



United Nations
Educational, Scientific and
Cultural Organization

Intangible
Cultural
Heritage

NGO accreditation

ICH-09 – Form

Reçu CLT / CIH / ITH

Le 02 MAI 2017

N° 0279

REQUEST BY A NON-GOVERNMENTAL ORGANIZATION TO BE ACCREDITED TO PROVIDE ADVISORY SERVICES TO THE COMMITTEE

DEADLINE 30 APRIL 2017

Instructions for completing the request form are available at:

<http://www.unesco.org/culture/ich/en/forms>

1. Name of the organization

1.a. Official name

Please provide the full official name of the organization, in its original language, as it appears in the supporting documentation establishing its legal personality (section 8.b below).

Many Hands International

1.b. Name in English or French

Please provide the name of the organization in English or French.

Many Hands International

2. Contact of the organization

2.a. Address of the organization

Please provide the complete postal address of the organization, as well as additional contact information such as its telephone number, e-mail address, website, etc. This should be the postal address where the organization carries out its business, regardless of where it may be legally domiciled (see section 8).

Organization: Many Hands International

Address: 49 Thomas Street Hampton Victoria 3188 AUSTRALIA

Telephone number: +61 3 9598 0635

E-mail address: contact@manyhands.org.au

Website: www.manyhands.org.au

Other relevant information: Australian Company Number: 134 584 287
Forum ONG Timor-Leste registration #: 185

2.b Contact person for correspondence

Provide the complete name, address and other contact information of the person responsible for correspondence concerning this request.

Title (Ms/Mr, etc.):	Ms
Family name:	Schauble
Given name:	Holly
Institution/position:	Director
Address:	49 Thomas Street Hampton Victoria 3188 AUSTRALIA
Telephone number:	+61 448 336 213
E-mail address:	holly.schauble@manyhands.org.au
Other relevant information:	

3. Country or countries in which the organization is active

Please identify the country or countries in which the organization actively operates. If it operates entirely within one country, please indicate which country. If its activities are international, please indicate whether it operates globally or in one or more regions, and please list the primary countries in which it carries out activities.

<input type="checkbox"/> local
<input type="checkbox"/> national
<input checked="" type="checkbox"/> international (please specify:)
<input type="checkbox"/> worldwide
<input type="checkbox"/> Africa
<input type="checkbox"/> Arab States
<input checked="" type="checkbox"/> Asia & the Pacific
<input type="checkbox"/> Europe & North America
<input type="checkbox"/> Latin America & the Caribbean
Please list the primary country(ies) where it is active:
Timor-Leste

4. Date of its founding or approximate duration of its existence

Please state when the organization came into existence, as it appears in the supporting documentation establishing its legal personality (section 8.b below).

11 December 2008

5. Objectives of the organization

Please describe the objectives for which the organization was established, which should be 'in conformity with the spirit of the Convention' (Criterion C). If the organization's primary objectives are other than safeguarding intangible cultural heritage, please explain how its safeguarding objectives relate to those larger objectives.

Not to exceed 350 words; do not attach additional information

Our vision is a world in which the variety and richness of its myriad cultures is celebrated for the benefit of those cultures' communities and those outside of them.

We seek to make a positive contribution to communities with whom we work by:

- Fostering cultural vitality through supporting cultural maintenance and opportunities for creative expression.
- Improving social cohesion through activities that engender health, well-being and co-operation.
- Stimulating economic development through skills, job and enterprise creation in the arts, crafts and culture-based tourism industries.
- Exemplifying environmental sustainability through sustainable project design and implementation.

MHI takes a cultural assets based approach to community development. We believe that for many communities living in poverty or recovering from violent conflict, rebuilding cultural knowledge and practice is fundamental to achieving community health and wellbeing. We support cultural activities that contribute to cultural, social, civic, economic and environmental well-being. Through participatory and empowering processes, we assist communities to identify their cultural assets and to apply traditional knowledge in new and innovative ways to create economic and social opportunities.

MHI develops and implements projects that contribute to the safeguarding of intangible cultural heritage in Timor-Leste pursuant to its objective of fostering cultural vitality through supporting cultural maintenance and opportunities for creative expression. With support from its Australian Directors and other volunteers, MHI's Timorese staff: record and store ICH; promote community dialogue about ICH and its safeguarding; initiate and support cultural activities that safeguard ICH by incorporating elements in new forms of cultural self-expression, and; support communities to sustainably use ICH for livelihood development.

6. The organization's activities in the field of safeguarding intangible cultural heritage

Sections 6.a to 6.d are the primary place to establish that the NGO satisfies the criterion of having 'proven competence, expertise and experience in safeguarding (as defined in Article 2.3 of the Convention) intangible cultural heritage belonging, inter alia, to one or more specific domains' (Criterion A).

6.a. Domain(s) in which the organization is active

Please tick one or more boxes to indicate the primary domains in which the organization is most active. If its activities involve domains other than those listed, please tick 'other domains' and indicate which domains are concerned.

- oral traditions and expressions
- performing arts
- social practices, rituals and festive events
- knowledge and practices concerning nature and the universe
- traditional craftsmanship
- other domains - please specify:

6.b. Primary safeguarding activities in which the organization is involved

Please tick one or more boxes to indicate the organization's primary safeguarding activities. If its activities involve safeguarding measures not listed here, please tick 'other safeguarding measures' and specify which ones are concerned.

- identification, documentation, research (including inventory-making)
- preservation, protection
- promotion, enhancement
- transmission, formal or non-formal education
- revitalization
- other safeguarding measures – please specify:

6.c. Description of the organization's activities

Organizations requesting accreditation should briefly describe their recent activities and their relevant experience in safeguarding intangible cultural heritage, including those demonstrating the capacities of the organization to provide advisory services to the Committee. Relevant documentation may be submitted, if necessary, under section 8.c below.

Not to exceed 550 words; do not attach additional information

MHI works in close partnership with communities, the State Secretariat for Tourism, Art and Culture (SETAC) and local and international NGOs to safeguard ICH in Timor-Leste, particularly in the district of Lautem. MHI's staff, Directors and volunteers have significant expertise in the cultural and international development sectors, including research and recording of ICH and the safeguarding of ICH through activities in the cultural, social and economic domains.

In 2017, MHI continues to expand the research of (and translate findings from) the Preservation of Endangered Forms of Fataluku Cultural Expression Project, which was funded by the U.S. Ambassadors' Fund For Cultural Preservation. The project used UNESCO-based ICH inventory forms and documents (in written and audiovisual formats) endangered elements of intangible Fataluku cultural expression in the five ICH domains. MHI shares this research through community presentations and its website and YouTube channel. MHI is developing an OMEKA site for its cultural research: this will provide greater ability to store and share current and future cultural heritage research with Timorese and international audiences.

MHI provides ICH safeguarding advice and services to SETAC and other organisations based on our experience in research and project management in cultural heritage. In 2015, MHI was asked by SETAC to step in at short notice to take over the 'Connecting ancient rock art and contemporary cultural expression in Tutuala Project' mapping intangible cultural heritage practices associated with rock art sites using ICH inventory forms. In 2014, MHI partnered with SETAC on the UNESCO-funded project 'Protection and Promotion of Rock Art in the Lautém District: Using Potential World Heritage Sites to Enhance the Livelihoods of Local Communities and Strengthen their Cultural Identity'. MHI's role included working directly with communities and traditional custodians to: consult regarding public access to sites; gather information and local stories that could be used for interpretative signage for the rock art sites based on customary practices and oral traditions, and; co-ordinate workshops for key community members and stakeholders on cultural tourism and preventative conservation in preparation for establishing and promoting rock art tourism in the area.

MHI helps safeguard ICH by providing ongoing opportunities for young people and their communities to learn about, express and form stronger connections to ICH through the programs MHI runs out of the Lautem Cultural Centre (which MHI established with the Government of Timor-Leste in 2013). In the Youth Arts Program, students learn new visual and performing arts skills; they explore elements of ICH with elders and use these elements as inspiration, giving them expression through the creation of new works.

MHI's ability to integrate safeguarding activities across policy domains can be seen in its development of the Lautem Cultural Festival in collaboration with communities throughout the five sub-districts of Lautem in 2013. The festival received funding from AuAID to support the development of an economic base for social and cultural wellbeing, resilience and capacity within the communities of Lautem. The festival's theme was 'Protecting Our Endangered Cultural Heritage' and over 150 performers and craftspeople showcased their talents to an audience of over 4000 Timorese. Performers were asked to present elements of ICH in two different ways: as traditionally expressed and as a new work in a contemporary style. The festival was a great success, providing new cultural knowledge and inspiration to younger and older generations alike.

More information: www.manyhands.org.au/our_activities

6.d. Description of the organization's competence and expertise

Please provide information on the personnel and membership of the organization, describe their competence and expertise in the domain of intangible cultural heritage, in particular those demonstrating the capacities of the organization to provide advisory services to the Committee, and explain how they acquired such competence. Documentation of such competences may be submitted, if necessary, under section 8.c below.

Not to exceed 200 words; do not attach additional information

MHI is governed by a board of three Directors: Holly Schauble, Dr Kim Dunphy and Vincent Ashcroft. Holly is an experienced cultural anthropologist with long standing relationships with communities in Timor-Leste. Kim is a Post-Doctoral Research Fellow at the University of Melbourne; her recent PhD examined the role of arts in social change in Timor-Leste. Holly and Kim are actively involved in mentoring staff and developing, managing and evaluating MHI's programs and projects. Vincent Ashcroft is an economist and former Head of the Australian Aid Program in Timor-Leste.

MHI's four staff are led by Team Leader Nelinha Pereira. Nelinha manages our programs and provides project support. Ildefonso da Silva is a cultural researcher who, through his work with MHI, likely holds the greatest breadth of knowledge about endangered Fataluku ICH of anyone in the world. Youth Arts Officer Cesario Lourdes is a visual artist and educator with expertise in incorporating ICH elements into community arts activities as a means to support transmission of cultural knowledge and practice. Health Promotion Officer Thomas Lopes possesses cultural research skills and is currently developing a cultural approach to preventing tobacco use in Timor-Leste. Further details attached in 8.c.

7. The organization's experiences cooperating with communities, groups and intangible cultural heritage practitioners

The Committee will evaluate whether NGOs requesting accreditation 'cooperate in a spirit of mutual respect with communities, groups and, where appropriate, individuals that create, maintain and transmit intangible cultural heritage' (Criterion D). Please briefly describe such experiences here.

Not to exceed 350 words; do not attach additional information

MHI collaborates closely with communities, groups and individuals that create, maintain and transmit ICH. Our work is conducted in accordance with the principle of Indigenous peoples' rights to maintain, control, protect and develop their intangible heritage. All MHI activities are conducted in accordance with the United Nations Declaration on the Rights of Indigenous Peoples and with respect for international conventions and guidelines, including: the UNESCO (2003) Convention for the Safeguarding of the Intangible Cultural Heritage, The Protection of Traditional Cultural Expressions/Expressions of Folklore: Revised objectives and principles (WIPO 2006a), and; The Protection of Traditional Knowledge: Revised objectives and principles (WIPO 2006b).

MHI believes that communities and individuals have a right to be involved in projects that are

focused upon them and their culture. Projects respond to needs and opportunities identified by MHI staff in collaboration with community members. At the beginning of its projects, MHI identifies the people responsible for the cultural knowledge and/or practices involved and facilitates their direct involvement as appropriate. MHI encourages and supports cultural leaders, community members, community groups and local government to be involved in its work as collaborators and/or advisors. In the development of the Lautem Cultural Festival, MHI consulted broadly with the communities of Lautem and having gained support for the festival, established a 12-member organising committee and several sub-committees, each comprising cultural leaders, local government and community group representatives and ordinary interested community members. MHI built the committees' skills in project and financial management as well as festival programming and staging, and supported them to organise 150 performers and cultural knowledge holders from the five sub-districts of Lautem to showcase their local ICH at the festival. By respecting the communities and their ICH, and by supporting and guiding but not taking ownership, MHI strengthened its community relationships and supported ICH safeguarding.

8. Documentation of the operational capacities of the organization

The Operational Directives require that an organization requesting accreditation submit documentation proving that it possesses the operational capacities listed under Criterion E. Such supporting documents may take various forms, in light of the diverse legal regimes in effect in different States. Submitted documents should be translated whenever possible into English or French if the originals are in another language. Please label supporting documents clearly with the section (8.a, 8.b or 8.c) to which they refer.

8.a. Membership and personnel

Proof of the participation of the members of the organization, as requested under Criterion E (i), may take diverse forms such as a list of directors, list of personnel and statistical information on the quantity and categories of members; a complete membership roster usually need not be submitted.

Please attach supporting documents, labelled 'Section 8.a'.

8.b. Recognized legal personality

If the organization has a charter, articles of incorporation, by-laws or similar establishing documents, a copy should be attached. If, under the applicable domestic law, the organization has a legal personality recognized through some means other than an establishing document (for instance, through a published notice in an official gazette or journal), please provide documentation showing how that legal personality was established.

Please attach supporting documents, labelled 'Section 8.b'.

8.c. Duration of existence and activities

If it is not already indicated clearly from the documentation provided for section 8.b, please submit documentation proving that the organization has existed for at least four years at the time it requests accreditation. Please provide documentation showing that it has carried out appropriate safeguarding activities during that time, including those described above in section 6.c. Supplementary materials such as books, CDs or DVDs, or similar publications cannot be taken into consideration and should not be submitted.

Please attach supporting documents, labelled 'Section 8.c'.

9. Signature

The application must include the name and signature of the person empowered to sign it on behalf of the organization requesting accreditation. Requests without a signature cannot be considered.

Name: Holly Schauble

Title: Ms

Date: 30 April 2017

Signature: 

Section 8.a – Membership and Personnel

Membership

MHI has 19 members and is governed by a board of three Directors elected from the membership.

Members:

Lina Andonovska, Vincent Ashcroft, Angie Bexley, Annette Dunphy, Kim Dunphy, Anne Halloran, Glenda Lasslett, Andrew Lucas, Beatrice Lucas, Lorraine McBride, Lisa Mori, Lucia Pichler, Holly Schauble, Yashian Schauble, Tom Schauble, Cass Spong, Amy Stevenson, Ruth Whittingham and Ambyr Wood.

Directors:

Holly Schauble, Dr Kim Dunphy and Vincent Ashcroft.

Personnel

MHI has four Timorese staff employed in it's program office in Lospalos, Timor-Leste:

Nelinha Pereira, Team Leader

Ildefonso da Silva, Special Projects Officer

Cesario Lourdes, Youth Arts Program Officer

Thomas Lopes, Health Promotion Officer

Reçu CLT / CIH / ITH

Le 02 MAI 2017

N° 0279

BLAKE DAWSON ATTN: CHARLES BAIRD
GPO BOX 4958
MELBOURNE VIC 3001

Remove this section if desired before framing



Certificate of Registration of a Company

This is to certify that

MANY HANDS INTERNATIONAL

Australian Company Number 134 584 277

is a registered company under the Corporations Act 2001 and
is taken to be registered in Victoria.

The company is **limited by guarantee**.

The company is a **public** company.

The day of commencement of registration is
the **eleventh day of December 2008**.

Issued by the
Australian Securities and Investments Commission
on this eleventh day of December, 2008.

A handwritten signature in black ink, appearing to read 'AMDA'.

Anthony Michael D'Aloisio
Chairman



CERTIFICATE

FORUM ONG TIMOR LESTE THE EAST TIMOR NGO FORUM



Caicoli Street Dili, East Timor phone /7422821/7286061, email: dinorah granadeiro@g.mail.com/ www://info-fongtil.com

Date : February, 19th 2010
No. : 03 /F-ONG/II/2010
Subject : Recommendation

Date Issue : February, 19th 2010.
Date Expire : July, 31st 2010

This letter is to certify that the International NGO **Many Hands International (MHI)** has been registered at the FONGTIL, on the **February, 19th 2010**, according to the FONGTIL Constitution. **Its registration number is 185.**

FONGTIL is the only office that registers and keeps an update of the activities of all member NGOs in East Timor, **Holly Schauble (Country Director)** is a member of the organization.

If for any reason and queries please feel free to call me under Ph. 7422821/7328620/7286061 at FONGTIL.



Dinora Granadeiro
Executive Director of FONGTIL

Constitution of Many Hands International

Blake Dawson

Level 39
101 Collins Street
Melbourne VIC 3000
Australia
T 61 3 9679 3000
F 61 3 9679 3111

Reference

TMD BJCK EFB 03 2001 9885 / DJPM JEAK 2001 9929

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Constitution of Many Hands International

1. PRELIMINARY

1.1 Company limited by guarantee

The Company is limited by guarantee and the liability of members is limited as provided in this document.

1.2 Purpose and objects of the Company

The Company is formed for the exclusive purpose of pursuing the charitable purposes and objects set out in this rule 1.2:

- (a) improving the lives of those in communities in developing countries, primarily through supporting such communities to undertake a range of cultural maintenance and economic development projects;
- (b) providing skills development for communities in developing countries in arts, crafts and cultural/eco tourism;
- (c) supporting and developing income generating activities in communities in developing countries;
- (d) facilitating maintenance of the cultural heritage of communities in developing countries; and
- (e) to do all such lawful things as are incidental or conducive to the attainment of any or all of the purposes referred to in paragraphs (a)-(d).

1.3 Application of income and property

Subject to rules 1.4 and 10.1, the Company must apply its income solely towards promoting the objects of the Company as stated in rule 1.2. No part of the Company's income may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members.

1.4 Certain payments allowed

Rule 1.3 does not prevent the payment of reasonable remuneration to any officer or employee of the Company or to any member of the Company or other person in return for service rendered to the Company. In addition rule 1.3 does not prevent the Company paying to a member:

- (a) interest on money lent by the member to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (b) reasonable remuneration for goods supplied by the member to the Company in the ordinary course of business; and
- (c) reasonable rent for premises lent by the member to the Company.

1.5 Replaceable rules

The replaceable rules referred to in section 141 do not apply to the Company and are replaced by the rules set out in this document.

1.6 Definitions

The following definitions apply in this document.

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

Alternate means an alternate Director appointed under rule 4.1.

Appointor in relation to an Alternate, means the Director who appointed the Alternate.

Board means the Directors acting collectively under this document.

Company means the company named at the beginning of this document whatever its name is for the time being.

Director means a person who is, for the time being, a director of the Company including, where appropriate, an Alternate.

Managing Director means a managing director appointed under rule 7.1.

member means a person whose name is entered in the Register as a member of the Company.

ordinary resolution means a resolution passed at a meeting of members by a majority of the votes cast by members entitled to vote on the resolution.

Register means the register of members kept as required by sections 168 and 169.

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

special resolution has the meaning given by section 9.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth), jointly or as applicable.

1.7 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.

- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.
- (j) A word (other than a word defined in rule 1.6) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.
- (k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. MEMBERSHIP

2.1 Membership

Subject to rules 2.3 and 2.4, the members are:

- (a) the initial members named in the application for the Company's registration; and
- (b) any other person the Board admits to membership.

2.2 Limited liability of members

If the Company is wound up each member undertakes to contribute to the assets of the Company up to an amount not exceeding \$1.00 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a person ceases to be a member.

2.3 Resigning as a member

A member may resign from the Company by giving written notice to the Board.

2.4 Expelling a member

- (a) The Board may, by resolution, expel from the Company any member:
 - (i) who does not comply with this document or any by-laws, rules or regulations of the Company; or
 - (ii) whose conduct in the opinion of the Board is prejudicial to the interests of the Company,and remove that member's name from the Register.
- (b) At least 21 days before the Board holds a meeting to expel a member, the Board must give a written notice to the member which states:

- (i) the allegations against the member;
 - (ii) the proposed resolution for the member's expulsion;
 - (iii) that the member has an opportunity at the meeting to address the allegations either orally or in writing; and
 - (iv) that if the member notifies the Secretary in writing at least 48 hours before the meeting, the member may elect to have the question of that member's expulsion dealt with by the Company in general meeting.
- (c) The Company must expel a member and remove the member's name from the Register where:
- (i) a general meeting is held to expel a member; and
 - (ii) a resolution is passed at the meeting by a majority of two-thirds of those present and voting for the member to be expelled. The vote must be taken by ballot.
- (d) A member expelled from the Company does not have any claim on the Company, its funds or property.

3. DIRECTORS

3.1 Number of Directors

The Company must have at least three Directors and, until otherwise decided by ordinary resolution, not more than five Directors.

3.2 Eligibility

A Director need not be a member. Neither the auditor of the Company nor any partner, director or employee of the auditor is eligible to act as a Director.

3.3 Appointment by the Board

Subject to this document, section 201E and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Board may appoint a person to be a Director at any time except during a general meeting. Any Director so appointed automatically retires at the next annual general meeting and is eligible for election by that general meeting.

3.4 Election by general meeting

Subject to this document, section 201E and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Company may elect Directors by ordinary resolution. A Director appointed to replace one removed from office under rule 3.10 must retire when the Director replaced would have been required to retire if not removed and is eligible for re-election.

3.5 Eligible candidates

The Company in general meeting cannot validly elect a person as a Director unless:

- (a) the person retires under rule 3.3, 3.4 or 3.6 and seeks re-election;
- (b) the Board recommends the appointment; or

- (c) at least 30 business days (or any other period fixed by the Board) before the date of the meeting at which election is to occur, the Company receives both:
 - (i) a nomination of the person by three members (other than the person); and
 - (ii) a consent to act as a Director signed by the person.

The Company must notify members of every candidate for election as a Director at least seven days before the relevant general meeting.

3.6 Retirement of Directors

- (a) A Director must retire from office at the third annual general meeting after the Director was elected or last re-elected.
- (b) A Director may elect to retire and seek re-election at an annual general meeting before the time required by rule 3.6(a), provided at least 30 business days (or any other period as the Board may determine) before the annual general meeting the Director has given the Board notice of their intention to do so. If the Director gives such a notice, the Director must then retire from office at the relevant annual general meeting.
- (c) An election of Directors must be held at each annual general meeting. If no election of Directors is scheduled to occur at an annual general meeting under rule 3.3, 3.6(a) or 3.6(b), then one Director must retire from office at the annual general meeting.
- (d) None of rules 3.6(a), 3.6(b) and 3.6(c) applies to a Managing Director and Alternates.
- (e) A Director who retires under this rule 3.6 is eligible for re-election.

3.7 Selection of Directors to retire

Subject to rule 3.4, the Director who retires under rule 3.6(c) is the Director who has held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

3.8 Time of retirement

A Director's retirement under rule 3.3 or 3.6 takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

3.9 Cessation of Director's appointment

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a director;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend (either personally or by an Alternate) three consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;

- (e) resigns by notice in writing to the Company;
- (f) is removed from office under rule 3.10;
- (g) ceases to be eligible to act as a Director under rule 3.2; or
- (h) is a Managing Director and ceases to hold that office.

3.10 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, the Company by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D.

3.11 Too few Directors

If the number of Directors is reduced below the minimum required by rule 3.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of members; and
- (c) in emergencies.

4. ALTERNATE DIRECTORS

4.1 Appointment of Alternates

Subject to rule 3.2, a Director (other than an Alternate) may appoint a person who is approved by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director.

4.2 Notice of Board meetings

If the Appointor requests the Company to give the Alternate notice of Board meetings, the Company must do so. Unless the Appointor has requested it, the Company need not give notice of Board meetings to an Alternate.

4.3 Obligations and entitlements of Alternates

An Alternate:

- (a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;
- (b) if also a Director, has a separate right to vote as Alternate;
- (c) if Alternate for more than one Appointor, has a separate right to vote in place of each Appointor;
- (d) when acting as Alternate, is an officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointor as a Director; and
- (e) with the approval of the Board, is entitled to reasonable travelling, accommodation and other expenses incurred in attending meetings of the Board or of the Company or while otherwise engaged on the business of the Company on the same basis as

other Directors but is not entitled to any other remuneration from the Company (but the Appointor may further remunerate the Alternate).

4.4 Termination of appointment

The Appointor may at any time revoke the appointment of a person as an Alternate whether or not that appointment is for a specified period. Any appointment of an Alternate immediately ceases if:

- (a) the Appointor ceases to be a Director; or
- (b) an event occurs which would cause the Alternate to cease to be a Director under rule 3.9 if the Alternate were a Director.

4.5 Appointments and revocations in writing

The Appointor must appoint, and revoke the appointment of, any Alternate in writing. The appointment or revocation is not effective until a copy is provided to the Company.

5. POWERS OF THE BOARD

5.1 Powers generally

Except as otherwise required by the Act, any other applicable law or this document, the Board:

- (a) has power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the members.

5.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 12; or
- (b) in accordance with a delegation of the power under rule 7 or 8.

6. EXECUTING NEGOTIABLE INSTRUMENTS

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

7. MANAGING DIRECTOR

7.1 Appointment and power of Managing Director

The Board may appoint one or more persons to be a Managing Director either for a specified term (but not for life) or without specifying a term. Subject to this document, a Managing Director has all the duties, and can exercise all the powers and rights, of a Director.

The Board may delegate any of the powers of the Board to a Managing Director:

- (a) on the terms and subject to any restrictions the Board decides; and
 - (b) so as to be concurrent with, or to the exclusion of, the powers of the Board,
- and may revoke the delegation at any time.

This rule does not limit rule 8.

7.2 Retirement and removal of Managing Director

A Managing Director is not:

- (a) subject to automatic retirement under rule 3.3; or
- (b) required to retire under rule 3.6,

but (subject to any contract between the Company and that Managing Director) is otherwise subject to the same rules regarding resignation, removal and retirement from office as the other Directors.

7.3 Termination of appointment of Managing Director

The appointment of a Managing Director terminates if:

- (a) the Managing Director ceases for any reason to be a Director; or
- (b) the Board removes the Managing Director from the office of Managing Director (which, without affecting the rights of the Managing Director under any contract between the Company and the Managing Director, the Board has power to do),

whether or not the appointment was expressed to be for a specified term.

8. DELEGATION OF BOARD POWERS

8.1 Power to delegate

The Board may delegate any of its powers as permitted by section 198D.

8.2 Power to revoke delegation

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

8.3 Terms of delegation

A delegation of powers under rule 8.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

8.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

9. DIRECTORS' DUTIES AND INTERESTS

9.1 Compliance with duties under the Act and general law

Each Director must comply with his or her duties under the Act and under the general law.

9.2 Director can hold other offices etc

A Director may:

- (a) hold any office or place of profit or employment other than that of the Company's auditor or any director or employee of the auditor;
- (b) be a member of any corporation (including the Company) or partnership other than the Company's auditor; or
- (c) be a creditor of any corporation (including the Company) or partnership; or
- (d) enter into any agreement with the Company.

9.3 Disclosure of interests

Each Director must comply with the general law in respect of disclosure of conflicts of interest and with section 191 in respect of disclosure of material personal interests.

9.4 Director interested in a matter

Each Director must comply with section 195 in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest;
- (b) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and
- (d) the Company cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed under section 191, paragraph (c) applies only if it is disclosed before the transaction is entered into.

9.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or

- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

9.6 Obligation of secrecy

Every Director and Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an officer of the Company;
- (b) by the Board or the Company in general meeting; or
- (c) by law.

The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Company.

10. DIRECTORS' REMUNERATION

10.1 Restrictions on payments to Directors

Subject to rule 10.2 and rule 11 the Company must not pay fees or other remuneration to a Director.

10.2 Payments to Directors with Board approval

With the approval of the Board the Company may pay to a Director:

- (a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- (b) reasonable remuneration for any service rendered by the Director to the Company;
- (c) reasonable remuneration where the Director is an employee of the Company and the terms of employment have been approved by the Board;
- (d) interest on money lent by the Director to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (e) reasonable remuneration for goods supplied by the Director to the Company in the ordinary course of business; and
- (f) reasonable rent for premises leased by the Director to the Company.

11. OFFICERS' INDEMNITY AND INSURANCE

11.1 Indemnity

Subject to and so far as permitted by Act, the *Trade Practices Act 1974* (Cth) and any other applicable law:

- (a) the Company must, to the extent the person is not otherwise indemnified, indemnify every officer of the Company and its wholly owned subsidiaries and may indemnify its auditor against a Liability incurred as such an officer or auditor to a person (other than the Company or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Company or subsidiary as

a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and

- (b) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

11.2 Insurance

Subject to the Act and any other applicable law, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

11.3 Former officers

The indemnity in favour of officers under rule 11.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

11.4 Deeds

Subject to the Act, the *Trade Practices Act 1974* (Cth) and any other applicable law, the Company may, without limiting a person's rights under this rule 11, enter into an agreement with a person who is or has been an officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this rule 11 on any terms and conditions that the Board thinks fit.

12. BOARD MEETINGS

12.1 Convening Board meetings

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

12.2 Notice of Board meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to:
- (i) each Director who is in Australia; and
 - (ii) each Alternate in respect of whom the Appointor has given notice under rule 4.2 requiring notice of Board meetings to be given to that Alternate or whose Appointor is not given notice due to being outside Australia; and
- (b) may give that notice orally (including by telephone) or in writing,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

12.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the chairman of the meeting is located.

12.4 Chairing Board meetings

The Board may elect a Director to chair its meetings and decide the period for which that Director holds that office. If there is no chairman of Directors or the chairman is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

12.5 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is two Directors and a quorum must be present for the whole meeting. An Alternate who is also a Director or a person who is an Alternate for more than one Appointor may only be counted once toward a quorum. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors are treated as present.

12.6 Majority decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chairman of a Board meeting does not have a casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

12.7 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

12.8 Written resolution

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

12.9 Additional provisions concerning written resolutions

For the purpose of rule 12.8:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document;
- (b) signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the document;
- (c) signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and

- (d) a facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

12.10 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

13. MEETINGS OF MEMBERS

13.1 Annual general meeting

The Company must hold an annual general meeting as required by section 250N.

13.2 Calling meetings of members

A meeting of members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D or 250N or by order made under section 249G.

13.3 Notice of meeting

Subject to rule 13.4, at least 21 days' written notice of a meeting of members must be given individually to:

- (a) each member (whether or not the member is entitled to vote at the meeting);
- (b) each Director (other than an Alternate); and
- (c) to the auditor.

Subject to any regulation made under section 249LA, the notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

13.4 Short notice

Subject to sections 249H(3) and (4):

- (a) if the Company has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or
- (b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

13.5 Postponement or cancellation

Subject to sections 249D(5) and 250N, the Board may:

- (a) postpone a meeting of members;
- (b) cancel a meeting of members; or
- (c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

13.6 Fresh notice

If a meeting of members is postponed or adjourned for one month or more, the Company must give new notice of the resumed meeting.

13.7 Technology

The Company may hold a meeting of members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

13.8 Accidental omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

14. PROCEEDINGS AT MEETINGS OF MEMBERS

14.1 Member present at meeting

If a member has appointed a proxy or attorney or (in the case of a member which is a body corporate) a representative to act at a meeting of members, that member is taken to be present at a meeting at which the proxy, attorney or representative is present.

14.2 Quorum

The quorum for a meeting of members is three members. Each individual present may only be counted once toward a quorum. If a member has appointed more than one proxy or representative only one of them may be counted towards a quorum.

14.3 Quorum not present

If a quorum is not present within 15 minutes after the time for which a meeting of members is called:

- (a) if called as a result of a request of members under section 249D, the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

14.4 Chairing meetings of members

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of members. If:

- (a) there is no Director who the Board has appointed to chair Board meetings for the time being; or
- (b) the Director appointed to chair Board meetings is not present at the time for which a meeting of members is called or is not willing to chair the meeting,

the members present must elect a member or Director present to chair the meeting.

14.5 Attendance at general meetings

- (a) Every member has the right to attend all meetings of members.
- (b) Every Director has the right to attend and speak at all meetings of members.
- (c) The auditor has the right to attend any meeting of members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

14.6 Adjournment

Subject to rule 13.6, the chairman of a meeting of members at which a quorum is present:

- (a) may; and
- (b) must, if directed by ordinary resolution of the meeting,

adjourn it to another time and place.

14.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

15. PROXIES, ATTORNEYS AND REPRESENTATIVES

15.1 Appointment of proxies

A member may appoint a proxy to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company:

- (a) that complies with section 250A(1); or
- (b) in any other form and mode that is, and is signed or otherwise authenticated by the member in a manner, satisfactory to the Board.

15.2 Member's attorney

A member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of members. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

15.3 Deposit of proxy appointment forms, powers of attorney and proxy appointment authorities

An appointment of a proxy or an attorney is not effective for a particular meeting of members unless:

- (a) in the case of a proxy, the proxy appointment form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

are received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

15.4 Corporate representatives

A member that is a body corporate may appoint an individual to act as its representative at meetings of members as permitted by section 250D.

15.5 Appointment for particular meeting, standing appointment and revocation

A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a member.

15.6 Suspension of proxy or attorney's powers if member present

A proxy or attorney has no power to act for a member at a meeting at which the member is present:

- (a) in the case of an individual, in person; or
- (b) in the case of a body corporate, by representative.

A proxy has no power to act for a member at a meeting at which the member is present by attorney.

15.7 Priority of conflicting appointments of attorney or representative

If more than one attorney or representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (b) subject to rule 15.7(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

15.8 More than one current proxy appointments

An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than one proxy of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

15.9 Continuing authority

An act done at a meeting of members by a proxy, attorney or representative is valid even if, before the act is done, the appointing member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or revokes the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

16. ENTITLEMENT TO VOTE

16.1 Number of votes

Subject to section 250A(4):

- (a) each member has one vote on a show of hands or a poll; and
- (b) a member who is present and entitled to vote and is also a proxy, attorney or representative of another member has one vote on a show of hands.

16.2 Casting vote of chairman

The chairman of a meeting of members does not have a casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

16.3 Voting restrictions

If:

- (a) the Act requires that some members are not to vote on a resolution, or that votes cast by some members be disregarded, in order for the resolution to have an intended effect; and
- (b) the notice of the meeting at which the resolution is proposed states that fact,

those members have no right to vote on that resolution and the Company must not count any votes purported to be cast by those members. If a proxy purports to vote in a way or in circumstances that contravene section 250A(4), on a show of hands the vote is invalid and the Company must not count it and on a poll rule 17.3(c) applies.

16.4 Decision on right to vote

A member or Director may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman, whose decision is final.

17. HOW VOTING IS CARRIED OUT

17.1 Method of voting

A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under rule 17.2 either before or on declaration of the result of

the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

17.2 Demand for a poll

A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:

- (a) at least two members entitled to vote on the resolution; or
- (b) the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

17.3 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;
- (c) votes which section 250A(4) requires to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

18. SECRETARY

18.1 Appointment of Secretary

The Board:

- (a) must appoint at least one individual; and
- (b) may appoint more than one individual,

to be a Secretary either for a specified term or without specifying a term.

18.2 Terms and conditions of office

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

18.3 Cessation of Secretary's appointment

The person automatically ceases to be a Secretary if the person:

- (a) is not permitted by Act (or an order made under the Act) to be a secretary of a company;

- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 18.4.

18.4 Removal from office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

19. MINUTES

19.1 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's members;
- (b) the names of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 8);
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures and notices of Directors' interests,

to be kept in accordance with sections 191, 192 and 251A.

19.2 Minutes as evidence

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

19.3 Inspection of minute books

The Company must allow members to inspect, and provide copies of, the minute books for the meetings of members in accordance with section 251B.

20. COMPANY SEALS

20.1 Common seal

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2).

20.2 Use of seals

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123.

20.3 Fixing seals to documents

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by two Directors;
- (b) by one Director and one Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

21. FINANCIAL REPORTS AND AUDIT

21.1 Company must keep financial records

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared and audited,
- and must allow a Director and the auditor to inspect those records at all reasonable times.

21.2 Financial reporting

The Board must cause the Company to prepare a financial report and a directors' report that comply with Part 2M.3 and must report to members in accordance with section 314 no later than the deadline set by section 315.

21.3 Audit

The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Division 3 of Part 2M.3, Divisions 1 to 6 of Part 2M.4 and sections 1280, 1289, 1299B and 1299C.

21.4 Conclusive reports

Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within three months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

21.5 Inspection of financial records and books

Subject to rule 19.3 and section 247A, a member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by ordinary resolution.

22. AMENDMENTS TO CONSTITUTION

22.1 Amendments must be notified to the Department of Treasury

If the Company is listed by name as a deductible gift recipient in Division 30 of the Tax Act, the Department of Treasury must be notified of any amendments to the Constitution of the Company within 30 days of any such amendment taking effect.

22.2 Amendments must be notified to the Australian Taxation Office

If the Company is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act, the Australian Taxation Office must be notified of any amendments to the Constitution of the Company within 30 days of any such amendment taking effect.

23. REGISTER OF MEMBERS

The Company must set up and maintain a register of members.

In accordance with section 169, the Register must contain the following information:

- (a) the name and address of each member;
- (b) the date on which the entry of the member's name in the Register is made;
- (c) the name and details of each person who stopped being a member within the last seven years;
- (d) the date on which the person stopped being a member; and
- (e) an index of members' names if the Company has more than 50 members and the Register itself is not kept in a form that operates effectively as an index.

24. GIFTS

24.1 Receipts

If the Company is a deductible gift recipient in accordance with Division 30 of the Tax Act, the Company must cause receipts to be issued for donations, gifts, legacies and bequests to the Company in the name of the Company as soon as practicable after receipt. The receipts must comply with the requirements for receipts for gifts set out in section 30-228 of the Tax Act (or such other provision as may be applicable upon any amendment of the relevant legislation).

24.2 Invitation to the public

If the Company is a deductible gift recipient in accordance with Division 30 of the Tax Act, the Company must cause the public to be invited to make donations, gifts, legacies or bequests to the Company for the purposes of the Company.

25. WINDING UP

If the Company is a deductible gift recipient in accordance with Division 30 of the Tax Act and the Company is wound up, the Company must transfer any assets remaining after payment of all losses, liabilities and expenses outstanding, to another organisation that:

- (a) complies with section 150(1);

- (b) is a deductible gift recipient in accordance with Division 30 of the Tax Act; and
- (c) is approved by the Board.

26. REVOCATION OF TAX ENDORSEMENTS

If the Company is a deductible gift recipient in accordance with Division 30 of the Tax Act and the Company ceases to be a deductible gift recipient:

- (a) gifts of money or property for the principal purpose of the Company;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
- (c) money received by the Company because of such gifts and contributions,

shall be transferred to another organisation in Australia which is a deductible gift recipient in accordance with Division 30 of the Tax Act and is approved by the Board.

27. NOTICES

27.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
 - (iii) sent by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

27.2 Overseas members

A member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

27.3 When notice is given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally:
 - (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day;

- (b) if it is sent by fax or electronic message or given under section 249J(3)(cb):
 - (i) by 5.00 pm (local time in the place from which it is sent or given) on a business day – on that day; or
 - (ii) after 5.00 pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day – on the next business day; and
- (c) if it is sent by mail:
 - (i) within Australia – one business day after posting; or
 - (ii) to a place outside Australia – three business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

27.4 Business days

For the purposes of rule 27.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

27.5 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

27.6 Notices to "lost" members

If:

- (a) on two or more consecutive occasions a notice served on a member in accordance with this rule is returned unclaimed or with an indication that the member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a member is not at the address shown in the Register or notified to the Company under rule 27.2,

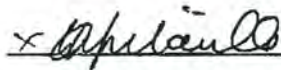
the Company may give effective notice to that member by exhibiting the notice at the Company's registered office for at least 48 hours.

This rule ceases to apply if the member gives the Company notice of a new address.

SIGNED by each person who consents to become a member of the Company with effect from registration as evidence of that person's agreement to the terms of this constitution.

Signature of person who consents to become a member

Signature and address of witness

x 

Holly Schauble


Signature of witness


Name of witness

✓ WILLIAMS & GOLDBY PHARMACY
✓ BORONIA MALL
SHOPPING CENTRE
x 9761 2000

Address of witness

✓ 

Osme Gonsalves


Signature of witness


Name of witness

✓ WILLIAMS & GOLDBY PHARMACY
✓ BORONIA MALL
SHOPPING CENTRE
9761 2000

Address of witness

x 

Yashian Schauble


Signature of witness

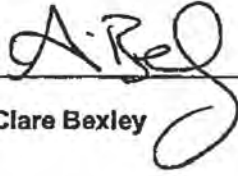
Haydn Brand

Name of witness

Unit 2, 33-35 Hillside St
Springvale 3171

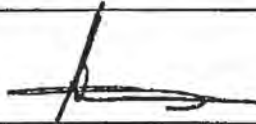
Address of witness

Signature of person who consents to
become a member

x 

Angie Clare Bexley

Signature and address of witness

x 

Signature of witness

x ANTHONY NEWELL

Name of witness

53-73 ALINKA ST

CANBERRA ACT 2601

Address of witness

8.c Duration of Existence and Activities: Supporting Documentation of MHI Membership and Personnel Competence and Expertise

Le 02 MAI 2017

N° 0279

Holly Schäuble, Founding Director

Holly (B.A. Hons Anthropology) is an Australian cultural anthropologist and community development practitioner with experience working in Australia, Timor-Leste and Lao PDR. Holly has worked on a large number of ICH safeguarding projects, first with Indigenous communities in northern Australia and then in Timor-Leste through her work with MHI and as a Community Cultural Development Coordinator with the State Secretariat for Tourism, Arts and Culture. Holly has a sound knowledge of, and long standing relationship with, communities in Timor-Leste and communities of Lautem in particular. Holly currently works as a Researcher with the Cultural Development Network in Melbourne. Her work includes managing an ICH safeguarding research project in an Indigenous community, as well as conducting research projects that support better planning for cultural development outcomes in Australian communities. Holly has also worked as a Research Officer with the United Nations Development Program based in the Lao PDR Department for International Cooperation, and as a Gender and Development/Community Participation advisor for Land Equity International and the Lao PDR Department of Lands.

Dr Kim Dunphy, Director

Kim (B.A. Grad Dip Movement and Dance, M Ed, PhD.) is a Post-Doctoral Research Fellow at the University of Melbourne where she is investigating new ways to understand the outcomes of arts therapy programs internationally. Previously she was the Research Program Manager of the Cultural Development Network where she worked to support creative communities across the country. Kim has an extensive background as an arts manager and arts educator, and has taught performing arts from pre-school to tertiary level. She has published widely on arts in communities, and was the Director of Kita Performing Arts Company, an education and community-focussed company of Asian-Australian performers, between 2002 and 2008. Kim is also a qualified dance movement therapist and the Vice-President of the Dance Movement Therapy Association of Australia. Her recent PhD examined the role of arts in social change in Timor-Leste.

Vincent Ashcroft, Director

Vincent (B.Ec) is an international development specialist currently working in Afghanistan and Indonesia. He has 15 years experience in senior roles in the Australian Public Service. From 2008-2014, Vincent worked for the Australian Agency for International Development (Department of Foreign Affairs and Trade) as Minister Counsellor – Development and Head of the Australian Aid program in Timor-Leste (2011-2014). He was Assistant Director General -Economics, Rural Development and Infrastructure (Canberra, 2010-2011) and Country Economist – Australian Aid Program Indonesia (2008-2010). Prior to that, he worked for the Australian Treasury as Senior Treasury Representative – South East Asia based (Jakarta, 2006-2008) and Director – Budget Policy Division (Canberra, 2003-2006).

Nelinha Pereira, Team Leader

Nelinha studied Public Health at the University of Timor-Leste before working at PLAN International for five years in Hygiene Promotion and as a Youth Trainer and

Mentor. She has worked for MHI since 2012, managing the office and providing program oversight. Nelinha helps manage the logistics of MHI's ICH projects and conducts research when there are gender sensitivities.

Idlefonso da Silva, Special Projects Officer

Ilde is a graduate of the National University of Timor-Leste, where he obtained his degree in Political Science. Since 2012, Ilde has worked at MHI as a cultural researcher and community organiser on a range of ICH projects, including the: Preservation of Endangered Forms of Fataluku Cultural Expression Project; Connecting Ancient Rock Art and Contemporary Cultural Expression in Tutuala Project; Protection and Promotion of Rock Art in the Lautém District: Using Potential World Heritage Sites to Enhance the Livelihoods of Local Communities and Strengthen their Cultural Identity Project; Lautem Cultural Festival; Children's Playground Project. Ilde has been a member of a local cultural performance group and, before working at MHI, ran a training program for local youth. Through his work with MHI, Ilde likely holds the greatest breadth of knowledge about endangered Fataluku ICH in the world.

Cesario Lourdes, Youth Arts Program Officer

Cesario is a talented visual artist and educator who joined MHI after more than a decade of association with Arte Moris school and gallery in Dili. Cesario has been leading the Youth Arts Program at MHI since August 2015. His most recent big work in Lospalos is a giant mural in the main street, which he created with his students from the Youth Arts Program. Cesario has expertise in incorporating ICH elements into community arts activities as a means of supporting transmission and reinvigoration of cultural knowledge and practice.

Thomas Lopes, Health Promotion Officer

Thomas is now an emerging researcher developing a cultural approach to tobacco use prevention. As part of MHI's collaboration with Deakin University to prevent tobacco use in Timor-Leste, Thomas has been responsible for establishing and supporting the National Alliance for Tobacco Use Prevention.