

Constitution

of

The Institute of Brewing & Distilling – Asia Pacific
Company Limited

(A Company Limited by Guarantee)

As approved at the Special General Meeting on September 16, 2024

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1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution, unless a contrary intention appears:

"**Board**" means the Directors of the Company all of whom are charged with the effective management and operation of the Company's affairs pursuant to Rule 34;

"**Bylaws**" means the Bylaws of the Institute or Company (or such sections thereof), as amended, approved and adopted from time to time by the Board;

"**Commission**" means the Australian Securities and Investments Commission;

"**Company Secretary**" means that person appointed to the secretarial role of the Board pursuant to Rule 40;

"**Company**" means the The Institute of Brewing & Distilling – Asia Pacific Company Limited ACN 095 858 272;

"**Constitution**" means the constitution of the Company for the time being in force;

"**Corporations Act**" means the *Corporations Act 2001* (Cth) (as amended) as it applies to the Company from time to time;

"**Directors' Meeting**" means the whole or any number of the Directors of the Company for the time being assembled at a meeting of Directors, being not less than a quorum, or such one or more of them as will have authority to act for the Company;

"**Director**" means any person acting as a director of the Company;

"**Eligible Person**" means a Person who is admitted as a member of the Institute and has indicated to the Institute that they want the Company to be their home section;

"**Insolvency Event**" means:

- (a) in the case of a natural person, if that person commits any act of bankruptcy or calls or threatens to call any meeting with a view to entering into a composition or arrangement with his creditors; and
- (b) in the case of a body corporate or other association, if:
 - (i) an application is made or an effective resolution is passed for the winding up or dissolution of the body corporate or association;
 - (ii) receiver, receiver and manager, liquidator, provisional liquidator, official manager or administrator is appointed or proposed to be appointed to the body corporate or association;
 - (iii) if the body corporate is struck off the register pursuant to Chapter 5A of the Corporations Act or a notice is published pursuant to Section 601AB of the Corporations Act;

- (iv) the body corporate reduces or attempts to reduce its issued capital;
- (v) the body corporate or association convenes a meeting of its creditors or proposes or enters into any scheme of arrangement or composition for the benefit of its creditors; or
- (vi) the body corporate or association will be unable to pay its debts as and when they fall due for payment.

"**Institute**" means the Chartered Institute of Brewers and Distillers, incorporated by Royal Charter on 21 December 2023 as corporate successor to The Institute of Brewing and Distilling (a company limited by guarantee incorporated in 1975) with its registered office located in England;

"**Meeting**" means any meeting of Members comprising an annual general meeting or general meeting duly convened;

"**Member**" means a natural person, admitted to membership of the Company;

"**Registered Office**" means the registered office for the time being of the Company;

"**Person**" and words importing "persons" means a natural person, and may where the context permits include Members;

"**Register**" means the Register of Members kept pursuant to the Corporations Act;

"**Regulations**" means the Regulations adopted by the Institute from time to time and referred to in the Bylaws or such sections thereof, as amended, approved and adopted from time to time by the Board;

"**Rule**" means a rule in this Constitution and a reference to a particular rule is a reference to a particular rule in this Constitution;

"**Seal**" means the common seal of the Company (if any).

1.2 Interpretation

In the interpretation of this Constitution:

- (a) Division 10 of Part 1.2 of the Corporations Act applies in relation to this Constitution as if it were an instrument made under that Corporations Act as in force on the day when this Constitution becomes binding on the Company;
- (b) except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (c) the Rules of this Constitution are unless otherwise specified, to be read subject to the Corporations Act.

1.3 Terms not defined

Terms used in this Constitution and not defined in Rule 1.1 will have the meaning ascribed to them in the Corporations Act.

1.4 Plural

Words importing the singular include the plural and vice versa.

1.5 Gender

Words importing the masculine include the feminine and the neuter and vice versa.

1.6 Headings

The index and headings will not affect the construction of this Constitution.

1.7 Bylaws

In relation to any Bylaws adopted by the Company:

- (a) any reference to a “Trustee” shall be interpreted as a reference to a “Director” of this Company;
- (b) any reference to the “Board” shall be interpreted as a referenced to the “Board” of the Company.

1.8 In Writing or Written

In writing or written means printing, typewriting and all other means of representing or reproducing words in visible form.

2. PRELIMINARY

2.1 Objects of the Company

The primary object of the Company is to be a non-trading company established to advance education, study and research of benefit to the public or a section of the public especially in the sciences and technologies of brewing, fermentation and distillation in all their respective branches and in the arts and sciences of industrial and business management generally and to publish the useful results of such research. In pursuit of this primary objective the Company will (but is not limited to):

- (a) promote furtherance of the Institute’s objects in so far as they are consistent with the Company’s objects;
- (b) provide opportunities for the exchange of and dissemination of technical, scientific and other information, including the holding of conventions, exhibitions, meetings, seminars and symposia and publishing literature relevant thereto;
- (c) promote the activities, education and qualifications offered by the Institute and support Members and non-members when they apply and study for the various examinations and qualifications of the Institute;
- (d) promote the training of personnel, including the offering of scholarships and grants;
- (e) encourage research and development and other activities associated with the relevant sciences; and

- (f) promote the interests of all those engaged in the relevant sciences and doing all such things as are conducive to the attainment of the primary object.

2.2 Powers, rights and privileges

The Company has:

- (a) the legal capacity and powers of an individual; and
- (b) all the powers of a body corporate, subject to the Rules of this Constitution and the Corporations Act.

2.3 Displacement of replaceable Rules

Each of the provisions of the Corporations Act that would, but for this Rule, apply to the Company as a replaceable rule within the meaning of the Corporations Act, are displaced and do not apply to the Company.

2.4 Limited liability

The liability of Members is limited.

3. REGISTERED OFFICE

3.1 Registered Office

The Registered Office of the Company will be at such place as the Board will from time to time appoint at a Directors' Meeting.

4. MEMBERSHIP

4.1 Members

A Person who must be an Eligible Person and who becomes a Member agrees to observe, comply and abide by the provisions of the Constitution of the Company, and any Bylaws and/or Regulations which are in force from time to time.

4.2 Transition of Members

Any Member on the Register of Members at the time of adoption of this Constitution will be classified as either a Voting Member or a Non-Voting Member in accordance with the requirements for the respective class of membership as set out in the Institute's Bylaws.

4.3 Unlimited Membership

The number of Members of the Company will be unlimited.

5. CLASSES OF MEMBERS

5.1 Classes of Members

There are two classes of membership:

- (a) Voting Members; and
- (b) Non-Voting Members.

5.2 Voting Members

Voting Members are individuals who:

- (a) are Eligible Persons;
- (b) satisfy any additional requirements for Voting Membership as prescribed by the Board and/or set out in the Institute Bylaws; and
- (c) have been admitted as Voting Members in accordance with this Constitution.

5.3 Non-Voting Members

Non-Voting Members are individuals who:

- (a) are Eligible Persons;
- (b) satisfy any additional requirements for being Non-Voting Members as prescribed by the Board and/or set out in the Institute Bylaws; and
- (c) have been admitted as Non-Voting Members in accordance with this Constitution.

5.4 Categories of Membership

The Board may provide for categories of Members within each class on such terms and conditions as the Board determines.

6. ADMISSION OF MEMBERS

6.1 Admission

- (a) Any Person admitted to membership of the Institute who selects Asia Pacific as their 'home' section and who consents to become a member of the Company, will automatically be made a member of the Company in the corresponding membership class and category.

7. MEMBERS' RIGHTS, PRIVILEGES AND DUTIES

7.1 Obligations

- (a) All Members must, so far as they are able to, take part in the activities of the Company and must aid the Company in the attainment of its objects from time to time.
- (b) To maintain membership, Members must be members of the Institute. For clarity, this means that any Member that ceases to be a member of the Institute will automatically cease to be a Member of the Company.
- (c) Any Member whose Institute membership is suspended by the Institute will automatically have their membership with the Company suspended for the duration of the suspension period imposed by the Institute.

7.2 Bound by Constitution

All Members admitted to membership will be deemed to have accepted and be bound by this Constitution (including all variations, amendments and alterations to this Constitution).

7.3 Carry out resolutions

All Members must take all necessary and reasonable steps to ensure that resolutions of the Board and the Company at a Meeting from time to time are carried out and observed by them.

7.4 Financial obligations

All Members must meet all subscriptions, fees, levies and other financial obligations in a proper and timely manner, as determined by the Board from time to time.

7.5 Non-transferable rights

The rights of membership in the Company are not transferable.

7.6 Rights

- (a) A Voting Member has the right to:
 - (i) receive notices of and to attend general meetings;
 - (ii) vote at general meetings on resolutions put to the Members; and
 - (iii) if eligible and approved by the Board, to be nominated for election as a Director.
- (b) A Non-Voting Member is entitled to receive notices of and to attend general meetings, but
 - (i) does not have voting rights; and
 - (ii) is not entitled to be nominated for election as a Director.
- (c) The Board may extend benefits and services to Members that may differ between classes and categories of membership and within classes and categories of membership.
- (d) A Member who has not paid any membership fees payable by the due date to the Institute or the Company is not entitled to exercise their rights while the fee remains unpaid.
- (e) A Member is entitled to exercise their rights if their membership rights are not suspended for any other reason.
- (f) The rights of Members are not to be taken as being varied by the admission of more Members or the addition or deletion of classes or categories of membership.
- (g) The rights of Members in any class may be varied or cancelled by the Voting Members approving amendments to the Constitution by Special Resolution. For clarity, this shall be taken to be the procedure for varying or cancelling rights of Members in any class.

8. FEES

8.1 Fees

The Board may from time to time resolve and communicate to the Members that such fees will be payable by the Members to the Company in such amounts and on such dates as the Board determines.

9. CESSATION OF MEMBERSHIP

9.1 Resignation by notice

- (a) Any Member who resigns from their membership of the Institute or changes their home section with the Institute away from the Company will automatically cease to be a Member of the Company.
- (b) Any Member may resign from membership of the Company or a category of membership by giving to the Company Secretary notice in writing of the Member's intention to resign. Resignation will take effect at the expiration of one month from the date of service of the notice in writing to the Company's Registered Office. Resignation from the Company will not affect a person's membership of the Institute.

9.2 Board 's discretion

The Board may expel a Member of the Company on the recommendation of a professional disciplinary enquiry (as provided in the Regulations).

9.3 Expulsion or suspension

The Board may (in addition to any other right it may exercise under this Constitution) resolve to suspend or expel any Member (and recommend that the Institute does the same) (in this Rule 9 called the "Cited Member") for:

- (a) any misconduct;
- (b) action or omissions injurious to the Company;
- (c) any matter which in the opinion of the Board is contrary to the interests of the Company;
- (d) for failure to comply with the Constitution or the Bylaws; or
- (e) suffering an Insolvency Event.

9.4 Notice to Cited Member

Upon the occurrence of any of the events in Rule 9.3, the Company Secretary must give not less than 14 days written notice to the Cited Member of any intention that the Board proposes to take action pursuant to this Rule. The notice must specify:

- (a) the alleged circumstances upon which the Board seeks to rely;
- (b) the date, time and place at which the Board will give consideration to the matter;
- (c) that the Cited Member will be given an adequate opportunity by the Board to be heard;
- (d) that on the application of the Cited Member the Board may (in its discretion) permit the Member to be legally represented; and
- (e) that the Board may in its absolute discretion defer for a period, not exceeding one year, the operation of any resolution to suspend or expel a Member under Rule 9.3 on such terms and conditions as it sees fit and may rescind any such resolution prior to the expiry of any deferral period on such terms and conditions as it sees fit including payment of costs incurred by the Company as a result of the default of the Member or Cited Member.

9.5 No refund

No refund of any fee will be made by reason of cessation of membership, whenever and howsoever occasioned.

10. REGISTER OF MEMBERS

10.1 Company Register

The Company must record in the Register:

- (a) the full names, addresses and class and category of all Members;
- (b) the date of admission to and cessation of membership of all Members;
- (c) such other information as the Board may from time to time determine; and
- (d) the Company must keep the Register at the Registered Office and may keep a copy at such other places as the Board may from time to time approve.

10.2 Members obligations

Every Member must inform the Company Secretary of a change or changes in his or her address, for entry into the Register.

10.3 Failure to advise

A Member who fails to notify a current address to the Company Secretary, will not be entitled to receive notices relating to Meetings and business of the Company. No Meeting or other proceeding will be invalidated by reason of the non-issue of a notice from that or any cause. A Member cannot object to or raise any objection to the non-receipt of a notice if it is sent to the Member's address in the Register.

11. GENERAL MEETINGS

11.1 Annual general meeting

An annual general meeting of the Company will:

- (a) be held in accordance with the provisions of the Corporations Act at such time and place as may be determined by the Board; and
- (b) include the election of Directors and officers;

and the Directors must comply with any provisions of the Corporations Act with respect to the convening of such Meetings.

11.2 General meeting

The Directors must convene a general meeting of the Company:

- (a) upon the Board so resolving; or
- (b) on the requisition of such other person as will be entitled to requisition such general meeting under the Corporations Act or on the requisition of five per cent of Members entitled to vote whichever is the greater,

and the Directors must comply with any provisions of the Corporations Act with respect to the convening of such Meetings.

11.3 Time for notice

Subject to the provisions of the Corporations Act relating to special resolutions, special notice and agreements for shorter notice, a minimum of 21 days notice in relation to a general meeting must be given (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying:

- (a) the time, date, place of, and the technology to be used (if any) to facilitate the general meeting,
- (b) if virtual meeting technology is to be used to hold the general meeting, sufficient information to allow the Members to participate in the general meeting by means of the technology,
- (c) a statement that Members may appoint a proxy,
- (d) the general nature of the business to be transacted at the Meeting,

to all Members of the Company.

11.4 Omission to give notice

The accidental omission to give the notice required by this Constitution to any of the Members or the non-receipt of such notice by any Member will not invalidate any resolution passed at a Meeting or adjournment.

11.5 Holding general meeting using technology

A general meeting may be held at one or more venues, or wholly or partly online or virtually, using any technology that provides the Members with a reasonable opportunity to participate, including the ability to hear and be heard.

12. BUSINESS OF ANNUAL GENERAL MEETING

12.1 Business

The business of an annual general meeting may include any of the following, even if not referred to in the notice of the meeting:

- (a) the consideration of the annual financial report, the Board report and the auditor's report, if any,
- (b) elect an auditor for the ensuing year;
- (c) elect a chairperson;
- (d) elect Directors and officers of the Company or declare the ballot for election of Directors and officers of the Company if applicable in accordance with Rule 27; and
- (e) to nominate Institute representatives in accordance with Rule 43.

13. QUORUM AT MEETINGS

13.1 Quorum

No business will be transacted at any Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business.

13.2 Proxies

For the purpose of determining whether a quorum is present, a Person attending as a proxy or attorney will be deemed to be a Member.

13.3 Quorum number

Unless otherwise provided in this Constitution a quorum for any Meeting must be at least six of the Voting Members (other than Directors) entitled to attend and vote at that Meeting and at least half of the Directors.

13.4 No Quorum

If a quorum is not present within half an hour or such other time as the chairperson, or other person designated by this Constitution to be the chairperson, may determine:

- (a) where the Meeting was convened upon the requisition of the Board, the Meeting will be dissolved; and
- (b) in any other case:
 - (i) the Meeting will stand adjourned to such day, and at such time and place, as the chairperson or such other person designated by this Constitution to be the chairperson determines, or if no such determination is made, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned Meeting a quorum of the Members entitled to attend and vote is not present within half an hour from the time appointed for the Meeting, the Meeting will be dissolved.

14. CHAIRPERSON AT MEETINGS

14.1 Chairperson

The person elected or appointed under this Constitution to be the chairperson of any Meeting will act as chairperson of that meeting.

14.2 Election

If the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or if there is not a chairperson, the Voting Members present must elect one of their number to be chairperson of the meeting.

14.3 Conduct of meeting

Unless otherwise provided in this Constitution, the form, conduct and procedure of any meeting will be at the discretion and under the control of the chairperson, who must at all times exercise his or her discretion so as to ensure the meeting is conducted in a fair and proper manner, and that every person present and entitled to do so has a reasonable opportunity to put forward their views.

15. ADJOURNMENTS OF MEETINGS

15.1 Adjournment

The chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no

business will be transacted of which due notice has not been given at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

15.2 Notice required

When a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting must be given as in the case of an original Meeting.

15.3 Evidence of resolution

Except as provided by this Constitution, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. VOTING RIGHTS OF MEMBERS

16.1 Voting rights

A Member who is a Voting Member, may vote in person or by proxy or by attorney and on a show of hands or on a poll every Voting Member present has one vote.

A Voting Member is not entitled to vote at a general meeting unless all membership fees due and payable by the Member to the Institute and the Company have been paid.

16.2 Ordinary resolution

An ordinary resolution put to the vote at a Meeting may be passed by a simple majority on a show of hands of Voting Members.

16.3 Evidence of resolution

A declaration by the chairperson that a resolution has been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost,

and an entry to that effect in the Company's minute book is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

17. CASTING VOTE

17.1 Equality of votes

In the case of an equality of votes upon any proposed resolution, the chairperson of the general meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.

18. POLLS

18.1 Demand for poll

A poll may be demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands by:

- (a) the chairperson of the general meeting;
- (b) at least five Members entitled to vote on the resolution present in person or by proxy or attorney at the general meeting; or
- (c) Members with at least 5% of the votes that may be cast on the resolution on a poll present in person or by proxy or attorney at the general meeting.

18.2 Election of chairperson

No poll can be demanded on the election of a chairperson of a Meeting or on any question of adjournment.

18.3 Effect of poll

The demand of a poll must not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

19. PROXIES

19.1 Appoint proxy

Any person who is entitled to attend and vote at any Meeting of the Company may appoint a Person (whether a Member or not) as his or her proxy to attend and vote at the Meeting on his or her behalf.

19.2 Rights of proxy

A proxy appointed to attend and vote at a Meeting on behalf of a Member or the attorney of a Member will have the same right as the Member to speak and vote at the Meeting.

19.3 Instruct proxy

A Member or the attorney of a Member may instruct his or her proxy to vote for or against any specific resolution submitted to a Meeting at which such proxy or proxies are present.

19.4 Revocation of proxy

Where a proxy, and a Member or the attorney of a Member who appointed such proxy, both attend at the Meeting or adjourned Meeting, or on the taking of a poll, the Member (or attorney) will not be entitled to speak or vote at the Meeting or adjourned Meeting or to vote on the poll, as the case may be, unless notice in writing of the revocation of the instrument appointing such proxy is received at the place for deposit of proxies or by the Chairperson before the Meeting or adjourned Meeting or the poll is taken.

19.5 Instrument of appointment

The instrument appointing a proxy must be in writing under the hand of the Member or his or her attorney duly authorised in writing or if such Member is a body corporate or association under its common or official seal (as the case may be) or under the hand of its duly authorised officer or attorney.

19.6 Term

A proxy will not remain in force for a period of more than 12 months from the date of it, unless that proxy is incorporated in a power of attorney.

19.7 Form

The Board may prescribe a form of proxy however a proxy will be valid provided the instrument purporting to appoint a proxy:

- (a) is in writing,
- (b) contains the Member's name and address, the Company's name and the proxy holder's name or the office held by the proxy holder,
- (c) contains the details of the meeting/s at which the appointment may be used, and
- (d) contains the details as to how the proxy holder is to vote on the matters before the general meeting.

In the event of a Member not nominating a particular person as proxy holder on the proxy form, the proxy is to be exercised by the chairperson of the general meeting.

19.8 Contents of Proxy Form

Any instrument appointing a proxy which is entitled to be used at a Meeting at which any resolution is proposed to be passed must clearly indicate that the holder of the proxy is entitled to vote for or against such resolution as directed by the Member or failing such direction, at the discretion of the holder of the proxy.

20. POWERS OF ATTORNEY

20.1 Power of attorney

Any Member may, by power of attorney, appoint an attorney to attend and act and vote (if applicable) at any Meetings of the Company on behalf of such Member and as his or her, or its proxy without any special appointment other than such power of attorney.

20.2 Appointment

Such attorney must be appointed in writing under the hand and seal of the Member and attested by one witness, or if the Member is a body corporate or association, under its common or official seal or under the hand of its duly authorised officer or attorney.

20.3 Appointment of proxy

An attorney so appointed may, within the limits of his or her power of attorney, whether himself or herself as a Member of the Company or not, appoint in writing as proxy on behalf of the Member, a Person (whether a Member of the Company or not) who will be deemed to be the proxy of such Member.

20.4 Sign consent or proxy

Any attorney so appointed, whether himself a Member of the Company or not, may on behalf of his Member, within the limits of his power of attorney, sign any consent or proxy which the Member would under this Constitution be required or entitled to sign.

20.5 Participate in meetings

Any attorney so appointed and any substitute attorney or proxy appointed, may attend and take part in the proceedings of and vote at all Meetings of the Company so long as the power of attorney remains in force in the same manner as the Member could do if he or she were personally present.

21. APPOINTING INSTRUMENT TO BE DEPOSITED WITH COMPANY

21.1 Instruments

The following instruments must be deposited at the Registered Office or sent to the address stated in the notice of meeting which may be an electronic address:

- (a) any instrument appointing a proxy pursuant to Rule 19 or Rule 20.3, together with the power of attorney or other authority, if any, under which it is signed;
- (b) any power of attorney pursuant to Rule 20; and
- (c) any certificate appointing a representative of a body corporate in accordance with Section 250D of the Corporations Act.

21.2 Time for deposit

Any such instrument must be received by the Company at least 48 hours before the time of the general meeting.

21.3 Validity

Any instrument which is not deposited with the Company in the manner and within the time provided in this Constitution will not be treated as valid.

22. REVOCATION AND INVALIDITY OF INSTRUMENTS

22.1 Revocation and invalidity

A vote given in accordance with the terms of the instrument appointing a proxy, attorney or representative will be valid, subject to this Constitution, notwithstanding:

- (a) the death of the voting Member;
- (b) the unsoundness of mind of the voting Member;
- (c) the voting Member suffering an Insolvency Event; or
- (d) the revocation of the instrument or the power of attorney under which the instrument was executed,

provided that no notice in writing of any such event has been received at the Registered Office or by the chairperson before the Meeting or the adjourned Meeting takes place or the poll is taken.

23. Direct voting

A Member entitled to vote at a general meeting may vote by direct vote where such an option is offered by the Board. A direct vote includes a vote delivered to the Company by any means approved by the Board, which may include postal or electronic means. The Board may determine policies and procedures in relation to direct voting, including specifying the form, method, and timing of giving a direct vote in order for the vote to be valid.

24. COMPANY DIRECTORS

24.1 Alter number

The Company may, from time to time by resolution passed at a Meeting, increase or reduce the number of Directors on the recommendation of the Board subject to rule 24.2.

24.2 Required number

Unless and until the Company otherwise resolves, the number of Directors must not be less than four (4) or more than nine (9).

24.3 No Alternate Directors

Directors are not entitled to appoint alternate directors.

25. VACATION OF OFFICE OF DIRECTOR

25.1 Vacate office

The office of a Director will become vacant if the Director:

- (a) ceases to be a Director by virtue of the Corporations Act;
- (b) becomes prohibited from being a Director by reason of any order made under the Corporations Act;
- (c) suffers an Insolvency Event;
- (d) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
- (e) is suspended from or ceases to be a Member for any reason;
- (f) will without leave of absence by way of a resolution from a Directors' Meeting first obtained absent himself from three consecutive Directors' Meetings other than by reason of sickness or accident; or
- (g) is removed from office pursuant to Rule 25.2.

25.2 Removal of Director

Subject to the provisions of the Corporations Act, the Company at a Meeting may by resolution, remove any Director before the expiration of his term of office and may appoint a person as a Director in his or her stead.

26. QUALIFICATION OF DIRECTORS

26.1 Qualification

Every Director must be a natural person and a Voting Member of the Company.

27. TERM OF OFFICE OF DIRECTORS

27.1 Term of office

The term of office of all Directors is 2 years (with approximately half the Directors up for re-election each year).

27.2 Determination of retirees

The Directors to retire pursuant to Rule 27.1 will be determined according to the length of time each Director has spent in office.

27.3 Calculation of term

The length of time a Director has been in office will be computed from his last election or appointment where he has previously vacated office.

27.4 Re-election

A retiring Director will retain office until the conclusion of the Meeting at which his successor is elected. Each retiring Director will be eligible for re-election for a maximum of 3 continuous terms.

27.5 Elect new Directors

The Company at any Meeting at which at any Director retires in the manner provided for in this Constitution may elect a like number of persons to fill in the vacancies left by the retiring Director(s).

27.6 Casual vacancy

The Board may resolve to fill a casual vacancy from time to time but any Director so appointed must remain in office only until the next following Meeting of the Company.

27.7 Nominations

Nominations for election as a Director must be:

- (a) in writing on the form prescribed by the Board,
- (b) signed by the candidate expressing their consent to serve as a Director, and
- (c) lodged with the Company Secretary by the prescribed time.

Only those candidates approved by the Board are eligible to stand for election as a Director.

28. REMUNERATION OF DIRECTORS

28.1 Remuneration

Directors are not entitled to be paid fees for being a Director.

28.2 Expenses

Payments may be made to a Director for:

- (a) out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board; and
- (b) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and is not more than an amount which commercially would be reasonable for the service.

29. DIRECTORSHIPS IN OTHER COMPANIES

29.1 Conflicting Interests

Subject to this Constitution, a Director may be or become a director of any other company, whether promoted by the Company or not, and no Director who is or becomes a director in another company will be accountable for any benefits received as a director or member of such other company provided that a Director must not, without the approval of the Board accept, hold or retain the office of director of any other company which in the opinion of the Directors is for the time being in active competition with or carrying out activities which are contrary to the interests of the Company.

30. DIRECTORS' MEETINGS

30.1 Forum

The Board may meet, including by technological means, for the dispatch of business, and adjourn and otherwise regulate its meetings.

30.2 Quorum

To transact business at a Directors' meeting, a quorum of Directors is required during the time in which the business is dealt with at the Board meeting. The quorum for a Directors' meeting is a majority of the Directors currently in office.

30.3 Meeting

- (a) The Company Secretary must upon the requisition of one Director or the Board, convene a Directors' Meeting.
- (b) Directors are expected to attend a minimum of 3 Directors' Meetings per year.

30.4 Notice

Unless otherwise decided by the Directors, reasonable notice of every Directors' Meeting must be given by delivering the same to, or by letter, facsimile, email or other form of visible communication to each Director at an address notified to the Company secretary as the Director's address for receipt of notice.

30.5 Urgent notice

If, prior to any Directors' Meeting, the Company Secretary is advised by the chairperson or by any other Director that any urgent or contentious business is or may be transacted at such Directors' Meeting, notice of such Directors' Meeting must be given by letter, facsimile, email or other form of visible communication to the address of a Director. The notice under this Constitution must contain a statement of the general nature of the urgent or contentious business to be transacted.

30.6 Meeting records

Records must be taken and minutes kept of the proceedings at all general meetings and at all meetings of the Board, and the minutes of each and every meeting must be confirmed at, and signed by the respective chairperson, at a subsequent meeting.

30.7 Determination

Questions arising at any Directors' Meeting will be determined by a majority of votes and such a determination will be deemed a resolution of the Directors.

30.8 Equality of votes

In case of an equality of votes, the chairperson of the Directors' Meeting will not have a casting vote and the resolution will be deemed to have been rejected.

30.9 Written Resolutions of the Board

The Board may pass a Board resolution without a Directors' meeting being held. The passing of such resolutions:

- (a) requires unanimous assent by all Directors (excluding any Director on an approved leave of absence);
- (b) may be through the use of technology; and
- (c) must comply with any policies and procedures regarding the passing of Board resolutions as determined by the Board.

30.10 Powers

A Directors' Meeting at which a quorum is present will be competent to exercise all or any authorities, powers and discretions in accordance with this Constitution or by or under statute.

31. CHAIR OF DIRECTORS

31.1 Chair

The Directors may from time to time appoint a chair of Directors or chair and may entrust to and confer upon the chair of Directors or chair all or any of the powers of the Directors (excepting the powers to borrow or otherwise raise money or issue debentures) that they may think fit. But the exercise of all powers by such chair of Directors or chair will be subject to such regulations and restrictions as the Board may from time to time make and impose and the said powers may at any time be withdrawn, revoked or varied.

31.2 Substitute Chair

The chair of Directors will be entitled if present to preside as chairperson at Directors' Meetings. If they are not present within ten minutes after the time appointed for the Directors' Meeting then the Directors must choose one of their number to be chairperson of the meeting.

31.3 Removal

The chair may be removed at any time by the Board.

32. DEFECTIVE APPOINTMENT OF DIRECTORS

32.1 Validity of acts

All acts done at a Directors' Meeting or of a committee of the Directors or by any person acting bona fide as a Director will be as valid as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be a Director, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any of such Directors or persons acting as aforesaid or that any of them were disqualified or had vacated office.

33. MINUTES OF MEETINGS

33.1 Minutes

The Directors will cause minutes to be made and faithfully recorded in writing provided for that purpose:

- (a) of all appointments of officers;
- (b) present at all Directors' Meetings; and
- (c) all proceedings at all Meetings, Directors' Meetings and meetings of the Board.

Such minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting and made available to the Board.

33.2 Evidence

The minutes of a meeting signed by the chairperson as provided in Rule 33.1 will be sufficient evidence without further proof of the resolutions.

34. GENERAL POWERS

34.1 General powers

The management and control of the business and affairs of the Company will be vested in the Board who may exercise all such powers and all such acts and things as the Company is by its Constitution or otherwise authorised to exercise and do and are not by this Constitution or by statute directed or required to be exercised or done by the Company at a Meeting.

34.2 Bylaws

The Board may from time to time adopt or vary such Bylaws of the Company as prescribed by the Institute as Bylaws. Such Bylaws must not be inconsistent with the Corporations Act and any inconsistency with the Corporations Act will be invalid. If there is any inconsistency between the Bylaws and this Constitution, the provisions in this Constitution shall prevail.

34.3 Governing powers

The powers of the Directors and the Board under this Constitution will be subject to the provisions of the Corporations Act and of this Constitution, and to any Bylaws from time to time and at all times to resolutions made by the Company in Meeting.

34.4 Exercise of power, authority or discretion

So far as will be practicable and not inconsistent with the provisions of this Constitution, any power authority or discretion vested in the Directors and the Board may be exercised at any time and from time to time as they will think fit.

35. INTERESTED DIRECTORS

35.1 Definition

For the purposes of this Constitution, an interest of a Director may arise in either of the following ways:

- (a) an interest of the kind set forth in Section 195(1) of the Corporations Act ("a Material Personal Interest"); or

- (b) an interest of the kind set forth in Section 208(1) and (2) of the Corporations Act ("a Financial Benefit").

36. DIRECTORS' INTERESTS

36.1 Interest

Directors will, subject to this Constitution and the Corporations Act, be entitled to have or acquire:

- (a) a Material Personal Interest; or
- (b) a Financial Benefit.

37. MATERIAL PERSONAL INTERESTS

37.1 Rights of interested Directors

Where the interest of a Director is a Material Personal Interest, then the rights of that Director will be the same as if the Material Personal Interest was an interest provided that the Director holding the Material Personal Interest must not:

- (a) vote;
- (b) be present; or
- (c) be counted in the quorum,
- (d) at a Meeting or a meeting of the Board which is considering a matter involving the Material Personal Interest of the Director.

37.2 Non-application of restrictions

The restrictions contained in Rule 37.1 will not apply:

- (a) if the Board (other than the Director who holds a Material Personal Interest) passes a resolution that:
 - (i) specifies the Director, the Material Personal Interest and the subject matter; and
 - (ii) states that they are satisfied that the Material Personal Interest should not disqualify the Director from considering or voting on the matter; or
- (b) if the Commission has granted an exemption pursuant to Section 195 of the Corporations Act permitting the same; and
- (c) if as a result of the restriction in Rule 37.1, a quorum is not present for consideration of the matter in which a Director has a Material Personal Interest the Board may convene a Meeting of the Company to be held to determine the matter.

38. FINANCIAL BENEFITS

38.1 Financial Benefits

If the interest of a Director constitutes a Financial Benefit, then that Director will only be permitted to hold or acquire that interest if the Board and the Company (as the case may be) comply with the provisions set out in Chapter 2E of the Corporations Act.

39. ATTORNEYS FOR COMPANY

39.1 Appointment

The Board may from time to time by resolution, power of attorney or writing under the Seal appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as they may think fit, and any such appointment may contain such provisions for the protection and convenience of persons dealing with any such attorney or agent as the Board may think fit and may also authorise any such attorney or agent to delegate all or any of the powers, authorities, and discretions vested in him.

40. COMPANY SECRETARY AND OTHER OFFICERS

40.1 Appointment

The Board will appoint a Company Secretary and may appoint such other officers as may be from time to time be decided upon and may pay any officer appointed under this Rule 40 such remuneration as determined by the Board.

41. FINANCIAL YEAR

41.1 Financial year

The financial year of the Company will be from 1 July to 30 June in any one year, or such other period as determined by the Board.

42. DELEGATION BY THE BOARD

42.1 Board may delegate

The Board may delegate any of its powers to:

- (a) a committee,
- (b) a Director,
- (c) an employee of the Company, or
- (d) any other person,

and may revoke that delegation.

The delegate must exercise the powers delegated in accordance with any directions, terms, and conditions as set by the Board.

43. INSTITUTE REPRESENTATIVES

43.1 Representatives

The Chair of the Directors and such other person(s) as the Institute shall decide (but always being Members of the Company) shall represent the Company on any Advisory Council or other committees established by the Institute.

43.2 Nominations

If the Institute asks for nominations from the Company for representatives to sit on the Advisory Council or committees of the Institute any Member or Members of the Company may be nominated by:

- (a) election at an annual general meeting; or
- (b) where election at an annual general meeting is considered impractical, in writing by the chair of the Board to the chief executive of the Institute;

as representative or representatives on all or any of the Institute committees for a specified period not exceeding two years. Formal appointment to the Advisory Council or a committee of the Institute will then be made by the Board of the Institute in accordance with any Regulations made by the Institute.

44. PUBLIC OFFICER

44.1 Appointment

The Board may, from time to time, appoint a public officer and if they think fit remove such person from office and appoint another in his/her place.

45. ACCOUNTS

45.1 Accounting records

The Directors must cause the Company to:

- (a) keep such accounting records as correctly record and explain the transactions (including any transactions as trustee) and financial position of the Company;
- (b) keep its accounting records in such a manner as will enable true and fair accounts of the Company to be prepared from time to time; and
- (c) keep its accounting records in such manner as will enable the accounts of the Company to be conveniently and properly audited in accordance with the Corporations Act.

45.2 Provision of records

Subject to any law to the contrary, the Board must lay before each annual general meeting of the Company:

- (a) a duly audited balance sheet made up to the end of the Company's financial year giving a true and fair view of the state of affairs of the Company as at the end of that financial year; and
- (b) a duly audited profit and loss account for the last financial year of the Company, being a profit and loss account that gives a true and fair view of the state of affairs of the Company as at the end of that financial year,

such balance sheet and profit and loss account to comply with the requirements of the Corporations Act and reasonable accounting standards.

45.3 Information to Members

The Company must by way of note attached to the balance-sheet send to Members such details required to be specified by the Corporations Act of any material contracts involving Board Members'

interests, and which is either still subsisting at the end of the financial year or, if not then subsisting, has been entered into since the end of the previous financial year.

45.4 Definition of contract

For the purposes of Rule 45.3, "contract" will be deemed to include any agreement or arrangement whether formal or informal, and whether expressed or implied, and includes an agreement that is not enforceable by legal proceedings whether or not it was intended to be so enforceable. A contract with a related corporation of the Company will be taken into account as if it were a contract with the Company.

46. INSPECTION OF BOOKS OF ACCOUNT

46.1 Inspection

The books of account and records must be kept at the Registered Office or at such other place or places as the Directors think fit and must at all times be open to inspection by the Directors.

46.2 Discretion regarding inspection

Subject to the provisions of the Corporations Act, the Directors will from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books of account and records of the Company or any of them will be open to the inspection of the Members.

46.3 Entitlement of Member to inspect records

No Member, not being a Director, will be entitled to inspect any accounts, records, books or documents of the Company except as provided by the Corporations Act or authorised by the Directors pursuant to Rule 46.2 or by a resolution of the Company at a Meeting.

47. AUDIT

47.1 Appointment

An auditor will be elected at each annual general meeting of the Company and his or her duties will be regulated in accordance with the Corporations Act.

47.2 Retirement

The auditor elected under Rule 47.1 must retire at the next annual general meeting following his or her election, but will be eligible for re-election.

47.3 Report to Members

The auditor must report to the Members on the accounts to be laid before the Company at a Meeting and on the Company's accounting records relating to those accounts.

47.4 Capacity to be auditor

Any person who is:

- (a) a Director of the Company;
- (b) an officer of the Company;
- (c) a partner, employer or employee of a Director or officer of the Company;
- (d) a partner, employer or employee of an employee of a Director or officer of the Company;

- (e) not a registered company auditor;
 - (f) not authorised under the Corporations Act or any other legislation, or
 - (g) indebted in any amount exceeding \$5,000.00 to the Company or to a related corporation,
- will not be capable of being appointed or of acting as auditor of the Company.

48. NOTICES

48.1 Form of notice

A notice may be given by the Company to a Member by:

- (a) serving it on the Member personally,
- (b) sending it by post to the Member's address as shown in the register of Members,
- (c) sending it to an electronic contact address such as an e-mail address, that the Member has supplied to the Company or to an address which the Member has contacted the Company in the past, or
- (d) making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address.

48.2 Date of service

- (a) Where a notice is sent by post, service of the notice is taken to be effected three days after it is posted.
- (b) Where a notice is sent by email or by other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

49. INDEMNITY AND LIABILITY OF DIRECTORS AND OTHER OFFICERS

49.1 Indemnity

To the extent permitted by law, the Company must:

- (a) indemnify a person who is or has been a Director, Secretary, Treasurer, editor, other officer or auditor of the Company against liability incurred by the person as such an officer to another person (other than the Company or a related body corporate); and
- (b) indemnify a person who is or has been an officer or auditor of the Company against liability for costs and expenses incurred by the person 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 in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.

49.2 Member indemnity

No Member or member of Company's employed staff will incur personal responsibility for any act or thing done by him or her by the director or with the approval of the Company or the Board.

49.3 Payment of insurance premium

The Company may pay, or agree to pay, at the discretion of the Directors, a premium in respect of a contract insuring a person who is or has been an officer of the Company against the liability incurred by the person as such an officer or Director of the Company, except for a liability arising out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 182 or 183 of the Corporations Act. In the case of a Director, any such premium will be paid in addition to any remuneration paid to that Director by the Company in accordance with this Constitution.

49.4 Definition of Officer

For the purpose of this Constitution "Officer" will have the meaning given to that term in the Corporations Act.

50. WINDING UP

50.1 Winding up

Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he or she is a Member, or within one 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 ceases to be a Member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required from each Member not exceeding \$10.00.

50.2 Distributions

If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same will be given or transferred to:

- (a) the Institute provided it is an institution or company having objects similar to those of the Company and whose constitution prohibits the distribution of its income and property among its Members to an extent at least as great as is imposed on the Company; or
- (b) in the event that rule 50.2(a) is not possible then to some other institution or company, (excluding any Member of the Company), having objects similar to those of the Company and whose constitution prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company. Such company or institution will be determined by the Members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.