

CONSTITUTION OF The Allergen Bureau Ltd

Australian Company Number (ACN 162 786 389)

Australian Business Number (ABN 94 162 786 389)

A Company limited by guarantee

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Definitions and interpretation

1. Definitions

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Allergen Bureau means The Allergen Bureau Ltd (ACN 94 162 786 389)

Appointed Director means a Director appointed by the Board in accordance with clause 43.4

Auditor means the person appointed for the time being as the auditor of the Allergen Bureau

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

Casual Vacancy Director means a director appointed by the Board in accordance with clause 43.5

Chairperson means a person elected by the Directors as the Allergen Bureau's Chairperson under clause 44

Class means each of the classes of Membership described in clause 12.1

Committee is a committee established by the Board, as described in clause 59, comprising only Directors of the Allergen Bureau

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

Deputy Chairperson means a person elected by the Directors to be the Allergen Bureau's deputy Chairperson under clause 44

Director means a person holding office as a director of the Allergen Bureau including an Appointed Director, Elected Director, and Casual Vacancy Director

Elected Director means a Director nominated and elected by the Full Members in accordance with clause 43.3

Fees means the fees set by the Board from time to time and payable by Members (including the annual renewal fee)
Full Member means a registered business, corporation or other legal entity, eligible for admission under clause 12.2

General Meeting means a meeting of Members and includes the Annual General Meeting, under clause 24

Guarantee means the amount that each Member must contribute to the property of the Allergen Bureau if the Allergen Bureau is wound up, as specified in clause 6

Life Member means a Member appointed by the Board in recognition of having made a significant non-financial contribution to the Allergen Bureau under clause 12.4

Person means an individual and also will include a registered business, corporation or other legal entity

Member means a person who is either a Full or Life Member as referred to in clause 12 who is entered on the Register as a Member and *Membership* has a corresponding meaning

Special Resolution means a resolution:

- (a) of which notice has been given under clause 24, and
- (b) that has been passed by at least 75% of the votes cast by Full Members present and entitled to vote on the resolution.

Subcommittee is a committee established by the Board, as described in clause 59, chaired by a Director of the Allergen Bureau and comprising individuals (who may or may not be representatives of Members) with relevant expertise

Associate Member means a Member as described in clause 12.9 who, for the avoidance of doubt, is not a Member of the Allergen Bureau for the purposes of the Corporations Act

Surplus Assets means any assets of the Allergen Bureau that remain after paying all debts and other liabilities of the Allergen Bureau, including the costs of winding up

2. Reading this constitution with other legislation

- 2.1 The replaceable rules set out in the Corporations Act do not apply to the Allergen Bureau.
- 2.2 The Allergen Bureau is a registered not-for-profit public company limited by guarantee.
- 2.3 The ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.
- 2.4 If the Allergen Bureau is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- 2.5 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

3. Interpretation

- 3.1 In this constitution:
 - (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression;
 - (b) a reference to a word is a reference to that word in the plural and singular;
 - (c) headings are used for convenience only and are not intended to affect the interpretation of this Constitution;
 - (d) any reference to a 'person' will include a corporation or other legal entity;
 - (e) the words 'in writing' and 'written' will include typing, printing, facsimile and email and other modes of representing or reproducing words and figures in a durable visible form;
 - (f) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Preliminary

4. Name of the Allergen Bureau

- 4.1 The name of the Company is The Allergen Bureau Ltd (the Allergen Bureau).

5. Limited liability of Members

- 5.1 The liability of Members is limited to the Guarantee in clause 6.

6. Guarantee

- 6.1 Each Member must contribute the Guarantee (being an amount not more than \$10) to the property of the Allergen Bureau if the Allergen Bureau is wound up while the Member is a Member, or within the Financial Year that they stop being a Member.
- 6.2 This contribution is required to pay for the:
 - (a) debts and liabilities of the Allergen Bureau incurred before the Member stopped being a Member; or
 - (b) costs of winding up.

Charitable purposes and powers

7. Objects

- 7.1 The Allergen Bureau is established with the purpose of improving the health and wellbeing of consumers with food allergy and their carers by ensuring they are provided with correct, transparent food safety allergen information.
- 7.2 To achieve the purpose in clause 7.1, the Allergen Bureau will support all people engaged in the food industry to discuss, advance, and adopt best practice food allergen risk assessment, risk management, and consumer focussed information.
- 7.3 To achieve the purposes in clauses 7.1 and 7.2, subject to clause 7.4 below, the Allergen Bureau is empowered to do anything necessary to advance industry best practice food allergen management, labelling, and consumer-focussed communication for food sold in Australia and other markets.

7.4 For clarity, as a not-for-profit entity, the Allergen Bureau will apply its income and property howsoever derived solely to the promotion of the above purposes.

8. Powers

8.1 Subject to clause 9, the Allergen Bureau has the following powers, which may only be used to carry out its purposes set out in clause 7:

- (a) the powers of an individual; and
- (b) all the powers of the Allergen Bureau provided for under the Corporations Act.

9. Not-for-profit

9.1 The Allergen Bureau must not distribute any income or assets directly or indirectly to its Members, except as provided in clauses 9.2 and 77.

9.2 Clause 9.1 does not stop the Allergen Bureau from doing the following things, provided they are done in good faith:

- (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Allergen Bureau; or
- (b) making a payment to a Member in carrying out the Allergen Bureau's not-for-profit purpose(s).

9.3 Any payment proposed under clause 9.2 must be approved by the board.

10. Amending the constitution

10.1 Subject to clause 10.2, the Members may amend this constitution by passing a Special Resolution.

10.2 The Members must not pass a Special Resolution that amends this constitution, if passing it causes the Allergen Bureau to no longer be a not-for-profit public Company limited by guarantee.

Members

11. Membership

11.1 The Members of the Allergen Bureau will be any Person that the Directors allow to be a Member, in accordance with this constitution.

11.2 The Board may from time to time remove or vary any Membership Classes or create new Classes as it sees fit.

11.3 The Board may determine eligibility criteria and rights and privileges for each Membership Class from time to time as it sees fit.

11.4 In the event that a Member is in a Class that ceases to exist, the Board will determine the relevant Class to which the Member will be transferred, provided that this does not significantly impact the Member's rights and privileges.

12. Classes of Members

12.1 At the adoption of this constitution, the Membership of the Allergen Bureau consists of the following Classes of Members:

- (a) Full Members;
- (b) Life Members; and
- (c) Associate Members.

12.2 A registered business, corporation or other legal entity, will be eligible for admission as a Full Member of the Allergen Bureau if:

- (a) it is involved in the manufacture, preparation, distribution and/or resale of food; or
- (b) it is involved in the testing of food for the presence of food allergens; or
- (c) it is involved in training or consulting to the food industry; and
- (d) the applicant is considered to be a fit and proper person to be admitted as a Member of the Allergen Bureau.

12.3 A Full Member must appoint one individual, being an officer or employee of the Full Member, as its representative for engaging with the Allergen Bureau.

- (a) The appointment of a representative by a Full Member must:
 - (i) be in writing;
 - (ii) include the name of the representative;
 - (iii) be signed on behalf of the Full Member; and
 - (iv) if attending a General Meeting, be given to the Allergen Bureau before the meeting starts.
 - (b) The appointment of a representative under clause 12.3 may be standing (ongoing).
- 12.4 An individual person, but not in this case a registered business, corporation or other legal entity, will be eligible for appointment as a Life Member of the Allergen Bureau.
- (a) The appointment of a Life Member will be determined by the Board at its absolute discretion.
 - (b) Appointment as a Life Member requires a majority of the Board to agree that the nominated individual has made a significant contribution to the Allergen Bureau;
- 12.5 A Life Member has all the rights and privileges of a Full Member, as set out in clause 12.8, barring the right to stand for and hold office unless they satisfy clause 43.3(f) or they are invited to be an Appointed Director under clause 43.4, and may have such other rights as determined by the Board from time to time;
- 12.6 A Life Member will not have any obligation to pay Fees from the time the appointment as a Life Member takes effect;
- 12.7 A Life Member must have their name entered into the register of Members immediately upon appointment by the Board.
- 12.8 Full Members hold full rights as Members of the Allergen Bureau, which include the right to:
- (a) attend all General Meetings of the Allergen Bureau;
 - (b) vote at any General Meeting of the Allergen Bureau and participate in any ballot;
 - (c) stand for and hold office; and
 - (d) such other rights as determined by the Board from time to time.
- 12.9 A person, including a registered business, corporation or other legal entity, who supports the purposes of the Allergen Bureau is eligible to apply to be an Associate Member of the Allergen Bureau.
- (a) An Associate Member does not have a right to speak or vote at a General Meeting of the Allergen Bureau, nor stand for or hold any office in the Allergen Bureau.
 - (b) An incorporated Associate Member must appoint one individual as its representative.
 - (c) The appointment of a representative by an Associate Member must:
 - (i) be in writing;
 - (ii) include the name of the representative;
 - (iii) be signed on behalf of the Associate Member; and
 - (iv) if attending a General Meeting, be given to the Allergen Bureau before the meeting starts.
 - (d) The appointment of a representative under clause 12.9(b) may be standing (ongoing).
 - (e) An Associate Member is not a member for the purposes of the Corporations Act.

13. Register of Members

- 13.1 The Allergen Bureau must establish and maintain a register of Members. The register of Members must contain:
- (a) for each current Member:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices; and
 - (iv) date the Member was entered on to the register.
 - (b) for each person who ceased being a Member in the last seven years:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices; and
 - (iv) dates the Membership started and ended.

- 13.2 The Allergen Bureau must give current Full Members reasonable access to the register of Members.
- 13.3 Information that is accessed from the register of Members must only be used in a manner relevant to the interests or rights of Members, and in accordance with relevant privacy legislation.

14. Membership and Fees

- 14.1 The Board may determine in its absolute discretion the Fee (if any) applying to each Class of Membership as described in clause 12 from time to time.
- 14.2 A Member must pay the Fees as relevant to their Class of Membership as and when they fall due.
- 14.3 A newly appointed Member is not entitled to any of the rights of a Member until the Member has paid all Fees payable.

15. How to become a Member

- 15.1 A registered business or incorporated body or other legal entity may apply to become a Full Member of the Allergen Bureau, and a person or registered business or incorporated body or other legal entity may apply to become an Associate Member, by using such form as the Board may prescribe.
- 15.2 This form must include confirmation that the applicant:
- (a) wants to become a Full Member or an Associate Member;
 - (b) supports the purpose(s) of the Allergen Bureau; and
 - (c) agrees to comply with the Allergen Bureau's constitution, including paying the guarantee under clause 6 if required.

16. Directors decide whether to approve Membership

- 16.1 The Directors, or a person delegated the power to admit Members in accordance with clause 48, may admit any person as a Member if the person is eligible to apply to be a Member, applies in accordance with clause 15 (or clause 16.5 applies), and the person pays any joining fee prescribed by the Directors under clause 14.
- 16.2 An application for Membership must be considered within a reasonable time after the application is received.
- 16.3 If the application for Membership is approved, applicant must as soon as possible be:
- (a) entered into the register of Members; and
 - (b) notified that their application was approved, the Class of Membership, and the date that their Membership started.
- 16.4 If an application for Membership is rejected, the applicant must be notified as soon as possible, but the notification does not have to include reasons.
- 16.5 For the avoidance of doubt, an application for Membership may be approved even if it does not state the matters listed in clause 15.2. In that case, by applying to be a Member, the applicant agrees to those three matters.
- 16.6 Applications for Associate Membership are automatically approved; but the Board may, at any time, revoke this approval should it, in its absolute discretion, consider the membership to be unsuitable.

17. When a person becomes a Member

- 17.1 Other than Life Members, an applicant will become a Member when they are entered on the Register of Members.

18. When a person stops being a Member

- 18.1 A person immediately stops being a Member if they:
- (a) die;
 - (b) are wound up or otherwise dissolved or deregistered, for an incorporated Member;
 - (c) resign, by writing to the secretary (being effective on the date of receipt by the secretary);
 - (d) are expelled under clause 20;
 - (e) fail to pay any amount payable to the Allergen Bureau within 3 months of the amount becoming due and the Board resolves that the Member should stop being a Member;

- (f) have not responded within 3 months to a written request from the secretary that they confirm in writing that they want to remain a Member;
- (g) become an employee of the Allergen Bureau; or
- (h) are convicted of any criminal offence in relation to the Allergen Bureau.

Dispute resolution and disciplinary procedures

19. Dispute resolution

19.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a Member or Director and:

- (a) one or more Members;
- (b) one or more Directors; or
- (c) the Allergen Bureau.

19.2 A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 19 until the disciplinary procedure is completed.

19.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

19.4 If those involved in the dispute do not resolve it under clause 19.3, they must within the following 14 days:

- (a) tell the Directors about the dispute in writing;
- (b) agree or request that a mediator be appointed; and
- (c) attempt in good faith to settle the dispute by mediation.

19.5 The mediator must:

- (a) be chosen by agreement of those involved; or
- (b) where those involved do not agree:
 - (i) for disputes between Members, a person chosen by the Directors; or
 - (ii) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Allergen Bureau has its registered office.

19.6 A mediator chosen by the Directors under clause 19.5(b)(i):

- (a) may be a Member or former Member of the Allergen Bureau;
- (b) must not have a personal interest in the dispute; and
- (c) must not be biased towards or against anyone involved in the dispute.

19.7 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard;
- (b) allow those involved a reasonable chance to review any written statements;
- (c) ensure that those involved are given natural justice; and
- (d) not make a decision on the dispute.

20. Disciplining Members

20.1 In accordance with this clause, the Directors may resolve to warn, suspend, or expel a Member from the Allergen Bureau if the Directors consider that:

- (a) the Member has breached this constitution; or
- (b) the Member by their behaviour is causing, has caused, or is likely to cause harm or detriment to the Allergen Bureau or its reputation.

20.2 At least 14 days before the Directors' meeting at which a resolution under clause 20.1 will be considered, the secretary must notify the Member in writing:

- (a) that the Directors are considering a resolution to warn, suspend or expel the Member;
- (b) that this resolution will be considered at a Directors' meeting and the date of that meeting;
- (c) what the Member is said to have done or not done;
- (d) the nature of the resolution that has been proposed; and
- (e) that the Member may provide an explanation to the Directors, and details of how to do so.

- 20.3 Before the Directors pass any resolution under clause 20.1 the Member must be given a chance to explain or defend themselves by:
- (a) sending the Directors a written explanation before that Directors' meeting; and/or
 - (b) speaking at the meeting.
- 20.4 After considering any explanation provided under clause 20.3 the Directors may:
- (a) take no further action;
 - (b) warn the Member;
 - (c) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (d) expel the Member;
 - (e) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause); or
 - (f) require the matter to be determined at a General Meeting.
- 20.5 The Directors cannot impose a fine on a Member.
- 20.6 The secretary must give written notice to the Member of the decision under clause 20.4 as soon as possible.
- 20.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 20.8 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

General meetings of Members

21. General meetings called by Directors

- 21.1 The Directors may call a General Meeting.
- 21.2 If Members with at least 10% of the votes that may be cast at a General Meeting make a written request to the Allergen Bureau for a General Meeting to be held, the Directors must:
- (a) within 21 days of the Members' request, give all Full Members notice of a General Meeting; and
 - (b) hold the General Meeting within 2 months of the Members' request.
- 21.3 The percentage of votes that Members have (in clause 21.2) is to be worked out as at midnight on the day before the Members request the meeting.
- 21.4 The Members who make the request for a General Meeting must:
- (a) state in the request any resolution to be proposed at the meeting;
 - (b) sign the request; and
 - (c) give the request to the Allergen Bureau.
- 21.5 Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

22. General Meetings called by Members

- 22.1 If the Directors do not call the meeting within 21 days of being requested under clause 22, 50% or more of the Members who made the request may call and arrange to hold a General Meeting.
- 22.2 To call and hold a meeting under clause 22.1, the Members must:
- (a) as far as possible, follow the procedures for General Meetings set out in this constitution;
 - (b) call the meeting using the list of Members on the Allergen Bureau's Member register, which the Allergen Bureau must provide to the Members making the request at no cost; and
 - (c) hold the General Meeting within three months after the request was given to the Allergen Bureau.
- 22.3 The Allergen Bureau must pay the Members who request the General Meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

23. Annual General Meeting

- 23.1 A General Meeting, called the Annual General Meeting, must be held:
- (a) within 18 months after registration of the Allergen Bureau; and
 - (b) after the first Annual General Meeting, at least once in every calendar year.
- 23.2 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:
- (a) a review of the Allergen Bureau's activities;
 - (b) a review of the Allergen Bureau's finances;
 - (c) Auditor's report;
 - (d) the election of Directors; and
 - (e) the appointment of the Auditor.
- 23.3 Before the Annual General Meeting, the Directors must give information to the Full Members on the Allergen Bureau's activities and finances during the period since the last annual General Meeting.
- 23.4 The Chairperson of the Annual General Meeting must give Full Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Allergen Bureau.

24. Notice of General Meetings

- 24.1 Notice of a General Meeting must be given to:
- (a) each Member entitled to vote at the meeting;
 - (b) each Director; and
 - (c) the Auditor.
- 24.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- 24.3 Subject to clause 24.4 notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual General Meeting, all the Members entitled to attend and vote at the annual General Meeting agree beforehand; or
 - (b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 24.4 Notice of a meeting must be provided at least 21 days before a meeting if a resolution will be moved to:
- (a) remove a Director; or
 - (b) appoint a Director in order to replace a Director who was removed.
- 24.5 Notice of a General Meeting must include:
- (a) the place, date, and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business;
 - (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution;
 - (d) a statement that Full Members have the right to appoint proxies and that, if a Full Member appoints a proxy:
 - (i) the proxy does not need to be a Member of the Allergen Bureau;
 - (ii) the proxy form must be delivered to the Allergen Bureau at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (iii) the proxy form must be delivered to the Allergen Bureau at least 48 hours before the meeting.
- 24.6 If a General Meeting is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

25. Quorum at General Meetings

- 25.1 For a General Meeting to be held, at least the lower of ten Full Members or 25% of Full Members who are eligible to vote (a quorum) must be present (in person, by proxy or by representative) for the whole meeting.

- 25.2 When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or the proxy of more than one Full Member).
- 25.3 No business may be conducted at a General Meeting if a quorum is not present.
- 25.4 If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time, and place that the Chairperson specifies. If the Chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week;
 - (b) if the time is not specified – the same time; and
 - (c) if the place is not specified – the same place.
- 25.5 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

26. Auditor

- 26.1 The appointment, removal and remuneration of the Auditor must be decided by resolution of the Board and in accordance with the requirements of the Corporations Act.
- 26.2 The Auditor is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the Auditor in the capacity of Auditor.
- 26.3 The Auditor must be provided with any communications relating to a General Meeting that a Member of the Allergen Bureau is entitled to receive.

27. Observers

- 27.1 The Chairperson of a General Meeting may invite any person who is not a Full Member to attend and address a meeting.

28. Using technology to hold meetings

- 28.1 The Allergen Bureau may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 28.2 Anyone using this technology is taken to be present in person at the meeting.

29. Chairperson for General Meetings

- 29.1 The Elected Chairperson or, in the Elected Chairperson's absence, the Elected Deputy Chairperson, is entitled to chair General Meetings.
- 29.2 The Members present and entitled to vote at a General Meeting may choose a Director or Full Member representative to be the Chairperson for that meeting if:
- (a) there is no Elected Chairperson or Elected Deputy Chairperson; or
 - (b) neither the Elected Chairperson nor the Elected Deputy Chairperson is present within 30 minutes after the starting time set for the meeting; or
 - (c) the Elected Chairperson and/or the Elected Deputy Chairperson are present but say they do not wish to act as Chairperson of the meeting.

30. Role of the Chairperson

- 30.1 The Chairperson is responsible for the conduct of the General Meeting, and for this purpose must give Full Members a reasonable opportunity to make comments and ask questions (including to the Auditor).
- 30.2 The Chairperson does not have a casting vote.

31. Adjournment of meetings

- 31.1 If a quorum is present, a General Meeting must be adjourned if a majority of Full Members present direct the Chairperson to adjourn it.
- 31.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

32. Members' resolutions and statements

- 32.1 Members with at least 25% of the votes that may be cast on a resolution may give:
- (a) written notice to the Allergen Bureau of a resolution they propose to move at a General Meeting (Members' resolution), and/or
 - (b) a written request to the Allergen Bureau that the Allergen Bureau give all of its Full Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (Members' statement).
- 32.2 A notice of a Members' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- 32.3 A request to distribute a Members' statement must set out the statement to be distributed and be signed by the Members making the request.
- 32.4 Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- 32.5 The percentage of votes that Members have (as described in clause 32.1) is to be worked out as at midnight before the request or notice is given to the Allergen Bureau.
- 32.6 If the Allergen Bureau has been given notice of a Members' resolution under clause 32.1(a), the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 32.7 This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.

33. Notice must be given of proposed resolution or statement

- 33.1 If the Allergen Bureau has been given a written request under clause: 32.1b:
- (a) in time to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, it must do so at the Allergen Bureau's cost; or
 - (b) too late to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Allergen Bureau in giving Members notice of the proposed Members' resolution or a copy of the Members' statement. However, at a General Meeting, the Members may pass a resolution that the Allergen Bureau will pay these expenses.
- 33.2 The Allergen Bureau does not need to send the notice of proposed Members' resolution or a copy of the Members' statement to Members if:
- (a) it is more than 1,000 words long;
 - (b) the Directors consider it may be defamatory;
 - (c) clause 33.1(b) applies, and the Members who proposed the resolution or made the request have not paid the Allergen Bureau enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members; or
 - (d) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

34. Circular resolutions of Members

- 34.1 Subject to clause 34.3 the Directors may put a resolution to the Members to pass a resolution without a General Meeting being held (a Members' circular resolution).
- 34.2 The Directors must notify the Auditor as soon as possible that a Members' circular resolution has or will be put to Members, and set out the wording of the resolution.
- 34.3 Member circular resolutions cannot be used:
- (a) for a resolution to remove an Auditor, appoint a Director or remove a Director;

- (b) for passing a Special Resolution; or
 - (c) where the Corporations Act or this constitution requires a meeting to be held.
- 34.4 A Members' circular resolution is taken to be carried if a simple majority of the votes cast agree to the circular resolution, in the manner set out in clause 34.5 or clause 34.6.
- 34.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 34.6 The Allergen Bureau may send a circular resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at General Meetings

35. How many votes a Member has

Each Member entitled to vote has one vote.

36. Questions decided by majority

36.1 Subject to the requirements of the Corporations Act, a resolution, not being a Special Resolution, is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

37. Challenge to Member's right to vote

37.1 A Full Member or the Chairperson may only challenge a person's right to vote at a General Meeting at that meeting.

37.2 If a challenge is made under clause 37.1, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

38. How voting is carried out

38.1 Voting must be conducted and decided by:

- (a) a show of hands;
- (b) a vote in writing; or
- (c) another method chosen by the Chairperson that is fair and reasonable in the circumstances.

38.2 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

38.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.

38.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

39. When and how a vote in writing must be held

39.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) Members present with at least 10% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
- (b) the chairperson.

39.2 A vote in writing must be taken when and how the Chairperson directs unless clause 39.3 applies.

39.3 A vote in writing must be held immediately if it is demanded under clause 39.1:

- (a) for the election of a Chairperson under clause 29.2; or
- (b) to decide whether to adjourn the meeting.

39.4 A demand for a vote in writing may be withdrawn.

40. Appointment of proxy

40.1 A Full Member may appoint a proxy to attend and vote at a General Meeting on their behalf.

40.2 A proxy does not need to be a Member.

40.3 Subject to clause 40.4, a person may only hold one proxy at a meeting.

- 40.4 The meeting Chair may hold multiple proxies.
- 40.5 A proxy shall only be valid so far as the appointed proxy is not an individual who has previously:
- (a) been expelled as a Member or Member representative of the Allergen Bureau; or
 - (b) had their employment at the Allergen Bureau terminated; or
 - (c) been denied Membership of the Allergen Bureau;
- 40.6 A proxy appointed to attend and vote for a Member has the same rights as the Member to:
- (a) speak at the meeting;
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment); and
 - (c) join in to demand a vote in writing under clause 39.1.
- 40.7 An appointment of proxy (proxy form) must be signed by the Member appointing the proxy and must contain:
- (a) the Member's name and address;
 - (b) the proxy's name or the name of the office held by the proxy; and
 - (c) the meeting(s) at which the appointment may be used.
- 40.8 A proxy appointment may be standing (ongoing).
- 40.9 Proxy forms must be received by the Allergen Bureau at the address stated in the notice under clause 26.5(d) or at the Allergen Bureau's registered address at least 48 hours before the meeting to which the appointment of proxy relates.
- 40.10 A proxy does not have the authority to speak and vote on behalf of a Member at a meeting while the Member is at the meeting.
- 40.11 Unless the Allergen Bureau receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:
- (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's appointment; or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 40.12 A proxy appointment may specify the way the proxy must vote on a particular resolution.

41. Voting by proxy

- 41.1 A proxy is entitled to vote on a show of hands.
- 41.2 If a Member is an appointed proxy for another Member, the Member must, on request from the meeting Chair, make clear upon voting which vote is on behalf of the proxy and which vote is on behalf of the Member.
- 41.3 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote; and
 - (b) if the way they must vote is specified on the proxy form, must vote that way.
- 41.4 The Allergen Bureau is not responsible for ensuring that any directions provided in the instrument appointing the proxy or the way in which a proxy is to vote on a particular resolution are complied with, and accordingly is not liable if those directions are not complied with.

Directors

42. Number of Directors

- 42.1 The Allergen Bureau must have at least three and no more than nine Directors.

43. The Board

- 43.1 The Board comprises:
- (a) Elected Directors;
 - (b) Appointed Directors; and
 - (c) Casual Vacancy Directors (if any).

43.2 There must be at any one time:

- (a) a minimum of three and a maximum of five Elected Directors;
- (b) a maximum of four Appointed Directors; and
- (c) a majority of Elected Directors.

43.3 Elected Directors

- (a) The Full Members shall elect a Director by a process that gives the Members as a whole a reasonable opportunity to participate.
- (b) The election process is to be as determined by the Board from time to time, and set out in by-laws made available to the Members.
- (c) The election of Directors may be conducted by postal vote (including by email) of the Full Members.
- (d) The Board must invite nominations for candidates for election as a Director of The Allergen Bureau by written notice before each Annual General Meeting (Nominations Notice).
- (e) Candidates may nominate themselves for election as a Director.
- (f) Every candidate for election as a Director of The Allergen Bureau must:
 - (i) be an officer or employee of a Full Member at the time of the candidate's nomination and at the time of the election of Directors;
 - (ii) be supported in writing by the Full Member referred to in clause 43.3(f)(i);
 - (iii) be supported in writing by at least one other Full Member;
 - (iv) give the Allergen Bureau their signed consent to act as a Director of the Allergen Bureau; and
 - (v) be eligible to be a Director under the Corporations Act or the ACNC Act.

43.4 Appointed Directors

- (a) The Directors may appoint a person as an Appointed Director if that person:
 - (i) gives the Allergen Bureau their signed consent to act as a Director of the Allergen Bureau; and
 - (ii) is eligible to be a director under the Corporations Act or the ACNC Act.

43.5 Casual Vacancy Directors

- (a) The Directors may appoint a person as a Director to fill a casual vacancy created by the departure of an Elected Director if that person:
 - (i) is an individual and an officer or employee of a Full Member of the Allergen Bureau; and
 - (ii) gives the Allergen Bureau their signed consent to act as a Director of the Allergen Bureau; and
 - (iii) is eligible to be a director under the Corporations Act or the ACNC Act.
- (b) A Casual Vacancy Director is to be considered an Elected Director for the purposes of clause 43.2(a).
- (c) A Casual Vacancy Director will hold office in that role until the AGM subsequent to appointment.

43.6 If the number of Elected Directors is reduced to fewer than three, or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Elected Directors to three (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.

44. Election of Office Bearers

44.1 At the first meeting of the Board after the Annual General Meeting, the Directors must elect a Director as the Chairperson and a Director as the Deputy Chairperson.

44.2 The Chairperson and the Deputy Chairperson will hold office until the conclusion of the following Annual General Meeting, except as specified under clause 44.3.

44.3 The Chairperson and the Deputy Chairperson will cease to hold their positions if they:

- (a) resign;
- (b) cease to be a Director; or
- (c) are removed from that position by a resolution of the Board passed by two thirds of those eligible to vote.

45. Term of office

- 45.1 At each Annual General Meeting, the following Directors must retire:
- (a) any Elected Director for whom this Annual General Meeting will be the third annual General Meeting since their appointment;
 - (b) any Appointed Director for whom this Annual General Meeting will be the third annual General Meeting since their appointment;
 - (c) any Casual Vacancy Director appointed under clause 43.5; and
 - (d) at least one third of the Directors.
- 45.2 In calculating the one third of the Board to retire under clause 45.1:
- (a) a Casual Vacancy Director retiring at the Annual General Meeting will be included as a retirement, as will the resignation of any Appointed Director prior to the Annual General Meeting who has not been replaced;
 - (b) the Directors who must retire at each Annual General Meeting under clause 45.1 will be the Directors who have been longest in office since last being elected or appointed;
 - (c) where Directors were elected or appointed on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise.
- 45.3 Other than a Casual Vacancy Director appointed under clause 43.5:
- (a) an Elected Director's term of office starts at the end of the Annual General Meeting at which they are elected; and
 - (b) an Appointed Director's term of office starts on the date of their appointment under clause 43.4 45.4, and ends at the end of the Annual General Meeting at which they retire.
- 45.4 Each Director must retire at least once every three years.
- 45.5 Subject to clause 45.8, an Elected Director or Casual Vacancy Director who retires under clause 45.1 may nominate for election or re-election under clause 43.3 or for appointment or re-appointment under clause 43.445.4.
- 45.6 Subject to clause 45.8, an Appointed Director who retires under clause 45.1 may nominate to be re-appointed under clause 43.4 or for election or re-election under clause 43.345.3.
- 45.7 A Director must not hold office for a period of more than nine continuous years unless any subsequent appointment after the nine year period is approved by a Special Resolution at a General Meeting.
- 45.8 A Director holding office at the time of the adoption of this constitution shall be taken to have been appointed as at the time the adoption of this constitution becomes effective.

46. When a Director stops being a Director

- 46.1 A Director stops being a Director if they:
- (a) give written notice of resignation as a Director to the Allergen Bureau;
 - (b) die;
 - (c) are removed as a Director by a resolution of the Members;
 - (d) stop being an officer or employee of a Member of the Allergen Bureau, subject to clause 46.2;
 - (e) are absent for 3 consecutive Directors' meetings without approval from the Board;
 - (f) become ineligible to be a Director of the Allergen Bureau under the Corporations Act or the ACNC Act.
- 46.2 If an Elected Director stops being an officer or employee of a Full Member of the Allergen Bureau, then the Board may, at its absolute discretion, invite that Elected Director to retain their role as a Director until the next Annual General Meeting of the Allergen Bureau. For the avoidance of doubt, an Elected Director that retains their role under this clause is, for the purposes of clause 43.2, considered to be an Elected Director.

Powers of Directors

47. Powers of Directors

- 47.1 The Directors are responsible for managing and directing the activities of the Allergen Bureau to achieve the purpose(s) set out in clause 7.
- 47.2 The Directors may use all the powers of the Allergen Bureau except for powers that, under the Corporations Act or this constitution, may only be used by Members.

- 47.3 The Directors must decide on the responsible financial management of the Allergen Bureau including:
- (a) any suitable written delegations of power under clause 48; and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 47.4 The Directors cannot remove an Elected Director or a Casual Vacancy Director. Elected Directors and Casual Vacancy Directors may only be removed by a Members' resolution at a General Meeting in accordance with this Constitution.
- 47.5 Elected Directors may resolve to remove an Appointed Director pursuant to clause 43.2(c).

48. Delegation of Directors' powers

- 48.1 The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the Allergen Bureau (such as a Chief Executive Officer (CEO)) or any other person, as they consider appropriate.
- 48.2 The delegation must be formally recorded.

49. Payments to Directors

- 49.1 The Allergen Bureau must not pay fees to a Director for acting as a Director or provide a Director with any other remuneration.
- 49.2 The Allergen Bureau may:
- (a) pay a Director for work they do for the Allergen Bureau, other than as a Director, if the amount is no more than a reasonable fee for the work done; and
 - (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Allergen Bureau.
- 49.3 Any payment made under clause 49.2 must be approved by the Directors.
- 49.4 The Allergen Bureau may pay premiums for insurance indemnifying Directors and Officers, as allowed for by law (including the Corporations Act) and this constitution.

50. Duties of Directors

- 50.1 The Directors must comply with their duties as Directors under legislation and common law, and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Allergen Bureau;
 - (b) to act in good faith in the best interests of the Allergen Bureau and to further the charitable purpose(s) of the Allergen Bureau set out in clause 7;
 - (c) not to misuse their position as a Director;
 - (d) not to misuse information they gain in their role as a Director;
 - (e) to disclose any perceived or actual material conflicts of interest as set out in clause 51;
 - (f) to ensure that the financial affairs of the Allergen Bureau are managed responsibly; and
 - (g) not to allow the Allergen Bureau to operate while it is insolvent.

51. Conflicts of interest

- 51.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):
- (a) to the other Directors; or
 - (b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.
- 51.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 51.3 Each Director with a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clause 51.4:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.

- 51.4 At the Board's absolute discretion, a Director may still be present and vote if:
- (a) their interest arises because they are a representative of a Full Member of the Allergen Bureau, and other Full Members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Allergen Bureau (see clause 74);
 - (c) their interest relates to a payment by the Allergen Bureau under clause 73 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Allergen Bureau; and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

Directors' meetings

52. When the Directors meet

52.1 The Directors may decide how often, where, and when they meet.

53. Calling Directors' meetings

53.1 A Director may call a Directors' meeting by giving reasonable notice to all of the other Directors.

53.2 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

54. Chairperson for Directors' meetings

54.1 The Chairperson is entitled to chair Directors' meetings. The Deputy Chairperson is entitled to chair a Directors' meeting in the absence of the Chairperson.

54.2 The Directors at a Directors' meeting may choose a Director to be the Chairperson for that meeting if neither the Elected Chairperson nor the Elected Deputy Chairperson is:

- (a) present within 30 minutes after the starting time set for the meeting; or
- (b) present and willing to act as Chairperson of the meeting.

55. Quorum at Directors' meetings

55.1 Unless the Directors determine otherwise, the quorum for a Directors' meeting is a majority (more than 50%) of Directors.

55.2 A quorum must be present for the whole Directors' meeting.

56. Using technology to hold Directors' meetings

56.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.

56.2 The Directors' agreement may be a standing (ongoing) one.

56.3 A Director may only withdraw their consent within a reasonable period before the meeting.

57. Passing Directors' resolutions

57.1 A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution. In the case of an equality of votes, the Chairperson will have a second or casting vote.

58. Circular resolutions of Directors

58.1 The Directors may pass a circular resolution without a Directors' meeting being held.

58.2 A circular resolution is passed if, following a reasonable period of time from the circulation of the resolution to Directors, a majority of the Directors entitled to vote on the resolution, other than any who are uncontactable during this period of time, sign or otherwise agree to the resolution in the manner set out in clause 58.3 or clause 58.4.

- 58.3 Each Director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 58.4 The Allergen Bureau may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 58.5 A circular resolution is passed when a majority of the required Directors sign or otherwise agree to the resolution in the manner set out in clause 58.3 or clause 58.4.

Committees and Subcommittees

59. Committees and Subcommittees

- 59.1 The Board may establish or dissolve such Committees and Subcommittees as it considers appropriate to pursue the objects and purposes of the Allergen Bureau in Clause 7.
- 59.2 Committees and Subcommittees can be either Standing or *Ad hoc*.
- 59.3 The Board will determine the membership and terms of reference of any Committee or Subcommittee.
- 59.4 Notwithstanding the provisions of clause 59.1, the Board must establish a standing Audit Committee.

60. Delegation of Powers to Committees and Subcommittees

- 60.1 The Board may delegate any of its powers (which powers may be delegated so as to be concurrent with, or to the exclusion of, the powers of the Board) to a Committee or Subcommittee.
- 60.2 A Committee or Subcommittee must exercise the powers delegated to it in accordance with any directions of the Board; and
- 60.3 A power so delegated when exercised by a Committee or Subcommittee is treated as exercised by the Board.

63. Operation of Committees and Subcommittees

- 63.1 To the greatest extent practicable, meetings and procedures of Committees and Subcommittees are governed by the provisions of this Constitution and any by-laws which regulate meetings and procedures of the Board.
- 63.2 The Board shall make (and may amend, repeal or substitute) such other by-laws as it considers appropriate in relation to the operation of Committees and Subcommittees, including, but not limited to:
- (a) functions and powers;
 - (b) tenure of members; and
 - (c) conduct of meetings (including how meetings are called).
- 63.3 Only Directors of the Board shall be eligible to serve as members of a Committee.
- 63.4 Members of Subcommittees need not be Members of the Allergen Bureau.
- 63.5 Employees of the Allergen Bureau are not eligible to be members of a Committee or Subcommittee, but may provide secretariat or advisory input as directed by the CEO.

Secretary

64. Appointment and role of secretary

- 64.1 The Allergen Bureau must have at least one secretary, who may also be a Director.
- 64.2 A secretary must be appointed by the Directors (after giving the Allergen Bureau their signed consent to act as secretary of the Allergen Bureau) and may be removed by the Directors.

- 64.3 The Directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 64.4 The role of the secretary includes responsibility for maintaining:
- (a) a register of the Allergen Bureau's Members; and
 - (b) minutes and other records of General Meetings (including notices of meetings), Directors' meetings and circular resolutions.

Minutes and records

65. Minutes and records

- 65.1 The Allergen Bureau must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of General Meetings;
 - (b) minutes of circular resolutions of Members;
 - (c) a copy of a notice of each General Meeting; and
 - (d) a copy of a Members' statement distributed to Members.
- 65.2 The Allergen Bureau must, within one month, make and keep the following:
- (a) minutes of proceedings and resolutions of Directors' meetings;
 - (b) records of proceedings of any Board Committee meetings; and
 - (c) minutes of circular resolutions of Directors.
- 65.3 To allow Members to inspect the Allergen Bureau's records:
- (a) the Allergen Bureau must give a Member reasonable access to the records set out in clause 65.1; and
 - (b) the Directors may authorise a Member to inspect other records of the Allergen Bureau, including records referred to in clauses 65.2 and 66.
- 65.4 The Directors must ensure that minutes of a General Meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
- (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next meeting.
- 65.5 The Directors must ensure that minutes of the passing of a circular resolution (of Members or Directors) are signed by a Director within a reasonable time after the resolution is passed.

66. Financial and related records

- 66.1 The Allergen Bureau must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 66.2 The Allergen Bureau must also keep written records that correctly record its operations.
- 66.3 The Allergen Bureau must retain these records for at least seven years.
- 66.4 The Directors must take reasonable steps to ensure that the Allergen Bureau's records are kept safe.

67. Execution of documents

- 67.1 The Allergen Bureau may execute a document in any way permitted by the Corporations Act.

By-laws

68. By-laws

- 68.1 The Directors may pass a resolution to make by-laws to give effect to this constitution.
- 68.2 Members and Directors must comply with by-laws as if they were part of this constitution.

Notice

69. Notice to the Allergen Bureau

- 69.1 Written notice or any communication under this constitution may be given to the Allergen Bureau, the Directors, or the secretary by:

- (a) delivering it to the Allergen Bureau's registered office;
- (b) posting it to the Allergen Bureau's registered office or to another address chosen by the Allergen Bureau for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the Allergen Bureau to the Members as the Allergen Bureau's email address or other electronic address; or

70. Notice to Members

70.1 Written notice or any communication under this constitution may be given to a Member:

- (a) in person;
- (b) by posting it to, or leaving it at the address of the Member in the register of Members or an alternative address (if any) nominated by the Member for service of notices;
- (c) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any);
- (d) sending it to the fax number nominated by the Member as an alternative address for service of notices (if any); or
- (e) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

70.2 If the Allergen Bureau does not have an address for the Member, the Allergen Bureau is not required to give notice in person.

71. When notice is taken to be given

71.1 A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the seventh day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax, or other electronic method, is taken to be given on the business day after it is sent;
- (d) given under clause 70.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

72. Allergen Bureau's financial year

72.1 The Allergen Bureau's financial year is from 1 July to 30 June, unless the Directors pass a resolution to change the financial year.

Indemnity, insurance, and access

73. Indemnity

73.1 The Allergen Bureau indemnifies each officer of the Allergen Bureau out of the assets of the Allergen Bureau, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Allergen Bureau.

73.2 In this clause, 'officer' means a Director, secretary or CEO and includes a Director, secretary or CEO after they have ceased to hold that office.

73.3 In this clause, 'to the relevant extent' means:

- (a) to the extent that the Allergen Bureau is not precluded by law (including the Corporations Act) from doing so; and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

73.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Allergen Bureau.

74. Insurance

To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Allergen Bureau may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Allergen Bureau against any liability incurred by the person as an officer of the Allergen Bureau.

75. Directors' access to documents

75.1 A Director has a right of access to the financial records of the Allergen Bureau at all reasonable times.

75.2 If the Directors agree, the Allergen Bureau must give a Director or former Director access to:

- (a) certain documents, including documents provided for or available to the Directors, and
- (b) any other documents referred to in those documents.

Winding up

76. Surplus Assets not to be distributed to Members

76.1 If the Allergen Bureau is wound up, any Surplus Assets must not be distributed to a Member or a former Member of the Allergen Bureau, unless that Member or former Member is a charity described in clause 77.1.

77. Distribution of Surplus Assets

77.1 Subject to the Corporations Act and any other applicable Act and any court order, any Surplus Assets that remain after the Allergen Bureau is wound up must be distributed to one or more not for profit incorporated body(ies):

- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 7;
- (b) registered as a Deductible Gift Recipient; and
- (c) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Allergen Bureau.

77.2 The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision, the Allergen Bureau may apply to the Supreme Court to make this decision.

<end>