



Investor Group on
Climate Change

Constitution

—
Investor Group on Climate Change
Limited
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Document Version

Version 1.0	Approved 09.12.2020

Constitution

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Preliminary	5
1. Defined terms	5
2. Interpretation	7
3. Application of the Corporations Act and Replaceable rules	7
4. Objects	7
Income and property of IGCC	8
5. Income and property of IGCC	8
6. Receipts	9
Membership	9
7. Categories	9
8. Admission	9
9. Ceasing to be a Member	10
10. Representatives of Members	11
11. Powers of attorney	11
General Meetings	11
12. Calling General Meetings	11
13. General Meetings in accordance with the ACNC Standards	12
14. Notice of General Meetings	12
Proceedings at General Meetings	13
15. Member	13
16. Quorum	13
17. Chairperson at General Meetings	13
18. Adjournment	14
19. Decision on questions	14
20. Taking a poll	14
21. Casting vote of Chairperson	15
Votes of Members at the General Meetings	15
22. Entitlement to vote	15
23. Objections	15
24. Votes by proxy	15
25. Document appointing proxy	15
26. Lodgement of proxy	16
27. Validity	16
Written resolutions in lieu of General Meetings	17
28. Written resolutions	17
Appointment and removal of Board	17
29. Number of Board	17
30. Initial Directors	17
31. Qualification	17

32.	Appointment, removal and retirement of Directors	18
33.	Retirement of initial Directors	18
34.	Suspension of Board	19
35.	Additional and casual Directors	19
36.	Period of office	19
37.	Vacation of office	19
	Powers and duties of Board	20
38.	Powers and duties of Board	20
39.	Delegation	20
	Proceedings of Board	20
40.	Board meetings	20
41.	Decision on questions	21
42.	Alternate Directors	21
43.	Remaining Directors	22
44.	Chairperson and Deputy Chairperson of Board	22
45.	Secretary	22
46.	Treasurer	22
47.	Written resolutions	22
48.	Validity of acts of Board	23
49.	Minutes and Registers	23
	Payments to Director and Director interests	23
50.	Payments to Directors	23
51.	Director interests	24
52.	Conflicts of interest	24
	Management Director	25
53.	Appointment to management positions	25
54.	Powers of Management Director	25
	Local management	25
55.	Local management	25
56.	Appointment of attorneys and agents	25
	Inspection of records	26
57.	Inspection of records	26
	Notices	26
58.	Service of notices	26
59.	Persons entitled to notice	27
	Seals	27
60.	Common Seal	27
61.	Duplicate Seal	27
	Audit and accounts	28
62.	Audit and accounts	28
	Winding up and revocation of endorsement	28
63.	Winding up	28

64. Indemnity	29
65. Insurance	29
Internal disputes	29
66. Resolution of internal disputes	29
Complaints	30
67. Complaints	30
Amendment	30
68. Amendment of this Constitution	30
Execution of documents	30
69. Execution of documents	30
Applicable Not-for-Profit Laws	30
70. Applicable Not-for-Profit Laws	30

Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not for profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or a national education body or otherwise for the not for profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not for profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the IGCC.

AIGCC means the Asia Investor Group on Climate Change governed by the AIGCC Board Committee.

AIGCC Board Committee means the advisory committee constituted in accordance with this Constitution to address investor implications with respect to the Objects in the Asia region. The AIGCC Board Committee is not a decision making body and the Board retains oversight and decision making powers with respect to all matters delegated to the AIGCC Board Committee.

AIGCC Associate Members means the category of Members of the IGCC detailed in the IGCC Membership Policy.

AIGCC Board Committee Terms of Reference and Charter means the terms of reference and charter governing the AIGCC Board Committee which is adopted by the Board and may be amended by the Board from time to time in consultation with the AIGCC Board Committee.

AIGCC Full Members means the category of Members of the IGCC detailed in the IGCC Membership Policy.

AIGCC Funding Partner means the category of Members of the IGCC detailed in the IGCC Membership Policy.

AIGCC Supporter means the category of Members of the IGCC detailed in the IGCC Membership Policy.

Alternate Director means a person appointed as an alternate director under clause 42.

Applicable Not for Profit Law means any law relating to the regulation of charities or not for profit entities applicable to the IGCC, including the *ACNC Act*, *the Charities Act*, each *Charitable Fundraising Act*, the *Tax Act*, section 150 of the *Corporations Act* and any Rulings or requirements of any commissioner or body under any such law, having application to the IGCC.

Asset Manager means any fund manager, property fund manager and other financial services provider holding an Australian Financial Services License.

Asset Owner means any superannuation fund, provided that it is an institutional investor, or insurance company operating in Australia and New Zealand.

Associate Members means the category of Members of the IGCC detailed in the IGCC Membership Policy.

Auditor means the IGCC's auditor.

Board means all or some of the Directors acting as a board.

Board Charter and Code of Conduct means the charter and code of conduct governing the Board as amended from time to time by the Board.

Chairperson means a Director elected by the Board in accordance with clause 31.5 to perform any of the duties of a chairperson of the IGCC.

Charitable Fundraising Act means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the IGCC, which may include, relevantly, *Charitable Fundraising Act 1991* (NSW).

Charities Act means the *Charities Act 2013* (Cth).

Constitution means the constitution of the IGCC as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the IGCC.

Deputy Chairperson means a Director elected by the Board in accordance with clause 31.5 to perform any of the duties of a deputy chairperson of the IGCC.

Director includes any person occupying the position of director of the IGCC being the Officers and Ordinary Directors and, where appropriate, includes an Alternate Director.

Full Members means the category of Members of the IGCC detailed in the IGCC Membership Policy.

Funding Partners means the category of Members of the IGCC detailed in the IGCC Membership Policy.

General Meeting is a meeting of Members who are entitled to attend whereby only those Members entitled to vote may vote and includes an extraordinary general meeting.

IGCC means Investor Group on Climate Change Limited.

IGCC Membership Policy means the IGCC membership policy which is adopted by the Board and which may be amended by the Board from time to time. The policy details, amongst other things, the up to date Member categories and includes the fees, rights and privileges of each Member category, Member rules and a code of conduct.

Imported Provisions means the following provisions of the Corporations Act:

- (a) section 139 (*IGCC must send copy of Constitution to Member*);
- (b) sections 191 to 194 (*disclosure of, and voting on matters involving, material personal interests*);
- (c) Divisions 1 to 7 of Part 2G.2 (*meetings of members of companies*); and
- (d) Part 2G.3 (*minutes and members' access to minutes*).

Management Director has the meaning given by clause 53.2 (being a Director appointed to any management position or office in the IGCC other than auditor).

Member means a member under clause 7 (and in clauses 16, 17, 19 and 22, Member includes a Member present in person or by proxy, attorney or Representative).

Mission means the mission of the IGCC as amended and approved by the Board from time to time and currently detailed in the [IGCC in 2022: Investing for a Climate Resilient Net Zero Emissions Economy](#).

Officers means the four officers of the IGCC as detailed in clause 31.4(a).

Ordinary Directors means the directors of the Board excluding the Officers as detailed in clause 31.4(b).

Register means the register of Members of the IGCC.

Registered Entity means a body corporate registered under the *ACNC Act*.

Representative means a person appointed by a Member to act as its representative under clause 10.

Seal means the IGCC's common seal (if any).

Secretary means either a Director elected, or any person appointed, by the Board in accordance with clause 31.5 to perform any of the duties of a secretary of the IGCC.

Supporters means the category of Members of the IGCC detailed in the IGCC Membership Policy.

Tax Act means the *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to the IGCC.

Treasurer means either a Director elected, or any person appointed, by the Board in accordance with clause 31.5 to perform any of the duties of a treasurer of the IGCC.

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

- 2.1 In this Constitution, except where the context otherwise requires:
- (a) the singular includes the plural and vice versa, and a gender includes other genders;
 - (b) another grammatical form of a defined word or expression has a corresponding meaning;
 - (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
 - (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (e) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 - (f) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency;
 - (g) the meaning of general words is not limited by specific examples introduced by including, **for example** or similar expressions; and
 - (h) a reference to **applicable law** includes the applicable law and any applicable authorisation or licence granted thereunder.
- 2.2 Headings are for ease of reference only and do not affect interpretation.

3. Application of the Corporations Act and Replaceable rules

- 3.1 If, while the IGCC is a Registered Entity, the Corporations Act operates such that an Imported Provision does not apply to the IGCC because the IGCC is a Registered Entity:
- (a) a clause in the same terms as the Imported Provision, along with any relevant definitions in the Corporations Act, is deemed to be included in this Constitution and to apply to the IGCC to the extent the Imported Provision would have applied to the IGCC were the IGCC not a Registered Entity (**Equivalent Clause**); and
 - (b) a reference in this Constitution to an Imported Provision is deemed to be a reference to the Equivalent Clause.
- 3.2 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the IGCC.

4. Objects

- 4.1 The objects for which the IGCC is established are to provide a reference organisation to:
- (a) represent the interest of the public and the investment industry in climate change,;
 - (b) engage the investment industry and the public in addressing the impacts of climate change when analysing and pricing investments;
 - (c) promote awareness and provide information on the potential impacts, both positive and negative, resulting from climate change to the investment industry, corporate, government and community sectors (and their associated industry organisations) and the general public;

- (d) encourage members of the investment industry to join the IGCC to support IGCC activities and the Mission;
- (e) research and evaluate approaches relating to the potential impacts on investments resulting from climate change and disseminate that research widely to educate the investment community and the general public;
- (f) influence and stimulate the investment industry and corporate sector to incorporate climate change strategies, and implementation procedures into their business planning and ongoing operations;
- (g) encourage dialogue within the investment industry, corporate, government and community sectors (and their respective industry associations) and the public, to the challenges climate change poses to the Australian and New Zealand economies, key markets in Asia, and ultimately the fund members' capital,

(Objects),

and for the avoidance of doubt and for the purpose of section 150(1)(a) of the Corporations Act, it is confirmed that this Constitution requires the IGCC to pursue charitable purposes only and to apply its income in promoting those purposes.

- 4.2 In order to achieve its objects, the IGCC may conduct various planned activities, including:
- (a) hold forums within the investment industry to promote awareness and facilitate discussion about the relevance of climate change for analysing and pricing investments;
 - (b) encourage members of the investment industry to join the IGCC;
 - (c) support initiatives to determine what companies are doing regarding the management of climate change related issues;
 - (d) disseminate information on research into the impacts of climate change to member organisations, the investment industry, the corporate sector, and the public generally;
 - (e) commission research as needed to support the Mission and Objects of the IGCC;
 - (f) liaise and advise member organisations on emerging climate change trends;
 - (g) provide a forum for member organisations to comment on climate change issues to institutional investors
 - (h) undertake speaking engagements to help promote the objects of the IGCC and disseminate research findings to a wide audience;
 - (i) conduct events or information sessions to help promote the objectives of the IGCC; and
 - (j) act as a point of contact for similar investor groups in the EU, Asia-Pacific and USA.
- 4.3 The IGCC may only exercise the powers in section 124(1) of the Corporations Act to:
- (a) carry out the objects in this clause; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 4.3(a).

Income and property of IGCC

5. Income and property of IGCC

- 5.1 The income and property of the IGCC will only be applied towards the promotion of the Objects of the IGCC set out in clause 4, and the IGCC will not be carried on for the profit or gain of the Members, neither while it is operating nor on a winding up.
- 5.2 No income, profits or assets (whether in money, property or other benefits) will be paid, distributed or transferred directly or indirectly to any Member of the IGCC except, subject to clause 50, for payments to a Member as genuine compensation for services provided to, or reasonable

expenses incurred on behalf of, the IGCC, or such other payments, distributions or transfers as may be permitted by the Applicable Not-for-Profit Laws.

6. Receipts

- 6.1 The IGCC may seek gifts, contributions or donations of money or property from the public.
- 6.2 If the IGCC accepts a gift, contribution or donation of money or property, the IGCC must comply with all applicable laws in relation to any such gift, contribution or donation, including without limitation the Applicable Not-for-Profit Laws.

Membership

7. Categories

- 7.1 Membership is held by a company or organisation and not by an individual.
- 7.2 The IGCC Membership Policy details the Member categories. The Member categories may be amended in accordance with this Constitution.
- 7.3 At the time of transition to a company limited by guarantee, the IGCC Membership Policy details eight Member categories for the IGCC, being:
 - (a) Full Members, Associate Members, Funding Partners, and Supporters; and
 - (b) AIGCC Full Members, AIGCC Associate Members, AIGCC Funding Partners, and AIGCC Supporters,which is subject to change in the IGCC Membership Policy in accordance with this Constitution.

8. Admission

- 8.1 The number of Members with which the IGCC proposes to be registered is unlimited.
- 8.2 Subject to this Constitution and applicable law (including the Corporations Act), the Board may from time to time determine, vary and replace:
 - (a) the categories of membership of the IGCC (including the rights attaching, or not attaching, to a particular category of membership) provided that such a determination, variation or replacement will have no effect unless and until it is approved by a resolution of the IGCC passed in a General Meeting;
 - (b) the qualifications for admission, and continued membership, in a particular category of membership; and
 - (c) the membership fees applicable to each membership category of the IGCC.
- 8.3 The Members of the IGCC are:
 - (a) those Members who consented to be a Member in the application for registration of the IGCC; and
 - (b) any other companies or organisations who are admitted to membership in accordance with this Constitution,and whose membership has not ceased pursuant to clause 9.

- 8.4 Applications for membership of the IGCC:
- (a) may be made by any company or any organisation who or which is interested in pursuing and supporting the Objects of the IGCC;
 - (b) must be in writing, signed by a representative of the applicant with the requisite authority and provided to the Secretary in a form approved by, and containing the information required by, the Board in their absolute discretion, and paying any required membership fees; and
 - (c) must nominate a Representative
- 8.5 The Board will consider the application for membership at the next Board meeting after the application is duly received. In considering an application for membership the Board may:
- (a) by resolution accept or reject the application; or
 - (b) ask the applicant to give more evidence of eligibility or suitability for membership.
- 8.6 If the Board ask for more evidence under clause 8.5 their determination of the application for membership is deferred until the evidence is given.
- 8.7 The Board do not have to give any reason for rejecting an application for membership under clause 8.5.
- 8.8 As soon as practicable following acceptance of an application for membership by the Board the Secretary will:
- (a) subject to receipt from the applicant of any required membership fees under clause 8.4(b) enter, or cause to be entered, the applicant's name in the Register (whereupon the applicant becomes a Member); and
 - (b) send, or cause to be sent to, the applicant written notice of the acceptance.
- 8.9 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

9. Ceasing to be a Member

- 9.1 A Member's membership of the IGCC will cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a majority of the Board present and voting at a meeting of Board by resolution terminate the membership of a Member and:
 - (i) whose conduct, position or circumstances in the opinion of the Board renders it undesirable that that Member continue to be a Member of the IGCC; and
 - (ii) only after the Member has been given at least 21 days' notice of the proposed resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed; or
 - (c) where the Member fails to pay any required membership fees by the applicable due date for payment and such fees remain unpaid for more than 90 days after notification by the IGCC to the Member of a failure to pay the required membership fees.
- 9.2 Where a Member's membership of the IGCC ceases in accordance with clause 9.1, the Member is not entitled to any refund, pro rata or otherwise and the IGCC will not refund any membership fees that have already been paid.

10. Representatives of Members

- 10.1 A Member (not being a natural person) may by written notice to the Secretary:
- (a) appoint an individual to act as its Representative in all matters connected with the IGCC as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 10.2 Any appointment of a Representative will cease on notification to the Secretary that the appointed person has ceased to be affiliated with the Member and the Member must promptly notify the Secretary as soon as such affiliation ceases.
- 10.3 A Representative is entitled to:
- (a) exercise at the relevant General Meeting all the powers which the Member could exercise if it were a natural person; and
 - (b) be counted towards a quorum on the basis that the Member is considered to be personally present at the General Meeting.
- 10.4 A Member's appointment of a Representative:
- (a) may be a standing one; and
 - (b) must set out what the Representative is appointed to do, and may set out restrictions on the Representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- 10.5 A Member may appoint more than one Representative, but only one Representative may exercise the Member's powers at any one time.
- 10.6 The original form of appointment of a Representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a Representative is prima facie evidence of a Representative having been appointed.
- 10.7 The Chairperson of a General Meeting may permit a person claiming to be a Representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

11. Powers of attorney

- 11.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the IGCC or the Member's membership in the IGCC, that Member must deliver the instrument appointing the attorney to the IGCC for notation.
- 11.2 If the IGCC asks the Member to file with it a certified copy of the instrument for the IGCC to retain, the Member will promptly comply with that request.
- 11.3 The IGCC may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

General Meetings

12. Calling General Meetings

- 12.1 Any Director may, at any time, call a General Meeting.

- 12.2 A Member may:
- (a) only request the Board to call a General Meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a General Meeting except under section 249E or 249F of the Corporations Act.

12.3 The Board must call an annual General Meeting to be held each calendar year to the extent required by, and in accordance with, the Corporations Act or while the IGCC is a Registered Entity, the ACNC Act.

13. General Meetings in accordance with the ACNC Standards

13.1 While the IGCC is a Registered Entity, the Board may choose to call a General Meeting at least once annually in order to facilitate accountability to members and satisfy *ACNC Governance Standard 2*.

13.2 Notwithstanding anything in clause 14.2(a), the attendees need not all be physically present in the same place for a General Meeting to be held in accordance with this clause 13. A General Meeting held in accordance with this clause 13 may be held by all attendees communicating with each other by any technological means by which they are able to simultaneously hear each other and participate in discussion.

13.3 A Director, Member or any other attendee who attends a meeting held in accordance with this clause 13 is taken to be present and is entitled to vote at the meeting (to the extent they are entitled to vote in accordance with this Constitution).

13.4 Notwithstanding anything in clauses 19.2 and 22.1, the means by which voting will occur will be determined by the Board prior to the meeting, ensuring that all attendees of a meeting held in accordance with this clause 13 have a mechanism for adequate participation.

14. Notice of General Meetings

14.1 Subject to the provisions of the Corporations Act allowing General Meetings to be held with shorter notice, at least 21 days' written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members eligible to vote at any General Meeting.

14.2 Subject to clause 13.2, a notice calling a General Meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
- (b) must state the general nature of the business to be transacted at the meeting;
- (c) must specify a place and telephone number and may specify an electronic address or other electronic means for the purposes of proxy appointment or proxy appointment authorities or any other electronic details for the purpose of a virtual only meeting in accordance with clause 13;
- (d) if a special resolution is to be proposed at the meeting, must specify an intention to propose the special resolution and state the resolution; and
- (e) must comply with the Corporations Act.

14.3 A notice of an annual General Meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Board's report and the Auditor's report;

- (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 14.4 The Board may postpone or cancel any General Meeting whenever they think fit (other than a meeting called as the result of a request under clause 12.2).
- 14.5 The Board must give notice of the postponement or cancellation of a General Meeting to all persons referred to in clause 59.1 entitled to receive notices from the IGCC.
- 14.6 The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

Proceedings at General Meetings

15. Member

In clauses 16, 17, 19 and 22, Member includes a Member present in person or by proxy, attorney or Representative.

16. Quorum

- 16.1 No business may be transacted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.
- 16.2 A quorum of Members is a majority of Members entitled to vote at such meeting unless the IGCC has only one Member entitled to vote, in which case a quorum is that Member.
- 16.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
- (a) if the General Meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board; and
 - (ii) if at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the General Meeting, the General Meeting is automatically dissolved.

17. Chairperson at General Meetings

- 17.1 The Chairperson, or in the Chairperson's absence the Deputy Chairperson, of Board meetings will be the chairperson at every General Meeting.
- 17.2 The Board present may elect a chairperson of a General Meeting if:
- (a) neither the Chairperson or the Deputy Chairperson is present within 15 minutes after the time appointed for holding the General Meeting; or
 - (b) the Chairperson and Deputy Chairperson are unwilling to act as chairperson of the General Meeting.

- 17.3 If no election is made under clause 17.2, then:
- (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 17.4 If there is a dispute at a General Meeting about a question of procedure, the Chairperson may determine the question.
- 17.5 The Chairperson of an annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the IGCC.

18. Adjournment

- 18.1 The Chairperson of a General Meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the General Meeting with the meeting's consent; and
 - (b) must adjourn the General Meeting if the meeting directs him or her to do so.
- 18.2 An adjourned General Meeting may take place at a different venue to the initial General Meeting.
- 18.3 The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- 18.4 Notice of an adjourned General Meeting must only be given in accordance with clause 14.1 if a General Meeting has been adjourned for more than 21 days.

19. Decision on questions

- 19.1 Subject to the Corporations Act and this Constitution (including clauses 68 and 69) in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 19.2 Subject to clause 13.4, a resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 19.3 Unless a poll is demanded:
- (a) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 19.4 The demand for a poll may be withdrawn.
- 19.5 A decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so.

20. Taking a poll

- 20.1 A poll will be taken when and in the manner that the Chairperson directs.
- 20.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 20.3 The Chairperson may determine any dispute about the admission or rejection of a vote.
- 20.4 The Chairperson's determination, if made in good faith, will be final and conclusive.

- 20.5 A poll demanded on the election of the Chairperson or the adjournment of a General Meeting must be taken immediately.
- 20.6 After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.

21. Casting vote of Chairperson

The Chairperson does not have a casting vote in addition to the Chairperson's votes as a Member, proxy, attorney or Representative.

Votes of Members at the General Meetings

22. Entitlement to vote

- 22.1 A Member entitled to vote has one vote (on a poll or show of hands).

23. Objections

- 23.1 An objection to the qualification of a voter may only be raised at the General Meeting or adjourned General Meeting at which the voter tendered its vote.
- 23.2 An objection must be referred to the Chairperson of the General Meeting, whose decision made in good faith is final.
- 23.3 A vote which the Chairperson does not disallow because of an objection is valid for all purposes.

24. Votes by proxy

- 24.1 If a Member entitled to vote appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may, subject to the Corporations Act, vote on a show of hands.
- 24.2 A proxy must be a Member entitled to vote.
- 24.3 A proxy may demand or join in demanding a poll.
- 24.4 A proxy or attorney may vote on a poll.
- 24.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:
- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has two or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
 - (c) if the proxy is the Chairperson - the proxy must vote on a poll, and must vote that way; and
 - (d) if the proxy is not the Chairperson - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

25. Document appointing proxy

- 25.1 An appointment of a proxy is valid if it is signed, or authenticated in accordance with the Corporations Act, by the Member making the appointment and contains the information required

by subsection 250A(1) of the Corporations Act. The Board may determine that an appointment of a proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.

- 25.2 The IGCC may send a proxy appointment form to Members in a form which has been approved by the Board.
- 25.3 A proxy's appointment is valid at an adjourned General Meeting.
- 25.4 A proxy or attorney may be appointed for all General Meetings or for any number of General Meetings or for a particular purpose.
- 25.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the Chairperson, to vacate the chair or to adjourn the General Meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the General Meeting whether or not the motion is referred to in the appointment.
- 25.6 If a proxy appointment is signed or authenticated by the Member but does not name the proxy or proxies in whose favour it is given, the Chairperson may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Board or the Secretary.

26. Lodgement of proxy

- 26.1 Subject to clause 25.3, the appointment of a proxy or attorney must be received by the IGCC, at least 24 hours (unless reduced in the notice of meeting to which the appointment relates) before the General Meeting (or the resumption of an adjourned General Meeting) at which the appointee is to attend and vote.
- 26.2 If the appointment purports to be executed under a power of attorney or other authority, the original document or a certified copy of it must be received by the IGCC at least 24 hours (unless reduced in the notice of meeting to which the appointment relates) before the General Meeting (or the resumption of an adjourned General Meeting).
- 26.3 The IGCC receives an appointment of a proxy or attorney or other authority under which it was signed when they are:
- (a) received at:
 - (i) the IGCC's registered office;
 - or
 - (ii) a place or electronic address specified for that purpose in the notice of General Meeting; or
 - (b) if the notice of General Meeting specifies other electronic means by which a Member may give an appointment, received by the IGCC in accordance with the Corporations Act.

27. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;

- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the IGCC before the relevant General Meeting or adjourned General Meeting.

Written resolutions in lieu of General Meetings

28. Written resolutions

- 28.1 The IGCC may pass a resolution without a General Meeting being held if all the Members' Representatives who would be entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Member's Representative signs.
- 28.2 For the purposes of clause 28.1, separate copies of a document may be used for signing by Members if the wording is identical in each copy.
- 28.3 If the IGCC has one Member entitled to vote at such meeting, the IGCC may pass a resolution by the Member recording it and signing the record.
- 28.4 Any document referred to in this clause may be in the form of an electronic transmission or notification.
- 28.5 Any written resolution passed in accordance with this clause satisfies any requirement in the Constitution or in the Corporations Act (to the extent permitted by the Corporations Act) that the resolution be passed at a General Meeting (or be a special resolution).

Appointment and removal of Board

29. Number of Board

There will not be less than nine and no more than sixteen Directors on the Board unless the IGCC by resolution passed in General Meetings (by Members entitled to vote under clause 22) changes the maximum number.

30. Initial Directors

The initial Directors of the IGCC are the persons who have consented to act as Directors and are set out in the IGCC's application for registration as a Company. Those persons hold office subject to this Constitution.

31. Qualification

- 31.1 A Director must be a Representative of a Member of the IGCC.
- 31.2 A Member must only have one Representative at any one time appointed as a Director to the Board.
- 31.3 For the avoidance of doubt, nothing in this Constitution prohibits a Representative of a Member from being nominated and appointed to the Board or a committee that is a different person to the Representative appointed by the Member for the purposes of exercising the Member's powers under clause 10.5.
- 31.4 The Board will be comprised of Directors as follows:

- (a) four Officers (being the Chairperson, Deputy Chairperson, Treasurer and Secretary) comprised of Representatives of Full Members only, of which at least one must be an Asset Owner and one must be an Asset Manager;
- (b) a minimum of four and a maximum of ten Ordinary Directors comprised of Representatives of:
 - (i) a minimum of three and a maximum of six Full Members, of which at least one must be an Asset Owner and one must be an Asset Manager;
 - (ii) a minimum of one and a maximum of two Associate Members; and
 - (iii) a minimum of zero and a maximum of two Funding Partners; and
- (c) a minimum of one and a maximum of two AIGCC Full Members, being the Chairperson and Deputy Chairperson of the AIGCC Board Committee who will be ex-officio members of the Board and who will be invited to attend the General Meetings by the Board in their capacity as Directors,

(together, the **Directors**).

- 31.5 The Board will elect Directors to each of the Officer positions under clause 31.4(a) and may determine the period for which each Officer position will hold that office provided that such period is consistent with the Board Charter and Code of Conduct.

32. Appointment, removal and retirement of Directors

- 32.1 Subject to clause 29, the IGCC may by resolution passed in General Meetings by Members entitled to vote at such meeting:
- (a) appoint or re-appoint a person as a Director;
 - (b) increase or reduce the number of Directors;
 - (c) remove any Director; and
 - (d) appoint another person in the Director's place.
- 32.2 Subject to clause 33, all Directors, must retire from office at the conclusion of the third annual General Meeting after the Director was last elected or appointed.
- 32.3 Subject to clause 32.4, a retiring Director is eligible for re-election or re-appointment by a resolution passed at the annual General Meeting, which re-appointment will take effect from the conclusion of that meeting.
- 32.4 Subject to clauses 32.5 and 32.6, any person who has been a Director for any nine consecutive years is not eligible for re-election or re-appointment.
- 32.5 The Directors may, by a two-thirds majority, resolve that a person is eligible to be a Director if that person would otherwise not be eligible solely by operation of clause 32.4.
- 32.6 Any person who has not been a Director for a period of three continuous years is eligible to be a Director for a further nine consecutive years if that person would otherwise not be eligible solely by operation of clause 32.4.

33. Retirement of initial Directors

One third (rounded up) of the initial Directors (those referred to in clause 30), being the:

- (a) longest serving initial Directors as at the date of transition to a company limited by guarantee, will retire from office at the conclusion of the first annual General Meeting after the IGCC became a company limited by guarantee and will be eligible for re-election or re-appointment in accordance with clause 32.3;
- (b) second longest serving initial Directors as at the date of transition to a company limited by guarantee, will retire from office at the conclusion of the second annual General Meeting

after the IGCC became a company limited by guarantee and will be eligible for re-election or re-appointment in accordance with clause 32.3; and

- (c) initial Directors who have served the least years as at the date of transition to a company limited by guarantee, will retire from office at the conclusion of the third annual General Meeting after the IGCC became a company limited by guarantee and will be eligible for re-election or re-appointment in accordance with clause 32.3.

34. Suspension of Board

34.1 If the conduct, position or circumstances of any Director is such that continuance in office appears to the majority of the Board to be prejudicial to the interests of the IGCC, a majority of Board at a meeting of the Board specifically called for that purpose may suspend that Director.

34.2 Within 14 days of any suspension under clause 34.1, the Board must call a General Meeting, at which the Members entitled to vote may either confirm the suspension and remove the Director from office in accordance with clause 32.1(c) or annul the suspension and reinstate the Director.

35. Additional and casual Directors

Subject to clause 29 the Board may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Board.

36. Period of office

Subject to clause 32, a Director will continue to hold office until his or her office is vacated under clause 37 or the Director is removed in accordance with clause 34.

37. Vacation of office

37.1 The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act or the ACNC Act (while the IGCC is a Registered Entity) from holding office or continuing as a Director;
- (b) in the opinion of the Board, is incapable of managing their affairs due to mental or physical incapacity, or becomes, in the opinion of the Board, incapable of performing his or her duties;
- (c) is convicted of an indictable offence;
- (d) resigns by notice in writing to the IGCC;
- (e) is removed by a resolution of the IGCC pursuant to clause 32.1(c);
- (f) is absent from Board meetings for six consecutive months without leave of absence from the Board;
- (g) is directly or indirectly interested in any contract or proposed contract with the IGCC and fails to declare the nature of the interest as required by the Corporations Act;
- (h) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under a law relating to mental health;
- (i) is no longer a Representative of the Member on notification to the IGCC from the Member in accordance with clause 10.2 and irrespective of whether such individual is immediately appointed a Representative of any other Member; or
- (j) dies.

37.2 For the avoidance of doubt, nothing in this Constitution allows for the office of a Director to be transferred between Representatives of the Member.

Powers and duties of Board

38. Powers and duties of Board

- 38.1 The business of the IGCC is managed by the Board who may exercise all powers of the IGCC that this Constitution and the Corporations Act do not require to be exercised by the IGCC in General Meetings.
- 38.2 Without limiting the generality of clause 38.1, the Board may exercise all the powers of the IGCC to:
- (a) borrow money;
 - (b) charge any property or business of the IGCC;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the IGCC or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

39. Delegation

- 39.1 The Board may delegate any of their powers, other than those which by law must be dealt with by the Board, to:
- (a) a committee of Board (which may include persons other than Board in addition to at least one Director);
 - (b) a Director;
 - (c) an employee of the IGCC;
 - (d) the AIGCC Board Committee governed by the AIGCC Board Committee Terms of Reference and Charter adopted and amended by the Board from time to time; or
 - (e) any other person.
- 39.2 A committee or person to which any powers have been delegated must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- 39.3 A committee or person to which any powers have been delegated may be authorised to sub-delegate all or any of the powers for the time being vested in it.
- 39.4 The Board may at any time revoke any delegation of power.
- 39.5 Meetings of any committee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board.

Proceedings of Board

40. Board meetings

- 40.1 A Board meeting must be called by not less than 48 hours' notice of a meeting to each Director, unless the Board unanimously agree otherwise. The notice may be in writing or given using any technology consented to by all the Board.
- 40.2 An accidental omission to send a notice of a meeting of Board to any Director or the non-receipt of such a notice by any Director does not invalidate the proceedings, or any resolution passed, at the meeting.

- 40.3 Subject to the Corporations Act, a Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 40.4 The Directors need not all be physically present in the same place for a Board meeting to be held.
- 40.5 Subject to clause 51, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 40.6 Clauses 40.3 to 40.5 apply to meetings of the Board committees as if all committee members were Directors.
- 40.7 The Board must have a standing agenda item with respect to AIGCC matters, the content of which will be guided by, and on advice from, the AIGCC Board Committee.
- 40.8 The Board may meet together, adjourn and regulate their meetings as they think fit.
- 40.9 A quorum is a majority of the Directors. The quorum must be present for the duration of the meeting covering the making of decisions for the purposes of clause 41 .
- 40.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Board, the Chairperson may call a General Meeting to deal with the matter.

41. Decision on questions

- 41.1 Subject to this Constitution, questions arising at a meeting of the Board are to be decided by a majority of votes of the Directors present and voting.
- 41.2 Subject to clause 51 and the Corporations Act, each Director has one vote.
- 41.3 If there is an equality of votes, the Chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.
- 41.4 An Alternate Director has one vote for each Director for whom he or she is an alternate.
- 41.5 If the Alternate Director is a Director, he or she also has a vote as a Director.

42. Alternate Directors

- 42.1 A Director may, with the approval of a majority of the other Directors, appoint any person as his or her alternate for a period determined by that Director.
- 42.2 An Alternate Director is entitled to notice of Board meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- 42.3 An Alternate Director is an officer of the IGCC and is not an agent of the appointor.
- 42.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.
- 42.5 The appointment of an Alternate Director:
- (a) may be revoked at any time by the appointor or the other Directors; and
 - (b) end automatically when the appointor ceases to be a Director.
- 42.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

43. Remaining Directors

- 43.1 The Board may act even if there are vacancies on the Board.
- 43.2 If the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, the Directors may act only to:
 - (a) appoint a Director; or
 - (b) call a General Meeting.

44. Chairperson and Deputy Chairperson of Board

- 44.1 The Chairperson, and in the Chairperson's absence, the Deputy Chairperson, will chair Board meetings
- 44.2 If no Chairperson or Deputy Chairperson is elected in accordance with clause 31.5, or if the Chairperson and Deputy Chairperson are not present at any Board meeting within fifteen minutes after the time appointed for the meeting to begin, the Board present must elect a Director to be chairperson of that meeting.

45. Secretary

- 45.1 Unless not required by the Corporations Act, there must be at least one Secretary of the IGCC who ordinarily resides in Australia. Where no Secretary is elected by the Board in accordance with clause 31.5, a Secretary may be appointed by the Board as the Secretary on conditions determined by them.
- 45.2 The Secretary is entitled to attend and be heard on any matter at all Board meetings and General Meetings.
- 45.3 The Board may, subject to the terms of the Secretary's employment contract (if any), suspend, remove or dismiss the Secretary.

46. Treasurer

- 46.1 There must be a Treasurer of the IGCC who sits on the Board, who ordinarily resides in Australia, and who is elected by the Board in accordance with clause 31.5. Where no Treasurer is elected in accordance with clause 31.5, a Treasurer may be appointed by the Board as Treasurer on conditions determined by them.
- 46.2 The Treasurer is entitled to attend and be heard on any matter at all Board meetings and General Meetings.
- 46.3 The Board may, subject to the terms of the Treasurer's employment contract (if any), suspend, remove or dismiss the Treasurer.

47. Written resolutions

- 47.1 The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director entitled to vote signs.
- 47.2 For the purposes of clause 47.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

- 47.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification.
- 47.4 The minutes of Board meetings must record that a resolution was passed in accordance with this clause.
- 47.5 This clause applies to meetings and resolutions of Board committees as if all members of the committee were Directors.

48. Validity of acts of Board

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Board committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Board or the Board committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

49. Minutes and Registers

- 49.1 The Board must cause minutes to be made of:
- (a) the names of the Directors present at all General Meetings, Board meetings and meetings of Board committees;
 - (b) all proceedings and resolutions of General Meetings, Board meetings and meetings of Board committees;
 - (c) all resolutions passed by Members in accordance with clause 28 or the Corporations Act;
 - (d) all resolutions passed by the Board in accordance with clause 46;
 - (e) all appointments or elections of Officers in accordance with clause 31.5, Directors and any member of a IGCC committee;
 - (f) all orders made by the Board and Board committees; and
 - (g) all disclosures of interests made under clause 51.
- 49.2 Minutes must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant body, and if so signed will as between the Board be conclusive evidence of the matters stated in such minutes.
- 49.3 The IGCC must keep all registers required by this Constitution and the Corporations Act.

Payments to Director and Director interests

50. Payments to Directors

No payment will be made to any Director of the IGCC other than payment:

- (a) of out of pocket expenses reasonably and properly incurred by the Director in the performance of any duty as Director of the IGCC where the amount payable does not exceed an amount previously approved by the Board;
- (b) for any service rendered to the IGCC by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service, and the amount payable, has the prior approval of the Board and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any reasonable and proper salary or wage due to the Director as an employee of the IGCC where the terms of employment have been approved by the Board; and

- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

51. Director interests

51.1 As required by the Corporations Act, a Director must give the Board notice of any material personal interest in a matter that relates to the affairs of the IGCC.

51.2 Subject to the provisions of this clause 51, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the IGCC;
- (b) hold any office or place of profit other than as auditor in the IGCC; and
- (c) act in a professional capacity other than as auditor for the IGCC,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the IGCC or from holding an office or place of profit in or acting in a professional capacity with the IGCC.

51.3 The fact that a Director holds office as a director, and has fiduciary obligations arising out of that office:

- (a) will not void or render voidable a contract made by a Director with the IGCC;
- (b) will not void or render voidable a contract or arrangement entered into by or on behalf of the IGCC and in which the Director may have any interest; and
- (c) will not require the Director to account to the IGCC for any profit realised by or under any contract or arrangement entered into by or on behalf of the IGCC and in which the Director may have any interest.

51.4 A Director may be or become a director or other officer of, or otherwise be interested in:

- (a) any related body corporate of the IGCC; or
- (b) any other body corporate promoted by the IGCC or in which the IGCC may be interested as a vendor, shareholder or otherwise,

and is not accountable to the IGCC for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

51.5 A Director who has a material personal interest in a matter that is being considered at a Board meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted to do so by the Corporations Act, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Board considering that contract or arrangement or a proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or a proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

52. Conflicts of interest

In addition to clause 51.5, the Board shall, to the extent required by any applicable law, establish a mechanism for dealing with any conflicts of interest that may occur involving a Director, officer or employee of the IGCC.

Management Director

53. Appointment to management positions

- 53.1 The Board may appoint a Director to any management position or other office in the IGCC (other than the position of auditor) on such terms as they think fit.
- 53.2 A Director appointed under clause 53.1 is referred to in this Constitution as a Management Director.
- 53.3 The Board may, subject to the terms of any employment contract with the Management Director, suspend, remove or dismiss him or her from that office and appoint another Director in that place.
- 53.4 If a Management Director ceases to be a Director, his or her appointment as a Management Director terminates automatically.
- 53.5 A Management Director is subject to the same provisions as to retirement, resignation and removal as the other Board.

54. Powers of Management Director

- 54.1 The Board may:
- (a) confer on a Management Director any powers exercisable by the Board, subject to any terms and restrictions determined by the Board; and
 - (b) authorise a Management Director to sub-delegate all or any of the powers vested in him or her.
- 54.2 Any power conferred under this clause may be concurrent with but not to the exclusion of the Director's powers.
- 54.3 The Board may at any time withdraw or vary any of the powers conferred on a Management Director.

Local management

55. Local management

- 55.1 The Board may provide for the management and transaction of the affairs of the IGCC in any places and in such manner as they think fit.
- 55.2 Without limiting clause 55.1 the Board may:
- (a) establish local boards or agencies for managing any of the affairs of the IGCC in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (b) delegate to any person appointed under clause 55.2(a) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution,
- on any terms and subject to any conditions determined by the Board.
- 55.3 The Board may at any time revoke or vary any delegation under this clause.

56. Appointment of attorneys and agents

- 56.1 The Board may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the IGCC:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,
determined by the Board.

56.2 An appointment by the Board of an attorney or agent of the IGCC may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm; or
- (d) any fluctuating body of persons whether nominated directly or indirectly by the Board.

56.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board think fit.

56.4 The Board may appoint attorneys or agents by electronic, facsimile or telegraphic transmission to act for and on behalf of the IGCC.

56.5 An attorney or agent appointed under this clause may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Inspection of records

57. Inspection of records

57.1 Except as otherwise required by the Corporations Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the IGCC or any of them will be open for inspection by Members other than Board.

57.2 Subject to clause 57.3 and except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the IGCC unless the Member is authorised to do so by a court order or a resolution of the Board.

57.3 The Secretary, or other IGCC officer as determined by the Board, must keep a members' register which any Member may by writing to the Secretary, request to inspect, but such request must not be more than two times a year. In complying with a Member request, the Secretary or other IGCC officer with responsibility must make the members' register open for inspection within a reasonable timeframe, but no later than 7 days from the date of the request, and may determine at what times and places and under what conditions the register is viewed.

Notices

58. Service of notices

58.1 Notice may be given by the IGCC to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, facsimile transmission or electronic notification (or email) to the person at the person's address shown in the Register or the address supplied by the person to the IGCC for sending notices to the person; or
- (c) if it is a notice of meeting, by giving it in accordance with section 249J(3) of the Corporations Act.

- 58.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 58.3 Subject to the Corporations Act, a notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 58.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted:
- (a) on a notice board at the IGCC's registered office; or
 - (b) on the IGCC's website.
- 58.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 58.
- 58.6 A certificate in writing signed by a Director, Secretary or other officer of the IGCC that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 58.7 Subject to the Corporations Act the signature to a written notice given by the IGCC may be written or printed.
- 58.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

59. Persons entitled to notice

- 59.1 Notice of every General Meeting must be given to:
- (a) every Member who is entitled to attend the General Meeting;
 - (b) every Director and Alternate Director; and
 - (c) any Auditor.
- 59.2 No other person is entitled to receive notice of a General Meeting.

Seals

60. Common Seal

If the IGCC has a Seal:

- (a) the Board must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Board or a Board committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Board to countersign the document.

61. Duplicate Seal

If the IGCC has a Seal, the IGCC may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;

- (b) must not be used except with the authority of the Board.

Audit and accounts

62. Audit and accounts

- 62.1 The Board must cause the IGCC to keep written financial records in relation to the business of the IGCC, and to prepare financial documents and reports, in accordance with the requirements of the Corporations Act and any other applicable laws.
- 62.2 The Board must cause the financial records and financial documents of the IGCC to be audited to the extent required by, and in accordance with the requirements of, the Corporations Act or while it is a Registered Entity, the ACNC Act and any other applicable laws.

Winding up and revocation of endorsement

63. Winding up

- 63.1 If the IGCC is wound up:
 - (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding 12 months, undertakes to contribute to the property of the IGCC for the:
 - (i) payment of debts and liabilities of the IGCC (in relation to clause 63.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (ii) adjustment of the rights of the contributories amongst themselves,
such amount as may be required, not exceeding \$10.00 (and otherwise has no liability for the payment of debts and liabilities of the IGCC nor obligation to contribute to the property of the IGCC).
- 63.2 If the IGCC is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act then on the winding up or revocation of endorsement of the IGCC any surplus of the following assets, namely:
 - (a) gifts of money or property for the principal purpose of the IGCC;
 - (b) contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for the principal purpose;
 - (c) money received by the IGCC because of such gifts or contributions;will, as required by section 30-125 of the Tax Act, be given or transferred to a fund authority or institution gifts to which are deductible under Division 30 of the Tax Act and which, by its constitution, is:
 - (d) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the IGCC);
 - (e) required to apply its income in promoting its charitable purposes; and
 - (f) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution.
- 63.3 such fund authority or institution to be determined by the Members, and in default, by application to the Supreme Court of New South Wales for determination. Subject to clause 63.2, on the winding up of the IGCC, any surplus remaining following the satisfaction of all debts and liabilities of the IGCC will not be paid to or distributed amongst Members, but will, unless otherwise required by law, be given or transferred to another corporation or body which, by its constitution, is:

- (a) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the IGCC);
- (b) required to apply its income in promoting its charitable purposes; and
- (c) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such corporation or body to be determined by the Members, and in default, by application to the Supreme Court of New South Wales for determination.

64. Indemnity

- 64.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the IGCC indemnifies every person who is or has been an officer of the IGCC against:
- (a) any liability (other than for legal costs) incurred by that person as an officer of the IGCC (including liabilities incurred by the officer as an officer of a subsidiary of the IGCC where the IGCC requested the officer to accept that appointment); or
 - (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the IGCC (including legal costs incurred by the officer as an officer of a subsidiary of the IGCC where the IGCC requested the officer to accept that appointment).
- 64.2 The amount of any indemnity payable under clauses 64.1(a) or 64.1(b) will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the IGCC with a GST tax invoice for the GST Amount.
- 64.3 For the purposes of this clause and clause 65, officer means:
- (a) a Director; or
 - (b) a Secretary.

65. Insurance

The IGCC will pay a premium in respect of a contract insuring a person who is or has been an officer against liability incurred by the person as an officer, except in circumstances prohibited by the Corporations Act.

Internal disputes

66. Resolution of internal disputes

- 66.1 Disputes between Members (in their capacity as Members), and between Members and the IGCC and between the Board and the AIGCC Board Committee that the parties have not been able to themselves resolve (after following any internal dispute procedures the Board may specify or adopt) are to be referred to such mediator as the Board (or as the parties as the case may be) may, subject to applicable law, determine.
- 66.2 At least seven days before such a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 66.3 Any internal dispute procedures the Board may specify or adopt may include, without limitation:
- (a) the appointment of an independent person to arbitrate on the dispute;
 - (b) processes to bring the parties together to help resolve the dispute at an early stage, and should allow all parties a full and fair opportunity to present their case.

66.4 If, after mediation, the parties have not come to a resolution, the Board may at its sole discretion make a final and binding decision on all parties.

Complaints

67. Complaints

If, and to the extent, required by any applicable law, the Board shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.

Amendment

68. Amendment of this Constitution

This Constitution may be amended in accordance with the requirements of the Corporations Act.

Execution of documents

69. Execution of documents

The IGCC may execute a document:

- (a) in accordance with section 127(1) of the Corporations Act;
- (b) if the IGCC has a Seal, in accordance with section 127(2) of the Corporations Act and clauses 60 and 61; or
- (c) in any other way approved by the Board and permitted by law.

Applicable Not-for-Profit Laws

70. Applicable Not-for-Profit Laws

The IGCC will at all times comply with the Applicable Not-for-Profit Laws.