

Constitution
of
The Institute of Brewing & Distilling - Asia Pacific
Company Limited
(A Company Limited by Guarantee)
As approved at the AGM on October 11, 2017

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1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution, unless a contrary intention appears:

"**Applicant**" means any Person who has applied for membership of the Company;

"**Board of Management**" 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, approved and adopted from time to time by the Board of Management and are attached to this Constitution;

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

"**Committee**" means those committees formed pursuant to Rule 45;

"**Company Secretary**" means that person appointed to the secretarial role of the Board of Management pursuant to Rule 42;

"**Company Treasurer**" means that person appointed to the treasury role of the Board of Management pursuant to Rule 43 and may also hold the position of Company Secretary;

"**Company**" means 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;

"**Council**" means the Council of the Institute as constituted under the Bylaws of the Institute;

"**Corporations Act**" means the Corporations Act 2001 (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 can demonstrate, to the satisfaction of the Board of Management, that they have the ability and capacity to make a meaningful and constructive contribution to the Company that is consistent with the objects set out in the Constitution of the Company;

"**Initial Members**" means those persons who are members of the Institute and are listed in Schedule 1;

"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 Institute of Brewing & Distilling, 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, body corporate or association (whether incorporated or not) admitted to membership of the Company in accordance with Rule 6 (inconsistent with definition of person);

"Non Subscribing Members" means honorary members, life members and those Members who are not obliged to pay annual fees to the Company;

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

"Person" and words importing "persons" means a natural person, body corporate or association (whether incorporated or not) any may where the context admits include Members;

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

"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);

"Subscribing Members" means fellows, master brewer members, diploma members, Initial Members, certificate members, corporate members and student members and those Members who are obliged to pay annual subscription fees to the Company.

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 Memorandum and Articles of Association

Reference to "Memorandum and Articles of Association" of the Company in the Bylaws are a reference to the Rules of this Constitution;

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) 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;
- (b) promote the qualifications offered by the Institute and support Members when they apply and study for the various examinations of the Institute;
- (c) promote the training of personnel, including the offering of scholarships and grants;
- (d) encourage research and development and other activities associated with the relevant sciences; and
- (e) promote the interests of all those engaged in the relevant sciences and doing all such things as are conducive to the educational interests of its Members.

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 of Management 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 which are in force from time to time.

4.2 Initial Members

The Initial Members will be the first Members of the Company.

4.3 Unlimited Membership

The number of Members of the Company will be unlimited.

5. CLASSES AND QUALIFICATIONS OF MEMBERS

5.1 Classes

Membership of the Company will be divided into the following classes:

- (a) voting Members;
- (b) non-voting Members;
- (c) Subscribing Members; and
- (d) non-subscribing Members.

5.2 Categories of Members

The categories of Members who are entitled to vote at a Meeting are:

- (a) fellow members;
- (b) master brewer members;
- (c) diploma members;
- (d) Initial Members;
- (e) members;
- (f) certificate members;
- (g) senior members;
- (h) life members;
- (i) nominated representatives of corporate members;
- (j) members in retirement; and
- (k) Master Brewers Association of the Americas (MBAA) reciprocal membership

5.3 Non-voting Members

The categories of Members who are not entitled to vote at a Meeting are:

- (a) honorary members; and
- (b) student members.

6. ADMISSION OF MEMBERS

6.1 Initial Members

The Initial Members of the Company are automatically deemed to be Members of the Company.

6.2 Admission

Membership of the Company will be obtainable after review by the Board of Management, followed by election by the Council into a particular category of membership and the Council or the Board of Management will have an absolute and unfettered discretion to determine whether an Applicant is eligible for membership in the category of membership for which he or she applies.

6.3 Multiple membership

Any application by a Member for admission to membership in a different category from that in which he or she is already a Member, will (without prejudice to existing membership) be treated as a new application. The categories of membership are as follows:

- (a) fellow members - distinguished Members with substantial experience and responsibility in the field of brewing, formation or associated activities and who have contributed significantly to the interests of the Institute, or industries through the Institute or by meritorious service to the industries over a number of years;
- (b) master brewer members - persons already admitted as master brewer members who have: (1) been engaged in practical brewing for a total period of not less than two years as diploma members; and (ii) subsequent thereto have passed the master brewer membership examination prescribed by the Council;
- (c) diploma members - persons who have passed or been exempted by the Council from the qualifying examination prescribed by the Council;
- (d) members - persons who by virtue of their interest in the scientific and technical aspects of brewing, fermentation, distillation and related industries are, in the opinion of the Council, able to further the objects of the Institute and are nominated, in a form prescribed by the Council, by one (1) Subscribing Member other than student or corporate members;
- (e) certificate members – persons who have passed the general certificate examination are admitted to this category for three years or until they have passed the Diploma examination, whichever is earliest;
- (f) senior members – persons who were senior members of the International Brewers' Guild on 31 December 2000;
- (g) life members - fellow members, master brewer members, diploma members or Members who have been members of the Institute for 40 consecutive years or have completed an aggregate successive membership of the old Institute and of the Institute of that duration;
- (h) corporate members - companies, firms, establishments and individuals carrying on business relevant to the fermentation industry;
- (i) members in retirement – persons who qualify as members of any category of the Institute who satisfy the Council that they are retired or not working for the time being, have been a member for not less than 20 years and have reached the age of 60;

- (j) MBAA reciprocal membership – persons who are current financial members of the MBAA are entitled for reciprocal membership of the IBD at an agreed discounted rate;
- (k) honorary members - persons, whether or not eligible to be fellow, diploma master brewer, associate or member, who, in the opinion of the Council, may be able to render or have rendered assistance and further in the objects of the Institute; and
- (l) student members - persons engaged in the full-time study of principles and practices of the fermentation industry who desire admission in the category with the object of qualifying for subsequent admission to the category of associate members and who are nominated, in a form prescribed by the Council, by one (1) Subscribing Member other than student or corporate members;

6.4 Master brewer

Membership to this category is granted automatically upon passing the appropriate examination.

6.5 Multiple membership voting

Any Member who has been granted membership to more than one category is only allowed to exercise applicable voting rights as if that Member belonged to any one category.

6.6 Eligibility for admission

The eligibility requirements for admission to membership of the Company are contained in the Bylaws.

6.7 Nomination and application

Every nomination or application for membership other than corporate membership, must:

- (a) be forwarded to the Company Secretary;
- (b) include an undertaking by the Applicant that if admitted to membership, the Applicant will at all times faithfully observe and comply with and abide by this Constitution and the Bylaws;
- (c) include such other information and documents as may be determined from time to time by the Board of Management; and
- (d) be in a form approved by the Council, Company Secretary or the Directors.

6.8 Approval of application

Every application for membership of the Company must be submitted to the Board of Management which will review the fitness of the qualifications of the Applicant and may approve or refuse such application without assigning any reason. On election by the Council to membership, the Company Secretary will cause the Applicant's name and such other particulars as may be required to be entered in the Register. On refusal of an application, the Applicant will not be eligible to apply for membership for a period of 12 months.

6.9 Further information

The Board of Management may, prior to considering any application for membership, require the Applicant to furnish such additional information relevant to the application as may in the opinion of the Board of Management be necessary and reasonable.

6.10 Refusal of application

If an application for membership of the Company is refused, the amount of the annual subscription paid by the Applicant (if any), must be refunded to the Applicant.

7. MEMBERS' RIGHTS, PRIVILEGES AND DUTIES**7.1 Obligations**

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.

7.2 Bound by Constitution

All Members admitted to membership (including each of the Initial Members) 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 of Management 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 of Management from time to time.

7.5 Non-transferable rights

The rights of membership in the Company are not transferable.

7.6 Rights

All:

- (a) voting Members have the right to either personally or by their proxy or attorney attend and vote at Meetings of the Company (voting Members only); and
- (b) Members have the right to exercise such other rights as are conferred upon them by the Constitution or by law.

8. FEES**8.1 Fees**

The Board of Management may from time to time resolve that the following fees will be payable (as provided by the Bylaws) by certain Members from time to time:-

- (a) joining fee;
- (b) annual fee; and
- (c) special levies.

8.2 Excluded Members

No annual fee will be required to be paid by honorary members or life members.

8.3 Annual Fee

Every Member must pay to the Company on admission and every subsequent year as and when required, the annual fees. The amount of the annual fee may vary for different categories of memberships.

8.4 Fee amount

The rates of annual fees in Great British Pounds [GBP] will be approved by the Board of Management based on the fees approved by Members of the Institute at the annual general meeting of the Institute and notified to the Institute and Members.

8.5 Reduced fees

A new Member must, unless otherwise ordered by the Board of Management, pay the full amount of the annual fee for that year, but new Members elected after 30 June in any year, will be admitted on payment of a reduced annual fee.

8.6 Annual Fees due

Unless otherwise provided in the Bylaws or this Constitution, annual fees will be due on the 1st day of January each year.

8.7 Reduced fee for some Members

In accordance with the Bylaws, Members of certain categories within each class of Members that have:

- (a) obtained and retained membership for not less than twenty years; and (i) have reached sixty years of age; (ii) and have retired from full-time employment,
- (b) or hold current MBAA reciprocal membership

may pay a reduced annual fee approved by the Council and the Board of Management.

9. CESSATION OF MEMBERSHIP**9.1 Resignation by notice**

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.

9.2 Outstanding monies

A Member who resigns in accordance with Rule 9.1 must pay to the Company all outstanding subscriptions or any instalments of subscriptions and all levies, fees and all other monies accruing at the date of the service of the notice referred to in Rule 9.1, that become payable up to and including the date upon which the resignation takes effect.

9.3 Non-payment of annual fees

Where payment of the annual fee (or where the annual fee is payable by instalments), any instalment or any levy, fee or other amount that is due and payable to the Company (or any part) remains unpaid after the expiration of three months from the due date of payment, the Company Secretary will, as soon as practicable after the expiration of that period, give notice to the Member in default requiring payment of the amount unpaid and if that amount (or any part thereof) will not be paid within three months of the date of that notice, the Member will cease to be eligible to

receive the benefit of or enjoy any of the rights and privileges of membership of the Company including (but without limitation) the Member will not be entitled to vote at any Meetings of the Company if classed as a voting Member.

9.4 Notice of default

If payment of the annual fee (or where the annual fee is payable by instalments), any instalment or any levy fee or other amount due to the Company (or any other part) remains unpaid after the expiration of the period of three months referred to in Rule 9.3, the Company Secretary will, as soon as practicable after the expiration of that period of three months, give notice to the Member in default:

- (a) of the amount or amounts outstanding;
- (b) of the date or dates on which that amount or amounts became due for payment;
- (c) calling upon the Member to show cause to a duly convened meeting of the Board of Management of which not less than 14 days notice in writing must be given, why their membership in the Company should not be cancelled; and
- (d) of the date, place and time of that meeting of the Board of Management.

9.5 Board of Management 's discretion

In accordance with the provisions of Bylaw 7, the Board of Management may at its discretion at the meeting referred to in Rule 9.4 (or at any adjournment of that meeting or at any other meeting called for the purpose) may recommend to the Council the suspension or expulsion of any Member on such terms and conditions as the Board of Management in its absolute discretion sees fit.

9.6 Expulsion or suspension

The Board of Management may (in addition to any other right it may exercise under this Constitution) resolve to recommend to the Council the suspension or expulsion of any Member (in this Rule called the "Cited Member") for:

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

9.7 Notice to Cited Member

Upon the occurrence of any of the events in Rule 9.6, the Company Secretary must give not less than 14 days written notice to the Cited Member of any intention that the Board of Management proposes to take action pursuant to this Rule. The notice must specify:

- (a) the alleged circumstances upon which the Board of Management seeks to rely;

- (b) the date, time and place at which the Board of Management will give consideration to the matter;
- (c) that the Cited Member will be given an adequate opportunity by the Board of Management to be heard;
- (d) that on the application of the Cited Member the Board of Management may (in its discretion) permit the Member to be legally represented; and
- (e) that the Board of Management 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 9.6 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.

9.8 No refund

Except under clause 6.8, no refund of the annual 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 of Management 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 of Management 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

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 of Management; and
- (b) include the election of Directors, Members 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 of Management 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 an annual general meeting and 14 days notice for a general meeting or any other 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 place, the day and the hour of the Meeting; and
- (b) 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 Notice accompanied by proxy

Every notice given to such persons as are entitled to receive such notices from the Company pursuant to the Rules of this Constitution must be accompanied by a form of proxy in a form substantially in accordance with this Constitution. The form of proxy must be blank as far as the person to be appointed as proxy is concerned.

12. BUSINESS OF ANNUAL GENERAL MEETING

12.1 Business

The business of the annual general meeting will be to:

- (a) receive a report from the Board of Management;
- (b) receive and pass the financial statement of the treasurer for the previous year;
- (c) elect an auditor for the ensuing year;

- (d) elect a chairman;
- (e) 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 25; and
- (f) to elect Institute representatives in accordance with Rule 45.

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.

13.4 No Quorum

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

- (a) where the Meeting was convened upon the requisition of the Board of Management, 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 chairman or such other person designated by this Constitution to be the chairman 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. CHAIRMAN AT MEETINGS

14.1 Chairman

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

14.2 Election

If the chairman 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 chairman, the voting Members present must elect one of their number to be chairman 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 chairman, 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 chairman 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.

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 chairman 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 every case of an equality of votes, other than under Rule 30 (Directors' Meetings), the chairman will have a second or casting vote.

18. POLLS

18.1 Demand for poll

A poll may be demanded at a Meeting by:

- (a) the chairman;
- (b) at least three voting Members present in person or by proxy or attorney; or
- (c) one or two Members present in person or by proxy or attorney and representing one-tenth of the total voting rights of all Members having the right to vote at the Meeting.

18.2 Election of chairman

No poll can be demanded on the election of a chairman 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 Chairman 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

Every instrument of proxy, whether for a specified Meeting or otherwise, must be in the following form or in any other form which the Directors may approve:

THE INSTITUTE OF BREWING & DISTILLING - ASIA PACIFIC COMPANY LIMITED

"I, _____ of

hereby appoint of

or failing him, the chairman of the Meeting as my proxy to vote for me and on my behalf at the Meeting (or annual general meeting as the case may be) of the Company to be held on [] day of [] 20 and at any adjournment thereof."

This form is to be used * in favour of/* against the resolution

Signed this _____ day of _____ 20

.....
Signature of Member

*(Strike out whichever is not desired or is inapplicable)

19.8 Form contents

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:

- (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 deposited with the Company:

- (a) not less than two clear business days before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll, not less than one clear business day before the time appointed for the taking of the poll.

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.

21.4 Copy of instrument

A copy of any of the instruments referred to in Rule 21.1 may be deposited at the Registered Office provided that the copy has been certified as being a true and correct copy by either a Justice of the Peace, solicitor or notary public.

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 chairman before the Meeting or the adjourned Meeting takes place or the poll is taken.

23. COMPANY DIRECTORS**23.1 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 of Management.

23.2 Required number

Unless and until the Company otherwise resolves, the number of Directors must not be less than four (4) or more than eight (8).

24. VACATION OF OFFICE OF DIRECTOR**24.1 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) resigns his office or membership upon giving 14 days notice in writing to the Company;

- (f) resigns his membership or has his membership cancelled for non-payment of the annual fee;
- (g) will without leave of absence by way of a resolution from a Directors' Meeting first obtained absent himself from three consecutive Meetings of the Board of Management other than by reason of sickness or accident; or
- (h) is removed from office pursuant to Rule 24.2.

24.2 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.

25. QUALIFICATION OF DIRECTORS AND ALTERNATE DIRECTORS

25.1 Qualification

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

26. TERM OF OFFICE OF DIRECTORS

26.1 Term of office

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

26.2 Determination of retirees

The Directors to retire pursuant to Rule 26.1 will be determined according to the length of time each Director has spent in office.

26.3 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.

26.4 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.

26.5 Elect new Directors

The Company at any Meeting at which at any Directors retire in the manner provided for in this Constitution may elect a like number of persons to fill in the vacancies left by the retiring Directors.

26.6 Casual vacancy

The Board of Management 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.

26.7 Nominations

Nominations for election to the office of Director must be accepted not later than seven business days before the date of a Meeting at which Directors will be elected or re-elected.

27. REMUNERATION OF DIRECTORS**27.1 Remuneration**

The Directors will be paid such remuneration as is from time to time determined by the Board of Management.

27.2 Expenses

The Directors will also be entitled to be paid all reasonable travelling, hotel and other expenses incurred by them in attending and returning from Directors' Meetings or otherwise in connection with the business of the Company or in the execution of their duties as Directors.

28. DIRECTORSHIPS IN OTHER COMPANIES**28.1 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 of Management 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.

29. ALTERNATE DIRECTORS**29.1 Appointment**

Any Director may appoint any person to act as an alternate director in his or her place ("Alternate Director"), (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 for any other reason the Director is unable to attend to his or her duties as follows:

- (a) with approval of a resolution of the Board of Management; or
- (b) with the approval of a majority of the other Directors.

29.2 Powers and responsibilities

The following provisions will apply to any such Alternate Director:

- (a) subject to this Constitution, the Alternate Director will be entitled to receive notice of Directors' Meetings and to attend and vote if the Director by whom he was appointed is not present;
- (b) where the Alternate Director is already a Director, he or she will have a separate vote on behalf of the Director being represented in addition to his or her own vote;

- (c) the Alternate Director will be entitled to exercise all the powers (except the power to appoint an Alternate Director) and to perform all the duties of a Director, insofar as the Director by whom he was appointed has not exercised or performed them;
- (d) the Alternate Director must ipso facto vacate office as Alternate Director if the Director by whom he was appointed is removed or otherwise ceases to hold office for any reason;
- (e) the Alternate Director will, while acting as an Alternate Director, be responsible to the Company for his or her own acts and defaults and will not be deemed to be the agent of the Director by whom he or she was appointed;
- (f) the Alternate Director will not be entitled to receive any remuneration from the Company as a Director except for special services which in the opinion of the Directors are outside the range of the ordinary duties of a Director;
- (g) the Alternate Director will not be taken into account in determining the number of Directors but will, if the Director by whom he or she was appointed is not present, be taken into account for the purpose of determining whether a quorum is present under Rule 30.2; and
- (h) the Alternate Director may be removed or suspended from office by written notice, letter, facsimile, email, telex or other form of visible communication sent to the Company by the Director by whom he or she was appointed.

29.3 Notice to Company

An instrument appointing an Alternate Director must be delivered to the Company by written notice, letter, facsimile, email or other form of visible communication including email and must be retained by the Company and must be substantially in the following form:

THE INSTITUTE OF BREWING & DISTILLING - ASIA PACIFIC COMPANY LIMITED

I, _____, a Director of THE INSTITUTE OF BREWING & DISTILLING - ASIA PACIFIC COMPANY LIMITED ("the Company") in pursuance of the power contained in the Constitution of the Company hereby nominate _____ of _____ to act as Alternate Director of the Company in my place and stead, and to exercise and discharge all my duties and to exercise all my authorities, prerogatives, privileges and powers as a Director of the Company during my absence (or my illness or my inability to act or attend as a Director, as the case may be).

Signed this _____ day of _____ 20____

Signature.....

Witness.....

30. DIRECTORS' MEETINGS

30.1 Forum

The Directors may meet together in person or by electronic device, provided that at all times the Directors must be able to hear and may be heard by all other Directors at the meeting, for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit.

30.2 Quorum

The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed must be three.

30.3 Meeting

- (a) The Company Secretary must upon the requisition of one Director or the Board of Management, convene a Directors' Meeting.
- (b) The Directors must meet at least 4 times per year with at least 1 Meeting requiring the physical presence of the Directors.
- (c) All other Directors' Meetings are to be held via tele-conferencing or other communication equipment which permit all persons participating to hear and/or hear and see each other at the same time. Participation by such means will constitute presence in person at such Meetings.
- (d) Directors are expected to attend a minimum of 3 Meeting 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 chairman 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 Papers

Papers may be presented for reading by the Directors, but subject to the by-laws of the Institute for the time being enforced relating to the Board of Management and the reading of papers.

30.7 Meeting records

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

30.8 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.

30.9 Equality of votes

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

30.10 Resolutions

A resolution in writing which is signed and dated by all the Directors for the time being in Australia (including any person appointed as Alternate Director), will be as valid and effectual as if it had been duly passed at a Directors' Meeting duly convened and constituted. Any such resolution may consist of several documents in like form each signed by one or more Directors.

30.11 Date of resolution

A resolution pursuant to Rule 30.10 will be deemed to have been passed on the day (according to the dates of signing) when the resolution will have been signed by all the Directors and any alternates (as the case may be) for the time being in Australia. If a signed copy of the resolution will be returned to the Company Secretary undated, the Company secretary must fill in the date on which it was received and the same will be deemed to have been signed on that day.

30.12 General

For the purposes of this Constitution:

- (a) a facsimile, email or other form of visible communication issued by a Director will be deemed to be signed and dated by such Director; and
- (b) a reference to all the Directors for the time being within Australia does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

30.13 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, but will delegate all of its authorities, powers and discretions to the Board of Management except for the following responsibilities:

- (a) administration of the business of the Company on a daily basis;
- (b) preparation and signing of the annual reports of the Company;
- (c) execution, on behalf of the Company, of agreements, deeds and other documents as required by the Constitution and Bylaws; and
- (d) communication with the chief executive and the Council on matters pertinent to the application of the Constitution and the Bylaws,
- (e) and any other authority, power or discretion that the Members resolve by an appropriate resolution should be exercised by the Directors.

31. CHAIRMAN OF DIRECTORS**31.1 Chairman**

The Directors may from time to time appoint a chairman of Directors or chairman and may entrust to and confer upon the chairman of Directors or chairman 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 chairman of Directors or chairman will be subject to such regulations and restrictions as the Board of Management may from time to time make and impose and the said powers may at any time be withdrawn, revoked or varied.

31.2 Substitute Chairman

The chairman of Directors will be entitled if present to take the chair at Directors' Meetings. If he is not present within ten minutes after the time appointed for the Directors' Meeting then the Directors must choose one of their number to be chairman of the meeting.

31.3 Removal

The chairman may be removed at any time by the Board of Management.

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 Meetings, Directors' Meetings and meetings of the Board of Management; and
- (c) all proceedings at all Meetings, Directors' Meetings and meetings of the Board of Management.

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

33.2 Evidence

The minutes of a meeting signed by the chairman 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 of Management 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 of Management 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 this Constitution or the Corporations Act and the adoption or variation thereof must be confirmed at an annual general meeting or special general meeting of Members.

34.3 Governing powers

The powers of the Directors and the Board of Management 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 Protection of interests

The Board of Management will, in exercising its powers, recognise and act to protect as far as possible the interests of a Member where those interests may clearly differ from those of other Members of the Company.

34.5 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 of Management may be exercised at any time and from time to time as they will think fit.

35. BORROWING POWERS

35.1 Borrowing powers

The Board of Management may without the necessity of obtaining any consent of the Members or otherwise raise or borrow for any purpose of or incidental to the attainment of the objects or to the exercise of the powers of the Company contained in its Constitution such sum or sums of money as they think fit.

35.2 Scope of powers

Without limiting the generality of Rule 35.1, the Board of Management, may raise or borrow any money in any manner whatsoever (including but without limitation by way of overdraft account, letters of credit or bill acceptance and discounting facility) and to secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as they may think fit either without security or secured by deposit or pledge of the securities or properties of the Company or by mortgages bills of exchange or promissory notes or other instruments or in any other manner and if considered advisable for such purposes the Board of Management may charge, assign and convey as security all or any of the Company's property and assets both present and future including its uncalled capital (if any) for the time being.

35.3 Mortgage and charge register

The Board of Management will cause a proper register to be kept in accordance with the Corporations Act of all mortgages and charges specifically affecting the property of the Company.

35.4 Directors

The Directors have, either personally or at a Directors' Meeting, no power to raise or borrow any money on behalf of the Company (subject to clause 35.1).

36. INTERESTED DIRECTORS**36.1 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").

37. DIRECTORS' INTERESTS**37.1 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.

38. MATERIAL PERSONAL INTERESTS**38.1 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 of Management which is considering a matter involving the Material Personal Interest of the Director.

38.2 Non-application of restrictions

The restrictions contained in Rule 38.1 will not apply:

- (a) if the Board of Management (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 38.1, a quorum is not present for consideration of the matter in which a Director has a Material Personal Interest the Board of Management may convene a Meeting of the Company to be held to determine the matter.

39. FINANCIAL BENEFITS

39.1 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 of Management and the Company (as the case may be) comply with the provisions set out in Chapter 2E of the Corporations Act.

40. ATTORNEYS FOR COMPANY

40.1 Appointment

The Board of Management 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 of Management, 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 of Management 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 of Management 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.

41. EXECUTION OF DOCUMENTATION

41.1 Seal

If the Company has a Seal, the Directors must provide for the safe custody of the Seal.

41.2 Authority

No document, writing or other material must be executed by the Company except pursuant to the authority of the Directors or the Board of Management authorised in that behalf.

41.3 Execution by Director

Without the limiting the manner in which the Company may execute any agreement, deed, share certificate (if any) or other document, the Company may execute any such document either with or without the use of the Seal. Every document which is executed must be signed (whether with or without the Seal) by at least one Director, a Director and Company secretary or a Director and another person specifically authorised by the Directors for that purpose.

41.4 Execution by interested Director

A Director may be appointed as a Director, in his presence any document or instrument may be executed by the Company notwithstanding that he is interested in the contract or arrangement to which the document or instrument relates.

42. COMPANY SECRETARY AND OTHER OFFICERS**42.1 Appointment**

The Board of Management 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 such remuneration as determined by the Board of Management.

42.2 Powers

Officers appointed under this Rule will be entitled to attend and speak at meetings of the Board of Management and Committees as appropriate.

43. TREASURER AND AUDIT**43.1 Treasurer**

The Board of Management may appoint a Company Treasurer (who may be the same person as the Company Secretary). The Board of Management may wish to invite the Treasurer to attend Board Meetings from time to time in an ex-officio capacity.

43.2 Audit

The Company Treasurer will directly and generally superintend the keeping of the accounts of the Company and must present at each annual general meeting, an audited statement of income and expenditure of the Company for the year ending on the preceding 30 June.

43.3 Financial year

The financial year of the Company will be from 1 July to 30 June in any one year.

44. SPECIAL GENERAL MEETING**44.1 Calling meeting**

The Board of Management may call a special general meeting at any time, and will call a special general meeting upon the written requisition of not less than 20 Members of the Company and payment to the Company Secretary by or on behalf of such Members of the sum of \$50 to be applied to the cost of calling and convening such meeting.

44.2 Meeting location

The requisition of a meeting under Rule 44.1 must be convened in the country where the office of the Company Secretary for the time being is situated within a reasonable time, not exceeding three months after the requisition is received by the Company Secretary.

44.3 Contents of requisition

A requisition for a special general meeting must state the business for which such meeting is to be called but the Board of Management will have the power to include other business in the notice

calling the meeting. If such other business is included, the sum of \$50 is required to be paid under Rule 44.1, will be refunded.

45. COMMITTEES

45.1 Committees

The Board of Management may elect Company Members to such other Committees as are deemed necessary for the better working of the Company from time to time.

45.2 Formation

The Board of Management may elect Members of a Company to the following Committees:

- (a) a Professional Development Committee for the purpose of assisting the Board of Management in all matters in the professional development opportunities of members through such activities such as the organisation of technical programs for conventions, and other technical meetings and in the publication and issue of proceedings of the Company conventions, symposia etc and other material as the Board of Management may from time to time direct. The Professional Development Committee may advise & assist with the appointment of an editor or editors or assistant or sub-editor and also in determining the period of the appointment and the remuneration (if any) to be paid;
- (b) a Strategic Planning Committee for the purpose of making recommendations in relation to all planning matters and to other matters referred to it by the Board of Management from time to time; or
- (c) an Area Representatives Committee for the purpose of representing the interests of the regional areas and promoting the Institute at a local level.

The initial members of the Area Representatives Committee will be those Company Members that previously made up the section committee. The subsequent membership of the Area Representatives Committee will be drawn from those Company Members from the regional areas who were also members of the section committee. The Board of Management will seek expressions of interest from Members to act as area representatives and appoint members from a list of interested Members.

The members of the Area Representative Committee must meet at least twice a year which can be either a physical meeting or a teleconference. Meetings are to be chaired by the Company Secretary or his/her deputy. The Company Secretary/deputy will liaise with and provide feedback to the Board of Management and report back to the Area Representatives Committee if required.

The Area Representatives Committee, with the input and approval of the Board of Management, will prepare an annual program of activities each year for the regional areas and invite people living in the regional areas to facilitate the program. Financial and other forms of direct support for the annual program of activities will be provided by the Board of Management and Company Members.

- (d) any other Committee that will assist the objects of the Company and the Institute.

45.3 Composition and terms

The composition and terms of reference of each Committee will be determined by the Board of Management. The Chairman of each committee will be determined by the respective committee.

45.4 Voting

The chairman of each Committee or an alternative nominee will be entitled to attend and speak at the meetings of the Board of Management but will not be eligible to vote.

46. INSTITUTE REPRESENTATIVES

46.1 Representatives

The following representatives will be nominated by the Board of Management and elected at each annual general meeting of the Company, to represent the Company on the Council of the Institute and its Committees.

46.2 Institute Council

Two representatives and an alternate will be elected by the Company and will be entitled to attend and vote in the absence of one or both nominees. All these must be life or subscribing members.

46.3 Council Committees

Representatives on other committees of the Council as required from time to time in accordance with the Bylaws for the efficient functioning of the Institute.

46.4 Term

Representatives on the above committees of the Institute must take up their duties immediately after the appropriate annual general meeting of the Institute and will carry them on normally until the following annual general meeting of the Institute.

46.5 Impracticality

In any case where the above election is considered at the Company annual general meeting to be impractical, any Member or Members of the Company will be nominated in writing by the chairman of the Board of Management to the chief executive of the Institute as representative or representatives on all or any of the above Institute committees for a specified period not exceeding two years.

46.6 Substituted representatives

Notwithstanding anything in the above provisions of the Rules, the chairman of the annual general meeting may, if he or she is satisfied that the representatives or alternates elected in Rule 46.1 cannot attend any meeting of the body specified in Rules 46.2 and 46.3, nominate by letter addressed to the chief executive of the Institute any qualified Members of the Institute, or, in the case of a meeting of the Council, any two qualified Members to attend any such meeting to represent the interests of the Company. Provided always that if any elected representatives or alternates attend such a meeting, he or she and any member nominated under this Rule who may also be present, will be entitled to vote.

47. COMPANY SECRETARY

47.1 Powers and responsibilities

The Company Secretary will:

- (a) act as secretary or cause an appropriate person to act as secretary for any meeting of the Board of Management and other committee meetings;
- (b) receive reports from and communicate to Members information on matters of common interest as provided;
- (c) as far as practicable keep fully informed and appraised of developments in the and in particular of other bodies whose objects and functions are comparable with the Company;
- (d) maintain personal contact with all Directors;
- (e) render such other services as may be proper under the direction of the Board of Management;
- (f) ensure that all cheques, negotiable instruments and money received by the Company will be paid as soon as practicable to the Company's account or accounts at the offices of such bankers as will from time to time be nominated by the Board of Management;
- (g) arrange for the preparation of corporate plans, reports and budgets as may be required by the Board of Management from time to time; and
- (h) ensure that appropriate accounts are maintained of all Company assets, property and income and of all disbursements by the Company.

48. PUBLIC OFFICER

48.1 Appointment

The Board of Management 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.

49. ACCOUNTS

49.1 Accounting records

The Directors must cause the Company to:

- (i) keep such accounting records as correctly record and explain the transactions (including any transactions as trustee) and financial position of the Company;
- (j) 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
- (k) 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.

49.2 Provision of records

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

- (l) 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
- (m) 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.

49.3 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.

49.4 Definition of contract

For the purposes of Rule 50.3 "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.

50. DIRECTORS' REPORT**50.1 Report**

The Directors of the Company will cause to be attached to every balance sheet a report made in accordance with a resolution of the Directors and signed by not less than two of the Directors with respect to the profit and loss of the Company for that financial year and the state of the Company's affairs as at the end of that financial year, stating the matters required by the Corporations Act.

51. DISTRIBUTION OF ACCOUNTS**51.1 Distribution**

A printed copy of such profit and loss account, balance sheet and report, together with such other material as is required to be sent by Section 314(1) of the Corporations Act, must be sent direct to every person entitled to receive notice of Meetings of the Company at least 14 days before the date of the Meeting at which they are to be considered.

52. INSPECTION OF BOOKS OF ACCOUNT**52.1 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.

52.2 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.

52.3 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 53.2 or by a resolution of the Company at a Meeting.

53. ACCOUNTS CONCLUSIVE**53.1 Determination**

Every account of the Company when audited and approved by a Meeting will be conclusive.

54. BILLS OF EXCHANGE**54.1 Negotiable Instruments**

All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.

55. AUDIT**55.1 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.

55.2 Retirement

The auditor elected under Rule 55.1 must retire at the next annual general meeting following his or her election, but will be eligible for re-election.

55.3 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.

55.4 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; or
- (f) 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.

56. NOTICES

56.1 Service

Any notice to be given by the Company under or in reference to this Constitution may be served on the Person to be notified either personally, by facsimile, by email or by sending it through the post in a prepaid letter envelope or wrapper to the Person to be notified at his address in the Register.

56.2 Signature

The signature to any notice to be given by the Company may be written, typewritten or printed.

56.3 Date of service

Any notice sent by post will be deemed to have been served on the day following that on which the letter envelope or wrapper containing the same was posted.

56.4 Evidence of service

In proving service of a notice by post it will be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed stamped and posted. A certificate in writing signed by any Director, secretary or other officer of the Company that the letter envelope or wrapper containing the notice was so addressed and posted will in the absence of evidence to the contrary be conclusive evidence thereof.

56.5 Form of notice

Any notices to be given under or in reference to this Constitution by the Company to any Person or vice versa may be given by facsimile, email or any other form of visible communication and will be deemed to have been duly given when dispatched provided that:

- (a) in the case of a facsimile transmission, at the completion of the transmission the machine operated by the sender signifies that the transmission has been received;
- (b) in the case of email, where the notice has entered the intended recipient's email server; and
- (c) in the case of any other form of visible communication, where the intended recipient of the notice has signed receipt of such notice.

56.6 Calculation of length of notice given

Where a given number of days notice, or notice extending over any period is required to be given, the day on which the notice is deemed to be served will be excluded but the day for which the notice is given will be included in calculating the number of days or other period.

56.7 Recipients

Subject to Rule 56.1, notice of every Meeting or, if required, any adjournments must be given in any manner authorised to:

- (a) every Member; and

- (b) the auditor for the time being of the Company.

57. INDEMNITY AND LIABILITY OF DIRECTORS AND OTHER OFFICERS

57.1 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.

57.2 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 of Management.

57.3 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.

57.4 Definition of Officer

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

58. WINDING UP

58.1 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.

58.2 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 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.

59. DISPUTE RESOLUTION

If any Members are in dispute with respect to a matter not related to the Company, those Members (or any of them) may request the President to appoint a person ("the Mediator") for the purposes of resolving the dispute. The Mediator will act as an expert and not as an arbitrator and the written determination of the Mediator will be conclusive and binding upon the members in dispute. The fees and expenses of the Mediator must be borne and paid for by the Members in dispute in equal shares, notwithstanding the result of any such determination.

60. AUTHORISATION

The Company may do all things which under the Corporations Act a company may do if so authorised by its Constitution. We, the undermentioned several persons whose names are subscribed being subscribers to the Constitution agree to and subscribe the foregoing Constitution.

Constitution
of
The Institute of Brewing & Distilling - Asia Pacific
Company Limited
(A Company Limited by Guarantee)

Date:



Level 14, 120 Edward Street, Brisbane QLD 4000
GPO Box 67 Brisbane QLD 4001
Tel 07 3100 5000 Fax 07 3100 5001

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