Constitution of

The Coalition for Responsible Sand and Silicates Ltd

a company limited by guarantee

Contents

Constitution of The Coalition for Responsible Sand and Silicates Ltd

Dated: 15th of June 2026

1. Preliminary

1.1 Definitions

In this Constitution:

ACNC Legislation means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth) to the extent they apply to CRSS at the relevant time.

Advisory Council means the council formed under rule 7.

AGM means an annual general meeting of CRSS.

Annual Subscription Fee means the relevant annual subscription fee(s) determined by the Directors in accordance with rule 6.

Board means the board of Directors of CRSS.

Book includes a register, any other record of information, financial report or record and a document, however compiled, recorded or stored, including electronically.

Business Day means a day which is not a Saturday, Sunday, bank holiday or public holiday in Brisbane, Queensland, Australia.

By-law means a by-law of CRSS made under rule 18.1.

Chair means the chair of the Board appointed in accordance with rule 9.12.

Corporations Act means the *Corporations Act 2001* (Cth).

Chief Executive Officer means the chief executive officer appointed in accordance with rule 11.1(a).

CRSS or **the Company** means Coalition for Responsible Sand and Silicates Ltd.

Director means a director of CRSS.

Financial Year means, unless the Directors determine a different period, a 12-month period from 1 July to 30 June.

Founder Member has the meaning given to it in rule 5.2.

Founder Supporter has the meaning given to it in rule 5.4(b).

Incorporation Year means the calendar year in which the CRSS was established under the Corporations Act.

Industry means the activities and operations of companies involved in whole or in part in the sand and silicate value chain.

Insolvency Event means being in liquidation or provisional liquidation or under administration, having a controller (as defined in the Corporations Act) or analogous person appointed to it or any of its property, being taken under section 459F(1) of the Corporations Act to have failed to comply with a statutory demand, being unable to pay its debts or otherwise insolvent, ceasing to be of full legal capacity or otherwise becoming incapable of managing its own affairs for any reason, the taking of any step that could result in the person becoming an insolvent under administration (as defined in section 9 of the Corporations Act), entering into a compromise or arrangement with, or assignment for the benefit of, any of its members or creditors, or any analogous event under the law of any applicable jurisdiction.

Liability means a loss, liability, cost, charge or expense.

Member means the Founder Members and Non-Founder Members of CRSS.

Non-Founder Member has the meaning given to it in rule 5.3.

Non-Founder Supporter has the meaning given to it in rule 5.4(c).

Official means:

(a) each person who is or has been a Director; and

(b) officers and former officers of CRSS or of its related bodies corporate as determined by the Directors from time to time.

Proposed Decision means the proposed expulsion of a Member or Supporter under rule 5.10.

Renewal Notice means the notice issued by the Chief Executive Officer to each Member and Supporter not less than two (2) months before the end of the Financial Year which sets out the Annual Subscription Fee and any changes to membership criteria for the following Financial Year.

Representative in relation to:

(a) a corporation means a representative of the corporation authorised under section 250D of the Corporations Act; or

(b) a body corporate that is not a corporation means a representative of the entity authorised by the governing organ of the body corporate in terms equivalent to those under section 250D of the Corporations Act.

Secretary means the company secretary by virtue of rule 10.

Supporters means the Founder Supporters and the Non-Founder Supporters.

1.2 Interpretation

(a) In this Constitution a Member is to be taken to be present at a general meeting if the Member is present in person or by proxy or Representative.

(b) In this Constitution a Director is to be taken to be:

(i) present at a meeting of the Directors if the Director is present in person or by proxy; and

(ii) present in person at a meeting of the Directors if the Director participates in the meeting by telephone or other electronic means.

(c) In this Constitution an Advisory Council Member is to be taken to be:

(i) present at a meeting of the Advisory Council if the Advisory Council Member is present in person or by proxy; and

(ii) present in person at a meeting of the Advisory Council if the Advisory Council Member participates in the meeting by telephone or other electronic means.

(d) In this Constitution a reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.

(e) Unless the contrary intention appears, in this Constitution:

(i) words importing the singular include the plural and vice versa;

(ii) words used to denote persons or organisations generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);

(iii) a reference to a person includes that person's successors and legal personal representatives;

(iv) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and

(v) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

(f) In this Constitution headings and bold type are for convenience only and do not affect its interpretation.

(g) Specifying anything in this Constitution after the words **including**, **includes** or **for example** or similar expressions does not limit what else is included unless there is express wording to the contrary.

1.3 Application of the Corporations Act and the ACNC Legislation

(a) This Constitution is to be interpreted subject to the Corporations Act and the ACNC Legislation. The rules that apply as replaceable rules to companies under the Corporations Act do not apply to CRSS and are excluded.

(b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.

(c) Unless the contrary intention appears, an expression in a rule that is defined for the purposes of the Corporations Act has the same meaning as in the Corporations Act.

1.4 Exercise of powers

(a) Where this Constitution provides that a person or body may do a particular act or thing and the word ‘may’ is used, the act or thing may be done at the discretion of the person or body.

(b) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power:

(i) exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing; and

(ii) to do the act or thing from time to time.

(c) Where this Constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.

(d) Where this Constitution confers a power to make appointments to any office or position other than Director, the power is, unless the contrary intention appears, to be taken to include a power:

(i) to appoint a person to act in the office or position until a person is appointed to the office or position;

(ii) subject to any contract between CRSS and the relevant person and any applicable industrial law, to remove or suspend any person appointed, with or without cause; and

(iii) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.

(e) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.

(f) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.

(g) Where this Constitution confers power on a person or body to delegate a function or power:

(i) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;

(ii) the delegation may be either general or limited in any manner provided in the terms of delegation;

(iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;

(iv) the delegation may include the power to delegate;

(v) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and

(vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

2. Objects

CRSS has the following objects:

(a) to define globally applicable and accepted CRSS standards for socially and environmentally responsible management and supply chain due diligence practices for the sand and silicate value chain;

(b) to promote socially and environmentally responsible extraction, processing and use of sand and silica materials globally;

(c) to advance knowledge and research that enables responsible sand and silicate extraction, processing and use; and

(d) to become and remain a globally valued organisation advancing programs for sustainability and resilience in the sand and silicate value chain, which is financially self-sustaining and inclusive of stakeholder interests.

3. Powers

Solely for carrying out CRSS's objects, CRSS may, in any manner permitted by the Corporations Act or the ACNC Legislation:

(a) exercise any power;

(b) take any action; or

(c) engage in any conduct or procedure,

which under the Corporations Act or the ACNC Legislation a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

4. Income and property

(a) CRSS's income and property must be applied solely towards promoting CRSS's objects set out in rule 2.

(b) Subject to rule 4(c), no part of the income or property of CRSS may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any Member, former Member, Supporter, former Supporter, Director or former Director or to any person claiming through such a person.

(c) Nothing in rule 4(b) prevents the payment in good faith of:

(i) reasonable and proper remuneration to any employee or contractor of CRSS;

(ii) subject to this Constitution, including rule 9.6(a), reasonable and proper amounts to any Member, Supporter or Director in return for any services actually rendered to CRSS;

(iii) the payment of interest at a rate not exceeding interest at the rate for the time being charged by CRSS's bankers for money lent to CRSS;

(iv) of reasonable and proper rent for premises let by any Member or Supporter to CRSS;

(v) sums permitted to be paid under Chapter 2E (Related Party Transactions) of the Corporations Act;

(vi) sums permitted to be paid under rule 9.6 and

(vii) sums paid under rule 12.

5. Membership and Supportership

5.1 Categories of membership

Membership of CRSS is divided into the following categories:

(a) Founder Members; and

(b) Non-Founder Members;

and such other class of membership as determined by special resolution of Members from time to time.

5.2 Founder Members

(a) A corporation, entity or individual will be registered as a Founder Member if they became a member of CRSS in the Incorporation Year.

(b) Founder Members have the right to:

(i) appoint (remove and replace) a participant to the Advisory Council;

(ii) vote at general meetings; and

(iii) nominate and vote on the appointment of Directors,

in each case subject to this Constitution.

5.3 Non-Founder Members

(a) Subject to this Constitution, a corporation, entity or individual will be registered as a Non-Founder Member if they become a member of CRSS after the Incorporation Year.

(b) Subject to this Constitution, Non-Founder Members have the right to:

(i) vote at general meetings; and

(ii) nominate and vote on the appointment of Directors.

5.4 Categories of Supporters

(a) There are two categories of Supporters:

(i) Founder Supporters; and

(ii) Non-Founder Supporters.

(b) A Founder Supporter is either a corporation, entity or individual who was registered as a Supporter of CRSS in the Incorporation Year.

(c) A Non-Founder Supporter is a corporation, entity or individual who was registered as a Supporter of CRSS after the Incorporation Year.

(d) A Founder Supporter has the right to appoint (remove and replace) a participant to the Advisory Council.

(e) Supporters:

(i) are certain corporations, entities or individuals who are not members but who share the same objects as, and want to contribute to, the CRSS;

(ii) will not to be entered into the register of members CRSS, but a separate register of Supporters will be maintained by the Secretary;

(iii) not entitled to vote at general meetings; and

(iv) do not have any Liability as Members of CRSS.

(f) The Directors have the discretion to determine the rights and responsibilities of the Supporters.

5.5 Admission of Members or Supporters, the director's power to determine the process

(a) Every applicant who applies for entry as a Member or Supporter must:

(i) meet the relevant selection criteria determined by the Directors from time to time;

(ii) apply in the form and manner determined by the Chief Executive Officer;

(iii) pay any application fee (if any) determined by the Directors; and

(iv) provide any additional information or material to accompany reasonably required by the Chief Executive Officer or the Directors in support of the application,

(b) The Directors are responsible for determining:

(i) the relevant selection criteria for admission;

(ii) whether an application fee is payable, and if so, the amount; and

(iii) any additional information required to support the application under rule 5.5(a)(iv),

having regard to any recommendations made by the Advisory Council.

5.6 Determination of applications

(a) Upon receipt of an application for a new Member or Supporter, the Chief Executive Officer must consider the application and provide the applicant with the result of their application within three (3) months.

(b) On the acceptance of an application, the Chief Executive Officer will send confirmation of the acceptance including the commencement date of membership or supportership and details of the Annual Subscription Fee payable to the applicant.

(c) If an application is rejected, the Chief Executive Officer must as soon as practicable notify the applicant that the application has been rejected and refund any application fee paid by the applicant. In no case is the Chief Executive Officer required to give any reason for the rejection of an application.

5.7 Renewal of membership or supportership

(a) Not less than two months prior to the end of the Financial Year the Chief Executive Officer must issue a Renewal Notice to each Member and Supporter.

(b) Each Member or Supporter must respond in writing to the Renewal Notice within 2 months indicating whether they intend to renew their membership or supportership or cease being a Member or Supporter of CRSS.

(c) If the Member or Supporter does not respond to the Renewal Notice within 2 months CRSS may treat the Member or Supporter as having elected not to renew their membership.

(d) If a Member or Supporter renews their membership or supportership the Annual Subscription Fee will be payable annual in advance on or before the first day of the Financial Year or on such other day as the Chief Executive Officer sees fit.

(e) Upon receipt of the Annual Subscription Fee, the Company must confirm as soon as practical the renewal of the Member membership or the Supporter’s supportership status for the following Financial Year.

5.8 Power to suspend admission of Members

The Directors may suspend the admission of Members and Supporters at such times and for such periods as they think fit.

5.9 Cessation of membership

(a) A Member or Supporter ceases to be a Member or Supporter, as the case may be, if they:

(i) resign by notice in writing to CRSS;

(ii) if the Member or Supporter is an individual, the Member or Supporter dies;

(iii) are expelled under rule 5.10;

(iv) fail to respond to a Renewal Notice in accordance with rule 5.7(b) and rule 5.7(c); or

(v) have not paid fees that have become due and payable to CRSS within the time specified (which may not be less than 30 days) by the Secretary or the Advisory Council in a final written request for payment for those fees being sent to the Member or Supporter, or by any other date then agreed between the Member or Supporter and the Secretary from time to time.

(b) A Member or Supporter which resigns, is expelled from CRSS under rule 5.10 or whose membership or supportership otherwise ceases in accordance with this rule 5.9, does not have any claim on CRSS, its funds or property, including no right to the return of any application fee or Annual Subscription Fee.

5.10 Expulsion of Members

(a) Subject to this rule 5.10, the Directors may, in consultation with the Advisory Council, by resolution expel a Member or Supporter:

(i) who fails to comply with this Constitution;

(ii) who knowingly makes or gives any false, misleading or deceptive statement or representation verbally or in writing to CRSS; or

(iii) whose conduct, in the opinion of the Directors, is or has been prejudicial to the welfare, interests or character of CRSS or the Objects,

by giving notice in writing to the Member or Supporter.

(b) If the Directors intend to expel a Member or Supporter under rule 5.10(a) they must give the Member or Supporter written notice of that fact:

(i) setting out the grounds on which the intended expulsion is based; and

(ii) informing the Member or Supporter that it has 14 days from the date of the notice to give written submissions to the Advisory Council in relation to the proposed expulsion.

(c) If the Member or Supporter:

(i) gives written submissions in time in relation to the proposed expulsion, the Advisory Council and Directors must consider those submissions in deciding whether or not to expel the Member or Supporter under this rule 5.10; or

(ii) does not give written submissions in relation to the proposed expulsion or does not provide them within the time set out above, the Directors may expel the Member or Supporter as and when they see fit.

(d) If the Directors decide to expel the Member or Supporter they must promptly give written notice to the Member or Supporter informing the Member or Supporter that the Member or Supporter may, within 14 days from the date of the notice, give written notice to the Directors that the Member or Supporter wishes to appeal the expulsion under rule 5.12.

(e) Prior to the determination of a proposed expulsion under this rule 5.10, the Directors are required to consult with the Advisory Council, and the Advisory Council may make recommendations which must be considered by the Directors.

5.11 Complaints mechanism and the disciplining of Members

The Directors may make By-laws in relation to a complaints and conflict resolution mechanism which:

(a) will apply to CRSS, the Advisory Council, Directors, Officials, Members and Supporters; and

(b) may include the disciplining of Members and Supporters, provided that any process in a complaints mechanism that may result in the expulsion of a Member or Supporter is subject to an appeal process equivalent to that set out in rule 5.12.

5.12 Appeals

(a) If a Member or Supporter gives a notice of appeal under rule 5.10(d) the expulsion is provisional and not effective until such time that the appeal has been determined in accordance with this rule 5.12.

(b) If a Member or Supporter gives notice of an appeal under rule 5.10(d):

(i) an expert must be appointed to determine whether or not, on the merits of the circumstances, the Proposed Decision is to become effective;

(ii) the expert must be:

(A) independent;

(B) suitably qualified and experienced; and

(C) agreed to by the Member or the Supporter to make the determination;

(c) if the Member or Supporter and the Directors have not agreed on an expert to make the determination within 10 Business Days from the first date a written nomination of any such expert, either the Member or Supporter or the Advisory Council may request that the national president of Resolution Institute ABN 69 008 651 232 (or their nominee) nominates a person to make the determination, and provided the nominee represents to the Member or Supporter and the Directors in writing that the nominee:

(i) is independent; and

(ii) has sufficient qualifications and experience to make the determination, the nominee becomes the expert;

(d) as soon as reasonably practicable after the expert has been agreed or determined, the Member or Supporter and the Directors must engage the expert on reasonable terms and refer the matter to the expert for determination in writing expeditiously, as an expert and not an arbitrator;

(e) the expert's final written determination on whether or not, on the merits of the circumstances, the Proposed Decision is to become effective, will be conclusive and binding on the Member or Supporter and CRSS except to the extent of any manifest error;

(f) the costs of the expert must be borne by CRSS and the Member or Supporter in equal shares unless otherwise agreed between the Member or Supporter and the Advisory Council in writing;

(g) each of the Member or Supporter and the Directors must consult with the other and do whatever is reasonably requested of the other to effect the engagement of the expert and to assist the expert make the determination as soon as reasonably practicable and within any period required for finalising the determination;

(h) the appeal process will be governed by the laws of Queensland, Australia; and

(i) the Member or Supporter and the Directors may, in their respective absolute discretions, agree in writing on appeal process different to that set out in this rule 5.12.

5.13 Registers

(a) In relation to the register of Members:

(i) all Members must be entered into the register of members when they become members; and

(ii) no Supporter is to be entered into the register of members at any time.

(b) The Secretary must keep the register of members at CRSS's registered office and must enter in the register:

(i) the full names and addresses of Members;

(ii) any alternative address nominated by a Member for the service of notice;

(iii) the date on which each Member becomes and ceases to be a Member.

(c) Each Member must notify the Company in writing of any change in that Member's name or contact details within one month of the change.

(d) In relation to the register of Supporters, all Supporters must be entered into the register of Supporters when they become a Supporter.

(e) The Secretary must keep the register of Supporters at CRSS's registered office and must enter in the register:

(i) the full names and addresses of Supporters;

(ii) any alternative address nominated by a Supporter for the service of notice;

(iii) the date on which each Supporter becomes and ceases to be a Supporter.

(f) Each Supporter must notify the Company in writing of any change in that Supporter's name or contact details within one month of the change.

5.14 Variation of rights

(a) Unless otherwise provided by the terms of membership of a Member:

(i) all or any of the rights or privileges attached to the class may be varied by modification of this Constitution by the Members, whether or not CRSS is being wound-up, only with the consent in writing of three-quarters of the Members of that class, or with the sanction of a special resolution passed at a separate meeting of the Members of that class;

(ii) the provisions of this Constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to each separate meeting of the Members of that class; and

(iii) the rights or privileges conferred upon the Members of that class are to be taken as not being varied by:

(A) the admission of further Members in that class or any other class; or

(B) any Member's cessation of membership, whether under rule 5.8 or otherwise.

(b) The Advisory Council may determine and vary the terms on which Supporters hold their status from time to time

5.15 Membership and Supportership is not transferable

(a) Membership is personal to the Member and is not transferable.

(b) Supportership is personal to a Supporter and is not transferable.

5.16 Relevant transactions

Where a Member or Supporter becomes aware that:

(a) control of the Member or Supporter has changed or is likely to change; or

(b) a transaction or restructure has occurred or is likely to occur which affects any part of the Member or Supporter to which its CRSS membership or supportership relevant,

the Member or Supporter must, subject to confidentially restrictions applicable to that information which it might have, promptly give to the Secretary written notice of that circumstance providing general details of the circumstance, and must on an ongoing basics also provide other information relating to that circumstance that the Secretary reasonably requests.

6. Annual Subscription Fee

6.1 Obligation to Pay

Each Member and Supporter must pay an Annual Subscription Fee.

6.2 Determination of the Annual Subscription Fee

(a) The initial Annual Subscription Fee will be set by the Secretary.

(b) The Annual Subscription Fee for the following Financial Year is to be determined by the Directors, taking into account any recommendation provided by the Advisory Council before the end of the current Financial Year.

(c) The Annual Subscription Fee is payable in accordance with rule 5.7.

(d) The Directors may set different fee amounts for different classes of Members and for Supporters.

(e) Without limiting 6.2(d), the Directors may, and the Advisory Committee may provide a recommendation to, determine different fee amounts for individual Members or Supporters by reference to the turnover or other relevant characteristics of that Member or Supporter.

(f) When admitting a Member or Supporter under rule 5.5, the Chief Executive Officer may set the Annual Subscription Fee proportionally and based on estimated amounts if necessary to do so if membership or supportership commenced part way through the year.

(g) The Directors, taking into account any recommendation provided by the Advisory Committee, may on application by a Member or Supporter or on its own initiative grant any concession with regards to the Annual Subscription Fee as it thinks fit, including the full or partial waiver of all or any part of the Annual Subscription Fee.

(h) Subject to rule 6.2(f), the resignation or termination of a Member or Supporter will not relieve that person or entity for any financial obligations under this Constitution, including fees and other amounts due and payable by the Member or Supporter, accruing up to the effective date of termination.

7. Advisory Council

7.1 Formation of the Advisory Council

(a) The Advisory Council will consist of:

(i) appointments of participants by each Founder Members; and

(ii) appointments of participants by each Founder Supporter;

(iii) any Non-Founder Member or Non-Founder Supporter who has been granted a right of appointment to the Advisory Council in accordance with rule 7.1(b).

(b) A Non-Founder Members or Non-Founder Supporter may be granted the right to appoint (remove and replace) a participant to the Advisory Council if the Advisory Council approves the Non-Founder Member's or Non Founder Supporter's admission in accordance with rule 7.7, as the case may be.

7.2 Terms of reference of the Advisory Council

The Advisory Council has responsibility for:

(a) recommending the selection criteria for Members and Supporters as prepared by the Secretary;

(b) reviewing and recommending the Annual Subscription Fee;

(c) recommending suspending or expelling Members or Supporters;

(d) recommending strategic and programmatic direction for the company, providing advice to the Directors and reviewing relevant deliverables prepared by the Secretary;

(e) advising and recommending to the Directors on matters relating to the Company's budget, annual program of works and long term strategy;

(f) any other matters determined by the Directors from time to time.

7.3 Term of Advisory Council participants

Appointees to the Advisory Council will remain in that role until their appointing Member or Supporter ceases to be a Member or Supporter of the CRSS, as the case may be, or they resign from the Advisory Council by written notice (in which case the appointing Member or Supporter may appoint a new participant to the Advisory Council).

7.4 Proceedings of the Advisory Council

(a) The Advisory Council may adopt a charter. The charter may set out, amongst other matters, the rules and operating procedures for the Advisory Council.

(b) The Advisory Council may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

(c) The contemporaneous linking together by telephone or other electronic means (allowing reasonable interaction between them) of a number of the Advisory Council sufficient to constitute a quorum, constitutes a meeting of the Advisory Council and all the provisions in this Constitution relating to meetings of the Advisory Council apply, so far as they can and with such changes as are necessary, to meetings of the Advisory Council by telephone or other electronic means.

7.5 Notice of meetings of the Advisory Council

(a) Subject to this Constitution, notice of a meeting of the Advisory Council must be given by the CRSS Secretary to each person who is at the time of giving the notice a participant of the Advisory Council.

(b) A notice of a meeting of the Advisory Council:

(i) must specify the time and place of the meeting;

(ii) should where practicable state the nature of the business to be transacted at the meeting;

(iii) may be given in person or by post, or by telephone, fax or other electronic means.

(c) In the absence of special circumstances, at least 7 days' notice of a meeting of the Advisory Council must be given.

(d) An Advisory Council participant may waive notice of any meeting of the Advisory Council by notifying CRSS to that effect in person or by post, or by telephone, fax or other electronic means.

(e) The non-receipt of notice of a meeting of the Advisory Council by, or a failure to give notice of a meeting of the Advisory Council to, an Advisory Council participant does not invalidate any act, matter or thing done or resolution passed at the meeting if:

(i) the non-receipt or failure occurred by accident or error;

(ii) before or after the meeting, the Advisory Council participant:

(A) has waived or waives notice of that meeting under rule 7.5(d); or

(B) has notified or notifies CRSS of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or

(iii) the Advisory Council participant attended the meeting.

(f) Attendance by a person at a meeting of the Advisory Council waives any objection that person may have to a failure to give notice of the meeting.

7.6 Quorum at meetings of the Advisory Council Participant

(a) No business may be transacted at a meeting of the Advisory Council unless a quorum of Advisory Council participants is present during the time the business is dealt with.

(b) Subject to rule 7.6(d)(i) a quorum for a meeting of the Advisory Council is at least half (rounded up if necessary) of the number of Advisory Council participants in office at the relevant time, present at the meeting.

(c) If a quorum is not present within 15 minutes after the time appointed for a meeting of the Advisory Council, the meeting stands adjourned:

(i) to the day, the time and place, that the Advisory Council participants determine; or

(ii) if no determination is made by the Advisory Council participants, to the same time on the next day and at the same time and place.

(d) If, at the adjourned meeting, a quorum is not present within 15 minutes after the time appointed for the meeting, then:

(i) 3 Advisory Council participants constitutes a quorum; or

(ii) otherwise – the meeting is dissolved.

7.7 Decisions of the Advisory Council

(a) A meeting of the Advisory Council at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Advisory Council under this Constitution.

(b) Decisions of the Advisory Council should wherever possible be made by consensus. In the absence of consensus, decisions are to be decided by a majority of votes cast by Advisory Council participants present (including by proxy and alternates) having regard to the Advisory Council's charter, if any, adopted from time to time.

(c) Each Advisory Council participant may cast 1 vote in relation to any matter considered at a meeting of the Advisory Council.

(d) In the case of an equality of votes upon any proposed resolution the chair of the meeting does not have a second or casting vote.

7.8 Proxies for Advisory Council Participants

An Advisory Council participant may attend and vote by proxy at a meeting of the Advisory Council if the proxy is an Advisory Council participant and has been appointed in writing by the appointor.

7.9 Written resolutions of the Advisory Council

(a) If:

(i) all of the Advisory Council participants have received reasonable notice of a proposed act, matter, thing or resolution; and

(ii) such number of Advisory Council participants who together are sufficient to constitute a quorum, assent to a document containing a statement to the effect that the act, matter or thing has been done or resolution has been passed,

then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Advisory Council.

(b) For the purposes of rule 7.9(a):

(i) the meeting is to be taken as having been held on the day on which, and at the time at which, the document was last assented to by 1 of those constituting that quorum;

(ii) 2 or more separate documents in identical terms each of which is assented to by 1 or more of the relevant Advisory Council participants are to be taken as constituting 1 document.

8. General meetings

8.1 Calling general meetings

(a) The Directors may, whenever they think fit, call and arrange to hold a general meeting.

(b) A general meeting may be called and arranged to be held only as provided by this rule 8 or as provided by the Corporations Act.

8.2 Notice of general meetings

(a) Subject to this Constitution, at least 21 days' notice (or such other minimum period as may be prescribed by the Corporations Act from time to time) of a general meeting must be given in the manner authorised by rule 17.1 to each person who is at the date of the notice:

(i) a Member;

(ii) a Director; or

(iii) a person who audits the financial records and reports of CRSS.

(b) A notice of a general meeting must specify:

(i) the date, time and place of the meeting;

(ii) if the meeting is to be held in 2 or more places – the technology that will be used to facilitate this; and

(iii) state the general nature of the business to be transacted at the meeting.

(c) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice does not invalidate the proceedings or any resolution passed at the meeting.

(d) A person's attendance at a general meeting waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person objects to the holding of the meeting at the beginning of the meeting.

8.3 Quorum at general meetings

(a) No business may be transacted at any general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of Members is present during the time the business is dealt with.

(b) A quorum for a general meeting is half the Members (rounding up) eligible to be present at the general meeting at the time.

(c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:

(i) where the meeting was convened upon the requisition of Members, the meeting must be dissolved; or

(ii) in any other case:

(A) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and

(B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, then:

(I) if at least 3 Members are present at the meeting, those Members constitute a quorum; or

(II) otherwise – the meeting is dissolved.

8.4 Chair of general meetings

(a) The Chair must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chair at each general meeting.

(b) If at a general meeting:

(i) there is no Chair;

(ii) the Chair is not present within 15 minutes after the time appointed for the meeting; or

(iii) the Chair is present within that time but is not willing to act as chair of the meeting, then:

(iv) the Directors present must elect as chair of the meeting another Director who is present and willing to act; or

(v) if no other Director willing to act is present at the meeting, the Members may elect as chair of the meeting a Member who is present and willing to act.

(c) Despite anything in rule 8.4(b), if the Chair later attends a general meeting, provided he or she is willing to act, the Chair must take over as chair of the general meeting.

8.5 Adjournment

(a) The Chair of a general meeting may, with the consent of the meeting (and must if directed by the meeting), adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting, unless the meeting is adjourned for 15 days or more, in which case new notice of the adjourned meeting must be given in accordance with rule 8.2.

8.6 Decisions at general meetings and electronic ballots

(a) Except in the case of any resolution which under this Constitution or as a matter of law requires a special majority, questions arising at a general meeting are to be decided by a majority of votes cast by Members present at the meeting and eligible to vote, and any such decision is for all purposes a decision of the Members.

(b) In the case of an equality of votes upon any proposed resolution, the resolution is to be regarded as defeated. The Chair does not have a casting vote.

(c) A resolution put to the vote of a general meeting must be decided on a poll.

(d) Subject to rule 8.6(e), a poll will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair of the meeting directs, and the result of the poll will be the resolution of the meeting.

(e) Any resolution that could be considered and voted upon at a general meeting, may be submitted to Members and voted upon by an electronic ballot, to be conducted at such time and in such manner as the Secretary determines (subject to any applicable By-laws), and a reference in this Constitution related to voting at a general meeting is to be interpreted as including voting in an electronic ballot. A resolution passed by an electronic ballot is regarded as passed at the time the result of the electronic ballot is declared, unless the wording of the resolution itself states otherwise.

(f) A special resolution to amend this Constitution must be passed by at least 75% of the Members eligible and entitled to vote on the resolution at a general meeting, which must include the positive vote of at least 50% of the Founder Members eligible and entitled to vote on the resolution when at least four Founder Members are eligible and entitled to vote on the resolution. The Members must not pass a special resolution amending this Constitution if it has the effect that CRSS no longer qualifies to be registered as a charity.

8.7 Representation at General Meetings

(a) Subject to this Constitution, each Member entitled to vote at a general meeting may vote:

(i) in person or by its Representative; or

(ii) by proxy.

(b) Members will have the right to attend and speak at meetings of Members, provided they have paid all fees due and payable at the date of the notice of meeting on or before the date on which the meeting is held.

(c) Supporters are entitled to attend general meetings as observers only and are not entitled to speak or vote at general meetings. The Chair of the meeting may invite a Supporter to speak at a general meeting in their absolute discretion.

8.8 Proxies at general meetings

(a) Members are entitled to appoint a proxy to represent it at general meetings.

(b) A proxy or Representative may, but need not, be a Member.

(c) A proxy or Representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

(d) Unless otherwise provided in the instrument, but subject to the Corporations Act, an instrument appointing a proxy or Representative will be taken to:

(i) confer authority to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;

(ii) confer authority to speak to any proposed resolution on which the proxy or Representative may vote;

(iii) appoint the chair of the general meeting as the proxy unless the Member clearly specifies another person as proxy and that person attends the general meeting;

(iv) even though the instrument may refer to specific resolutions and may direct the proxy or Representative how to vote on those resolutions, confer authority:

(A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

(B) to vote on any procedural motion; and

(C) to act generally at the meeting; and

(v) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, confer authority to attend and vote at the re-scheduled or adjourned meeting or at the new venue.

(e) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.

(f) An instrument appointing a proxy need not be in any particular form provided it is in writing, legally valid and either:

(i) signed by the appointer or the appointer’s attorney; or

(ii) authenticated in such manner as the Directors may determine.

(g) A proxy may not vote at a general meeting or adjourned meeting unless the instrument appointing the proxy, and the authority under which the instrument is signed or a certified copy of the authority, are received in the places, fax numbers or electronic addresses at least:

(i) 48 hours (or such other minimum period as may be prescribed by the Corporations Act from time to time); or

(ii) such lesser period specified for this purpose in the notice calling the meeting, and for this purpose:

(A) the place may be CRSS’s registered office or other place specified in the notice and a fax number or electronic address may be the fax number or electronic address at CRSS’s registered office or the fax number or electronic address specified in the notice; and

(B) the lesser period may be any time before the time set for holding the meeting or adjourned meeting.

(h) The Directors may waive all or any of the requirements of rules 8.8(f) and 8.8(g) and in particular may, upon the production of such other evidence as the Directors require to prove the validity of the appointment of a proxy, accept:

(i) an oral appointment of a proxy;

(ii) an appointment of a proxy which is not signed or executed in the manner required by rule 8.8(f); and

(iii) the deposit, tabling or production of a copy (including a copy sent by facsimile) of an instrument appointing a proxy or of the power of attorney or other authority under which the instrument is signed.

(i) A vote given in accordance with the terms of an instrument appointing a proxy is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by CRSS by the time and at 1 of the places at which the instrument appointing the proxy is required to be received under rule 8.8(g).

(j) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

(k) A proxy and a Representative for the same Member may attend and take part in a general meeting but, if the proxy votes on any resolution, the Representative is not entitled to vote, and must not vote, as the Member's Representative on the resolution.

9. Directors

9.1 Number and term of Directors

(a) The minimum number of Directors is three and the maximum number of Directors is 12. All directors must be a natural person.

(b) A person may be appointed as a Director of CRSS at any time:

(i) by the Company by resolution at the AGM or a general meeting under rule 9.2; or

(ii) by resolution of the Directors.

(c) If any position on the board of Directors capable of being filled by election is not filled because either:

(i) insufficient nominations have been made under rule 9.2(a); or

(ii) candidates for election are not elected,

such vacancies are to be treated as casual vacancies which may be filled under rule 9.4.

(d) A Director holds office, subject to rule 9.4, for a period of 3 years ending from their date of appointment.

9.2 Nomination of candidates

(a) At least 45 days before an AGM, the Secretary must advise Members entitled to nominate a candidate for election as a Director of that opportunity, providing reasonable details, as they see fit, of any retiring Directors and ongoing Directors.

(b) Any nomination for a potential director proposed by a Member must be accompanied by:

(i) the written consent of the candidate to be a Director;

(ii) an explanation from the nominating Member of the background, expertise and authority of the nominee, which forms the basis for the Member's nomination;

(iii) a biography of the candidate (being no more than 1000 words); and

(iv) any other information the Directors may prescribe from time to time.

(c) Any nomination referred to above must be received by the Secretary no less than 28 days before the relevant AGM or such other time as specified by the Secretary.

9.3 Election

(a) The election of Directors will take place:

(i) by way of resolution of Members present and having the right to vote at the AGM, or

(ii) by ballot in the event that more candidates have been nominated than vacancies exist on the Board,

as determined by the Board.

(b) Any ballot to elect Directors in accordance with this rule 9.3 will be supervised by the Secretary or such other person as may be appointed by the Board to act as returning officer. In the case of an equality of votes for 2 or more candidates for the same position, a further ballot will be taken to determine the successful candidate.

9.4 Casual vacancies

(a) If a vacancy of office of a Director occurs, that vacancy may be filled by a person appointed by the Directors.

(b) The person filling the vacancy holds office only until the next annual general meeting and is then eligible for election by the Members.

9.5 Vacation of office

In addition to the circumstances prescribed by the Corporations Act, the office of a Director becomes vacant if the Director:

(a) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

(b) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors generally;

(c) is convicted on indictment of an offence and the Directors do not within 1 month after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director;

(d) is absent from 2 consecutive meetings of the Directors, without the consent of the Directors, unless at the next meeting of the Directors, the Directors decide otherwise;

(e) in the case of a Director who is elected to that office – the Director ceases to be an officer or employee of his or her nominating Member or the nominating Member of that Director ceases to be a Member;

(f) in the case of a Director who is appointed under rule 9.4, the Director ceases to be an officer or employee of the organisation he or she was engaged or employed by at the time of his or her appointment or a Member of which that Director is an officer or employee ceases to be a Member;

(g) resigns by notice in writing to CRSS;

(h) is removed by a resolution of Members on the basis that the Director has either, in the opinion of those Members voting in favour of that resolution:

    (i) brought, or threatened to bring, CRSS into serious disrepute or caused CRSS serious embarrassment; or

    (ii) caused serious disruption to the smooth and harmonious operations of the Directors or CRSS generally (such conduct being over and above engaging in rigorous debate and expressing dissent at a meeting of the Directors).

9.6 Remuneration and expenses of Directors

(a) CRSS must not remunerate a Director for acting as a Director.

(b) The limitation on remuneration payable to the Directors under rule 9.6(a) does not apply to:

    (i) any amount paid or payable under rule 9.6(c);

    (ii) any amount paid or payable under or in respect of any indemnification or insurance provided or procured in accordance rule 12; or

    (iii) the remuneration to which a Director may be entitled as an employee of the Company or a related body corporate or in a capacity other than as a Director of the Company, in accordance with rule 4(c)(ii).

(c) A Director is entitled to be paid all reasonable travelling expenses properly incurred by that Director in connection with the affairs of CRSS.

9.7 Powers and duties of Directors

(a) The Directors are ultimately responsible for managing the business of CRSS and may exercise to the exclusion of CRSS in general meeting all the powers of CRSS which are not required by the Corporations Act, the ACNC Legislation or by this Constitution to be exercised by CRSS in general meeting.

(b) Without limiting the generality of rule 9.7(a), the Directors may exercise all the powers of CRSS to borrow or otherwise raise money, to charge any property or business of CRSS and to issue debentures or give any other security for a debt, liability or obligation of CRSS or of any other person.

(c) The Directors may determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of CRSS.

(d) The Directors may:

    (i) appoint any person to be an agent or attorney of CRSS for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for such period and upon such conditions as they think fit;

(ii) authorise an agent or attorney to delegate all or any of the powers, discretions and duties vested in the agent or attorney; and

(iii) subject to any contract between CRSS and the relevant agent or attorney and any applicable industrial law, remove or dismiss any agent or attorney of CRSS at any time, with or without cause.

(e) A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the Directors think fit.

(f) Each Director must ensure that he or she is aware of, and complies with, his or her duties as a Director under relevant legislation and the common law, including in particular, the duties set out in governance standard 5 of the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth), which at the time this rule 9.7(f) was approved, were:

(i) to exercise his or her powers and discharge his or her duties with the degree of care and diligence that a reasonable individual would exercise if he or she was a Director;

(ii) to act in good faith in CRSS's best interests and to further the charitable objects of CRSS set out in rule 2;

(iii) not to misuse his or her position as a Director;

(iv) not to misuse information he or she gains in the performance of his or her duties as a Director;

(v) to disclose any perceived or actual material conflicts of interest experienced by him or her;

(vi) to ensure that the financial affairs of CRSS are managed in a responsible manner; and

(vii) not to allow CRSS to operate while insolvent.

(g) Each Director must use all reasonable endeavours to assist CRSS to comply with the ACNC Legislation.

9.8 Proceedings of Directors' Meetings

(a) The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

(b) The Directors should meet at least 4 times in each Financial Year.

(c) The contemporaneous linking together by telephone or other electronic means (allowing reasonable interaction between them) of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors and all the provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.

(d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chair of the meeting provided that at least 1 of the Directors involved was at that place for the duration of the meeting.

9.9 Convening of meetings of Directors

The Chair or any 4 or more Directors may, whenever they think fit, convene a meeting of the Directors.

9.10 Notice of meetings of Directors

(a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice a Director, other than a Director on leave of absence approved by the Directors.

(b) A notice of a meeting of Directors:

(i) must specify the time and place of the meeting;

(ii) should where practicable state the nature of the business to be transacted at the meeting;

(iii) may be given immediately before the meeting; and

(iv) may be given in person or by post, or by telephone, fax or other electronic means.

(c) In the absence of special circumstances, at least 48 hours' notice of a meeting of the Directors should be given.

(d) A Director may waive notice of any meeting of Directors by notifying CRSS to that effect in person or by post, or by telephone, fax or other electronic means.

(e) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:

(i) the non-receipt or failure occurred by accident or error;

(ii) before or after the meeting, the Director:

(A) has waived or waives notice of that meeting under; or

(B) has notified or notifies CRSS of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or

(iii) the Director attended the meeting.

(f) Attendance by a person at a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

9.11 Quorum at meetings of Directors

(a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present during the time the business is dealt with.

(b) Subject to rule 9.11(d)(i) a quorum for a meeting of the Directors is at least half (rounded up if necessary) of the number of Directors in office at the relevant time, present at the meeting.

(c) If a quorum is not present within 15 minutes after the time appointed for a meeting of Directors, the meeting stands adjourned:

(i) to the day, the time and place, that the Directors determine; or

(ii) if no determination is made by the Directors, to the same time on the next day and at the same time and place.

(d) If, at the adjourned meeting, a quorum is not present within 15 minutes after the time appointed for the meeting, then:

(i) 2 Directors constitutes a quorum; or

(ii) otherwise – the meeting is dissolved.

(e) If there is a vacancy in the office of a Director, the remaining Director or Directors may act.

9.12 Chair

(a) The Directors must elect, in a manner determined by the Directors, 1 of the Directors to be Chair of CRSS for a term not exceeding 2 years.

(b) The Chair has such powers and duties as set out in this Constitution and as determined by the Directors.

(c) The Chair must (if present within 10 minutes after the time appointed for the holding of the meeting and willing to act) preside as chair at each meeting of Directors.

(d) If at a meeting of Directors:

(i) there is no Chair;

(ii) the Chair is not present within 10 minutes after the time appointed for the holding of the meeting; or

(iii) the Chair is present within that time but is not willing to act as chair of the meeting,

the Directors present must elect 1 of themselves to chair the meeting.

(e) Despite anything in rule 9.12(e), if the Chair later attends a meeting of Directors, the Chair, provided he or she is willing to act, must take over as chair of the meeting.

(f) If the office of Chair becomes vacant for any reason, the Directors must elect an acting-Chair until the next meeting of the Directors when an item of business of the meeting must be the election of a new Chair.

(g) The election of a Chair under this rule 9.12 will be conducted in such manner as the Directors determine.

9.13 Decisions of Directors

(a) A meeting of Directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.

(b) Questions arising at a meeting of Directors are to be decided by a majority of votes cast by the Directors present and any such decision is for all purposes a determination of the Directors.

(c) Each Director may cast 1 deliberative vote in relation to any matter considered at a meeting of the Directors.

(d) Other than in relation to an election of the Chair under rule 9.12, in the case of an equality of votes upon any proposed resolution the chair of the meeting, in addition to his or her deliberative vote, has a casting vote which the Chair may or may not choose to cast.

9.14 Proxies for Directors

(a) A Director may attend and vote by proxy at a meeting of the Directors if the proxy is a Director, and has been appointed in writing by the appointor.

(b) Such an appointment:

(i) must identify the specific meeting in relation to which the appointment is made;

(ii) must either:

(A) direct the proxy how to vote on specific proposed substantive decisions; or

(B) expressly permit the proxy to vote as the proxy sees fit.

(iii) to be valid, must be provided to the Chair at or before the start of the relevant meeting:

(c) If a Director holds more than 1 appointment as a proxy, he or she may, in relation to any particular proposed substantive decision:

(i) cast his or her own vote in any manner he or she wishes;

(ii) cast any number of votes as a proxy appointed in the manner envisaged by rule 9.14(b)(ii)(A); and

(iii) cast only 1 vote as a proxy appointed in the manner envisaged by rule 9.14(b)(ii)(B).

9.15 Written resolutions

(a) If:

(i) all of the Directors have received reasonable notice of a proposed act, matter, thing or resolution; and

(ii) such number of Directors who are eligible to consider the act, matter, thing or resolution and who together are sufficient to constitute a quorum, assent to a document containing a statement to the effect that the act, matter or thing has been done or resolution has been passed,

then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.

(b) For the purposes of rule 9.15(a):

(i) the meeting is to be taken as having been held on the day on which, and at the time at which, the document was last assented to by one of those Directors constituting that quorum; and

(ii) 2 or more separate documents in identical terms each of which is assented to by 1 or more of the relevant Directors are to be taken as constituting 1 document.

9.16 Committees and the Advisory Council

(a) The Directors may, by making a By-law, establish a committee or committees:

(i) consisting of such number of Directors (if any) as they think fit (but the Chair may not be a member of any financial audit or similar committee);

(ii) consisting of such non-Directors and non-Members as they think fit;

(iii) the chair of which must be a Director unless the relevant By-law requires or allows otherwise;

(iv) with such persons including non-Directors, Supporters and non-Members as observers, as they think fit; and

(v) with such purposes and functions as set out in the By-law.

(b) Any non-Director or non-Member who is a member of a committee may only vote on that committee if the relevant By-law permits.

(c) The Directors may, in the relevant By-law or by resolution, delegate any of their powers to a committee or the Advisory Council.

(d) A committee or the Advisory Council to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

(e) The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee.

9.17 Delegation to individual Directors

(a) The Directors may delegate any of their powers to 1 Director.

(b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

9.18 Validity of acts

An act done by a person acting as a Director or by a meeting of Directors or a committee of Directors attended by a person acting as a Director is not invalidated by reason only of:

(a) a defect in the appointment of the person as a Director;

(b) the person being disqualified to be a Director or having vacated office; or

(c) the person not being entitled to vote,

if that circumstance was not known by the person or the Directors or committee (as the case may be) when the act was done.

10. Secretary

(a) The Directors must appoint 1 or more persons as a company secretary for the purposes of the Corporations Act, at least 1 of which must ordinarily reside in Australia.

(b) In addition to other duties set out in this Constitution, the Secretary must attend all meetings of the Directors and all general meetings and must conduct all correspondence and generally carry out the instructions of the Directors.

11. The CRSS Chief Executive Officer and other executives

11.1 Officers

(a) The Directors may appoint a chief executive officer for CRSS, to be called the CRSS Chief Executive Officer.

(b) The Directors may appoint other officers for CRSS.

11.2 Provisions applicable to all executive officers

(a) A reference in this rule 11.2 to an executive officer is a reference to an officer appointed under rule 11.1(a) or 11.1(b).

(b) The appointment of an executive officer may be for such period, at such remuneration and upon such conditions as the Directors think fit.

(c) Subject to any contract between CRSS and the relevant executive officer and any applicable industrial law, any executive officer of CRSS may be removed or dismissed by the Directors at any time, with or without cause, whether or not the executive officer is also a Director at the time.

(d) The Directors may:

(i) confer on an executive officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Directors) as they think fit;

(ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and

(iii) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.

(e) An act done by a person acting as an executive officer is not invalidated by reason only of:

(i) a defect in the person's appointment as an executive officer; or

(ii) the person being disqualified to be an executive officer,

if that circumstance was not known by the person when the act was done.

12. Indemnity and insurance

12.1 Persons to whom rules 12.2 and 12.5 apply

Rules 12.2 and 12.5 apply to each Official.

12.2 Indemnity

Subject to rule 12.3, CRSS must indemnify each Official on a full indemnity basis and to the full extent permitted by law against all Liabilities incurred by the Official as an Official, including:

(a) a liability for negligence; and

(b) a liability for reasonable legal costs.

12.3 Limit on indemnity

(a) The indemnity in rule 12.2 does not operate in relation to any Liability which:

(i) is a Liability to CRSS or any of its related bodies corporate;

(ii) is a Liability for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act; or

(iii) arises out of conduct of the Official which was not in good faith, or which involves wilful misconduct, gross negligence, reckless misbehaviour or fraud,

provided that this rule 12.3(a) does not apply to a Liability for legal costs.

(b) The indemnity in rule 12.2 does not operate in relation to legal costs incurred by the Official in defending an action for a Liability if the costs are incurred:

(i) in defending or resisting proceedings in which the Official is found to have a Liability referred to in rule 12.3(a);

(ii) in defending or resisting criminal proceedings in which the Official is found guilty;

(iii) in defending or resisting proceedings brought by CRSS or a liquidator for a court order if the grounds for making the order are found by the court to have been established. For the avoidance of doubt, this does not include costs incurred in responding to actions taken by CRSS or a liquidator as part of an investigation before commencing proceedings for the court order; or

(iv) in connection with proceedings for relief to the Official under the Corporations Act in which the court denies the relief.

(c) If there is any appeal in relation to any proceedings referred to in rule 12.3(b), it is the outcome of the final appeal that is relevant for the purposes of rule 12.3(b).

(d) The indemnity in rule 12.2

(i) does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void, unenforceable or not permitted by law; and

(ii) does not operate in respect of any Liability of the Official to the extent that Liability is covered by insurance.

12.4 Extent of indemnity

The indemnity in rule 12.2:

(a) is enforceable without the Official having to first incur any expense or make any payment;

(b) is a continuing obligation and is enforceable by the Official even though the Official may have ceased to be an officer of CRSS or its related bodies corporate or to hold the non-officer position the Official originally held; and

(c) applies to Liabilities incurred both before and after the Adoption Date.

12.5 Insurance

CRSS must, to the extent permitted by law:

(a) purchase and maintain insurance; or

(b) pay or agree to pay a premium for insurance,

for each Official against any Liability incurred by the Official as an Official including a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

12.6 Savings

Nothing in rule 12.2 or 12.5:

(a) affects any other right or remedy that a person to whom those rules apply may have in respect of any Liability referred to in those rules; or

(b) limits the capacity of CRSS to indemnify or provide or pay for insurance for any person to whom those rules do not apply.

12.7 Deed

CRSS may enter into a deed with any Official to give effect to the rights conferred by rules 12.1 to 12.6, or the exercise of a discretion under rules 12.1 to 12.6 on such terms as the Directors think fit which are not inconsistent with rules 12.1. to 12.6.

13. Winding-up

(a) If, on the winding-up or dissolution of CRSS, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a company, fund, institution or authority located anywhere in the world:

(i) which has objects similar to the objects of CRSS; and

(ii) whose constitution prohibits distributions or payments to its members or former members to an extent at least as great as is outlined in rule 4.

(b) The identity of the entity referred to in rule 13(a) must be decided by the Directors, or if the Directors do not wish to decide or do not decide, it must be decided by the Members by ordinary resolution at or before the time of winding-up or dissolution of

CRSS and, if the Members cannot or do not decide, by the Supreme Court of Queensland.

(c) Every Member undertakes to contribute to the property of CRSS in the event of it being wound-up while he, she or it is a Member, or within 1 year after he, she or it ceases to be a Member, for payment of the debts and liabilities of CRSS (contracted before he, she or it ceases to be a Member) and of the costs, charges, and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding $10.

14. Minutes and records

14.1 Minutes of meetings

The Secretary must ensure minutes of proceedings and resolutions of general meetings and of meetings of the Directors (including committees of the Directors) are recorded in Books kept for that purpose, within 1 month after the relevant meeting is held.

14.2 Minutes of resolutions passed without a meeting

The Secretary must ensure that minutes of resolutions passed by Directors (and committees of Directors) without a meeting are recorded in Books kept for the purpose within 1 month after the resolution is passed.

14.3 Signing of minutes

(a) The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or by the chair of the next meeting.

(b) The minutes of the passing of a resolution without a meeting must be signed by a Director within a reasonable time after the resolution is passed.

(c) The signing of minutes by a chair or a Director may occur electronically in any manner permitted by relevant law, which may include signing a printed copy of the document and sending it electronically to CRSS.

14.4 Minutes as evidence

A minute that is recorded and signed under rules 14.1 to 14.3 is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

14.5 Inspection of records

(a) The Directors must ensure the minute Books for general meetings are open for inspection by Members free of charge.

(b) Subject to rule 14.5(a), the Directors may determine whether and to what extent, and at what time and places and under what conditions, the minute Books, financial records and other documents of CRSS or any of them will be open to the inspection of Members (other than Directors).

(c) Without limiting rule 14.5(b), the Directors may make minutes of meetings of Directors available for inspection by Members at such times and at such places as they see fit. The Directors may redact from such minutes confidential information and other content they consider should not be disclosed to Members.

(d) A Member (other than a Director) does not have the right to inspect any Books, records or documents of CRSS except as provided in this Constitution, as provided by law or as authorised by the Directors.

(e) Supporters may inspect the minute Books, financial records and other documents of CRSS as determined by the Directors in the Director's absolute discretion.

14.6 Document retention and archives

The Directors may establish, maintain and administer policies as they see fit for the retention and archiving of the minute Books, financial records and other documents of CRSS, consistent with:

(a) legal requirements;

(b) historical records preservation priorities;

(c) confidentiality restrictions;

(d) privacy considerations; and

(e) other relevant matters.

15. Accounts and audit

15.1 Accounts

CRSS must prepare and deal with such accounts as required under the Corporations Act and the ACNC Legislation.

15.2 Audit

CRSS must appoint a properly qualified financial auditor whose duties will be regulated in accordance with the Corporations Act and the ACNC Legislation.

16. Notices

16.1 Notices by CRSS to Members and Supporters

(a) A notice may be given by CRSS to a Member or Supporter by:

(i) serving it personally at the address of the Member or Supporter, or by sending it by post in a prepaid envelope to, the address as shown in the register of members, or in the case of a Supporter to the address on their application or Renewal Form, or such other address, including email, the Member or Supporter has supplied to CRSS for the giving of notices; or

(ii) making a copy of it accessible electronically on a website of or relating to CRSS.

16.2 Notices by CRSS to Directors

Subject to this Constitution, a notice may be given by CRSS to any Director either by serving it personally at, or by sending it by post in a prepaid envelope to, the Director's usual residential or business address, or email.

16.3 Notices by Members, Supporters or Directors to CRSS

Subject to this Constitution, a notice may be given by a Member, Supporter or Director to CRSS by serving it on CRSS at, or by sending it by post in a prepaid envelope to, the registered office or principal mailing address of CRSS or by sending it to the principal email address of CRSS at its registered office.

16.4 Time of service

Delivery of the notice of deemed to have occurred:

(a) if served personally, when it is delivered to the Member or Supporter or left at the registered address;

(b) if sent by post to an address in Australia, 3 Business Days after it has been sent or if sent via airmail to an address outside of Australia 7 Business Days after it has been sent; or

(c) if sent my email, the day the transmission is sent if it is transmitted before 5:00pm on a Business Day, otherwise the next Business Day unless the sender receives notice of non-delivery in which case the notice is not deemed to have been given.

16.5 Other communications and documents

Rules 17.1 to 17.4 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

17. By-laws

17.1 By-laws are made by the Directors

The Directors may from time to time, in their absolute discretion, make, amend, add to, rescind or replace by-laws concerning any aspect of the membership, governance, management, operation or activities of CRSS including:

(a) any matter this Constitution envisages may be regulated by By-laws; and

(b) any other matter relevant to CRSS that the Directors choose to regulate.

17.2 Conflict between the Constitution and By-laws

To the extent of any conflict between this Constitution and any By-law, this Constitution prevails.

17.3 Effectiveness and promulgation of By-laws

Any By-law made, and any amendment, addition, rescission or replacement:

(a) has effect on and from the date it is made unless otherwise stated in the relevant instrument; and

(b) must be promulgated to those affected, provided that failure to bring it to the attention of any person does not render it or anything done in accordance with it void, voidable or ineffective.

17.4 Enforceability of By-laws

(a) Any By-law:

(i) is as valid and enforceable as if it was repeated in this Constitution; and

(ii) can be enforced by legal action.

(b) A failure by a Director, other officer of CRSS, Member or Supporter to comply with a By-law is deemed to be a failure by that Director, other officer of CRSS, Member or Supporter to comply with this Constitution.

18. Limited Liability

(a) CRSS is a company limited by guarantee and the Liability of its Members is limited to the amount provided in rule 18(b).

(b) Every Member undertakes to contribute an amount not exceeding $10.00 to the property of CRSS in the event that the CRSS is wound up in accordance with rule 13.

(c) For the avoidance of doubt, Supporters are not members and are not liable to contribute any amount if CRSS is wound up.

19. General

19.1 Submission to jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of Queensland, Australia and the Courts which may hear appeals from that Court.

19.2 Prohibition and enforceability

(a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.

(b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.