The number of associate members is unlimited.
- (2) An associate member:
 - (a) may not vote at a meeting of members except a separate meeting of associate members required to be held under the Law;
 - (b) must pay the annual or other periodic membership fees that the Directors from time to time determine.

9. Honorary life members

- (1) The number of honorary life members is unlimited.
- (2) An honorary life member:
 - (a) may not vote at a meeting of members except a separate meeting of honorary life members required to be held under the Law;
 - (b) is not required to pay a membership fee.
- (3) The Directors may offer honorary life membership to any person they choose from time to time.
- (4) A honorary life member may at the same time also be an ordinary member, in which case that member may exercise all the rights of an ordinary member but is not liable to pay the membership fees applying to ordinary members unless the Directors otherwise decide.

10. Admission of members

- (1) Every applicant for membership as an ordinary member or an associate member must be nominated by an ordinary member.
- (2) Every application for membership must be made in writing in the form prescribed by the Directors from time to time, signed by the applicant and the member nominating the applicant and accompanied by any applicable membership fee.
- (3) After receiving an application for membership, the Directors must decide at the next meeting of Directors whether or not to approve the applicant. The Directors' decision is in their absolute discretion and they are not required to give any reason for rejecting an application.
- (4) The Directors must cause an applicant for membership to be promptly advised of their decision on the application.
- (5) An applicant whose application is approved by the Directors immediately becomes a member and must be entered in the Company's register of members accordingly.

11. Cessation of membership

- (1) A member may resign at any time by giving written notice to the Company. The resignation takes effect from the date of receipt.
- (2) If a member:
 - (a) is convicted of an indictable offence,
 - (b) fails to comply with these Rules, or

- (c) conducts himself or herself in a manner which, in the opinion of the Directors, is prejudicial to the interest of the Company,
the Directors may terminate the membership of the member.
- (3) The Directors must not terminate the membership of a member unless:
 - (a) the member has been given 7 days' notice stating the date, time and place at which the termination of membership of the member is to be considered, and the reason; and
 - (b) the member is afforded the opportunity of explaining to the Directors, verbally or in writing, why the membership should not be terminated.
- (4) Notwithstanding Rule 11(3), the directors may expel, and remove from the register of members, any person who is uncontactable. For the purpose of this Rule 11(4), a person is uncontactable if the Directors are satisfied that, for the last 2 consecutive financial years prior to the decision to expel and remove the person, all notices from the Company to the person have not been received by the person.

GENERAL MEETINGS

12. Convening

- (1) A Director may convene a general meeting at any time.
- (2) Subject to the Law, no member has the right to call a general meeting.

13. Notice of meeting

- (1) Every notice convening a general meeting must be given in accordance with, and contain the information required by, the Law.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of notice by, a member does not invalidate the proceedings at or any resolution passed at the meeting.

14. Quorum

- (1) No business must be transacted at a general meeting unless a quorum of at least 6 members entitled to vote at the meeting is present at the commencement of the meeting.
- (2) If a quorum is not present within 20 minutes after the time appointed for the meeting:
 - (a) Where the meeting was convened upon the requisition of members, the meeting is dissolved;
 - (b) In any other case:
 - (i) the meeting stands adjourned to the same time and day in the next week, at the same place or some other place that the Directors decide; and
 - (ii) if there is no quorum at the adjourned meeting within 20 minutes from the time for commencement, the meeting is dissolved.

15. Chairperson

- (1) The chairperson of Directors will preside as the chairperson at every general meeting.
- (2) If the chairperson is not present within 10 minutes after the time appointed for the meeting, or is unwilling to act:
 - (a) the Directors present may choose a chairperson; or
 - (b) in the absence of all Directors, the ordinary members present may elect one of them to be the Chairperson of the meeting.

16. Voting

- (1) Resolutions put at a general meeting must be decided on a show of hands unless a poll is demanded.

- (2) Subject to the Law, a resolution is passed, whether by a show of hands or by poll, by a majority of votes. In the case of an equality of votes, the chairperson has a casting vote in addition to his or her vote as a member (if any).
- (3) A declaration by the chairperson that a resolution has been carried or lost on a show of hands, and any entry to that effect in the minutes of the 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.
- (4) Any objection of a member's qualification to vote at any meeting may only be raised at the meeting (or adjourned meeting) at which the vote is tendered. The objection must be referred to the chairperson whose decision is final.

17. Representation

- (1) Subject to this Constitution:
 - (a) an ordinary member entitled to attend and vote at a meeting of members may do so in person or by proxy, or attorney; and
 - (b) an ordinary member is not entitled to vote if the membership fees payable by the member are overdue.

18. Polls

- (1) Despite the Law, a poll for a resolution may be demanded by at least 5% of the ordinary members present at the meeting and entitled to vote on the resolution, or by the chairperson.
- (2) A poll may not be demanded on the election of the chairperson or on a resolution for adjournment.
- (3) A poll must be taken in the manner the chairperson directs and the result of the poll is a resolution of the meeting at which the poll is demanded.

PROXIES

19. Number

- (1) A Member may appoint 1 proxy. The proxy need not be a member.

20. Form

- (1) The instrument appointing a proxy must be in writing signed by the appointer or his or her authorised attorney or, if the appointer is a corporation, be signed by an authorised officer or attorney of the corporation.
- (2) An instrument appointing a proxy must be in the form (if any) that the Directors from time to time direct.
- (3) A proxy may vote as the proxy sees fit on any motion or resolution where no manner of voting is indicated.

21. Lodgement

- (1) The instrument appointing a proxy and any power of attorney under which it is signed must be given to the Company, in the manner and at the place specified for those purposes in the notice of meeting, at least 48 hours prior to the time appointed for the meeting.

22. Validity

- (1) An instrument appointing a proxy is valid only for the meeting in relation to which it is given, including any adjournment of that meeting.

- (2) A vote given in accordance with the terms of an instrument of proxy is valid despite the previous death or unsoundness of mind of the appointer, or the revocation of the proxy or the authority under which it was executed, provided that no written notice of the death, unsoundness of mind or revocation has been received by the Company at least 48 hours prior to the time appointed for the meeting.

DIRECTORS

23. Appointment

- (1) The Company may at any time:
 - (a) appoint a person as a Director, either to fill a casual vacancy or as an addition to the existing Directors;
 - (b) remove a Director from office.
- (2) The Directors may at any time appoint a person as a Director, either to fill a casual vacancy or as an addition to the existing Directors.
- (3) A Director must be an ordinary member of the Company.
- (4) The Company must have no more than 7 and no less than 5 Directors at any time.

24. Vacation of office

- (1) The office of a Director shall become vacant if the Director:
 - (a) becomes of unsound mind;
 - (b) resigns by written notice to the Company;
 - (c) is absent from 2 consecutive meetings of the Directors without the consent of the Directors;
 - (d) ceases to be an ordinary member; or
 - (e) is removed under Rule 23(1)(b).

POWER AND DUTIES OF DIRECTORS

25. Powers

- (1) The Directors will manage the business of the Company and may exercise all powers of the Company not required to be exercised by the Company in general meeting, including the powers:
 - (a) to borrow money;
 - (b) to charge any property of business of the Company; and
 - (c) to issue debentures or give any security for a debt, liability or obligation of the Company or of any other person.

26. Electronic banking transfers, cheques and other negotiable instruments

- (1) All electronic banking transfers, cheques and other negotiable instruments must be executed by the persons and in the manner the Directors may from time to time determine.

PROCEEDINGS OF DIRECTORS

27. Proceedings of Directors

- (1) The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit.
- (2) A Director may at any time call a meeting of the Directors.
- (3) A meeting of Directors must be held at least every 2 months.

- (4) Every Director must be given reasonable notice of the place, date and time of each meeting of the Directors.
- (5) The minutes of any meeting of the Directors must state the method of meeting and the persons present.

28. Quorum at meetings

- (1) A quorum of Directors is 3. Unless the Directors determine otherwise, the quorum need only be present at the time the meeting proceeds to business.

29. Proceedings at meetings

- (1) Questions arising at a meeting of Directors are decided by a majority of votes of Directors present and voting. The chairperson has a casting vote in addition to any vote he or she has as a Director.

30. Circulating resolutions

- (1) If a document:
 - (a) is sent to each of the Directors,
 - (b) sets out the terms of one or more resolutions that could properly be put to a meeting of Directors,
 - (c) contains a statement that the signatories to it are in favour of the resolutions, and
 - (d) is signed by each of the Directors entitled to vote on the resolutions,resolutions in those terms are taken to be passed at a meeting of Directors at the time when the last Director to do so signs the document.
- (2) A document for the purposes of Rule 30(1) may comprise several identical documents each signed by one or more of the Directors, in which case resolutions in those terms are taken to be passed when the last of the Directors to do so signs one of the documents.

MATERIAL PERSONAL INTERESTS

31. Disclosure and validity

- (1) An Interested Person is not disqualified by reason of his or her office from contracting in any capacity with the Company or a related body corporate.
- (2) An Interested Person must comply with the Law in relation to the disclosure of, and voting on matters involving, material personal interests.
- (3) Where the Interested Person is not a Director, he or she must to the extent possible comply with Rule 31(2) as if he or she was a Director.
- (4) Where any contract or arrangement of the Company involves an Interested Person:
 - (a) the validity of the contract or arrangement is not affected by the Interested person signing it,
 - (b) the contract or arrangement may not be avoided merely because the Interested Person is a party to or otherwise interested in it, and
 - (c) the Interested Person is not liable to account to the Company for any profit derived from it.

EXECUTIVE OFFICER

32. Appointment

- (1) The Directors may appoint any natural person as the executive officer of the Company for a period and on such terms as the Directors determine. Despite any terms of appointment, such appointment may be terminated by the Directors at any time.
- (2) The executive officer:
 - (a) must not be an ordinary member of Director of the Company,
 - (b) may be invited to attend meetings of Directors on such terms as the Directors decide, but is not entitled to vote at meetings of Directors.

SECRETARY AND CHAIRPERSON

33. Office and termination

- (1) A chairperson or secretary of the Company holds office on the terms and conditions, as to remuneration and otherwise, that the Directors decide.
- (2) Despite any terms of appointment, the Directors may terminate the appointment of any such officeholder at any time.

TENURE

34. Tenure

- (1) A person appointed as the chairperson or secretary holds such office for 3 years, unless his or her appointment is terminated earlier.
- (2) A person so appointed is eligible for re-election at the conclusion of his or her term of office, but may not hold the same office for more than 2 consecutive terms.
- (3) Subject to Rule 24, each Director holds office for 3 years.
- (4) Each Director is eligible for re-election at the conclusion of his or her term of office.
- (5) A person may hold office as a Director and as a chairperson or secretary simultaneously..
- (6) A person appointed to fill a vacancy arising in the office of a Director, chairperson or secretary holds office for the balance of the term of appointment of the person he or she is appointed to replace.

INCOME AND PROPERTY

35. Application of income and property

- (1) Subject to Rules 35(2) and 35(3), the property, income and profits (if any) of the Company (including any gift fund of the Company) must be applied solely towards the promotion of the objects of the Company set out in Rule 3 and no portion may be paid or transferred, directly or indirectly, to any member of the Company whether by way of dividend, bonus or otherwise.
- (2) Nothing in rule 35(1) prevents any payment in good faith by the Company of:
 - (a) reasonable and proper remuneration to any member for any services actually rendered or goods supplied in the ordinary and usual course of business to the Company; and
 - (b) the payment or reimbursement of out of pocket expenses incurred by a member of the Company on behalf of the Company where the amount payable does not exceed an amount approved by the Directors of the Company.
- (3) The Directors are not entitled to fees but the Company may make payments in good faith and approved by the Directors for:

- (a) the payment or reimbursement of out of pocket expenses incurred by a Director of the Company on behalf of the Company;
- (b) remuneration of a Director, or firm of which a Director is a member or employee, for services provided in the ordinary conduct of the Director's profession, and
- (c) an insurance premium in respect of a contract insuring a Director for a liability incurred as an officer of the Company.

GIFT FUND

36. Establishment and operation

- (1) The Directors may establish one or more gift funds for the purpose of crediting gifts to the Company and applying the gifts (including the proceeds from the realisation of investments forming part of a gift fund) in furtherance of the objects of the Company.
- (2) The terms under which a gift fund is maintained shall be the terms from time to time specified by the Directors, provided that such terms shall comply with the rules from time to time applicable to the fund in order that gifts to the fund will be deductible for income tax purposes.

37. Winding Up

- (1) If a gift fund is wound up or the fund ceases to be one to which gifts are deductible for income tax purposes, any surplus of the fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which gifts are deductible for income tax purposes.

INSPECTION OF RECORDS

38. Inspection

- (1) The Directors may from time to time determine whether, to what extent and under what conditions the books of the Company may be inspected by a member.
- (2) Subject to the Law, a member who is not a Director does not have the right to inspect any books or document of the Company unless authorised by the Directors.

WINDING UP

39. Winding up

- (1) If upon the winding up or dissolution of the Company there remains any property after satisfaction of all debts and liabilities of the Company, the property shall not be paid to or distributed among the members of the Company but, subject to Rule 37(1), shall be given or transferred to:
 - (a) One or more institutions determined by the members and having similar objects to those of the Company; and
 - (b) Whose constitution prohibits the distribution of its or their income and property to an extent at least as great as that imposed on the Company under Rule 35.

INDEMNITY OF OFFICERS

40. Indemnity

- (1) To the extent permitted by the Law, the Company must indemnify every Director and other officer of the Company against:
 - (a) any liability relating to the service of the person in their office; and
 - (b) any legal costs incurred in defending or resisting proceedings relating to that service or in responding to any regulatory authority in connection with that service.

- (2) To the extent permitted by the Law, the Directors may cause the Company to insure the risk contained in Rule 40(1) and, for the benefit of Directors, other officers and employees of the Company, to insure against risks arising in their service in such roles.
- (3) The benefit of each indemnity in Rule 40(1) continues despite the deletion or amendment of that Rule, in respect of a liability arising from acts and omissions occurring prior to the deletion or amendment.