Dated 20th November 2025

CONSTITUTION OF THE ACADEMY OF INTERACTIVE ENTERTAINMENT LIMITED A Company Limited by Guarantee

This is the document referred to in the minutes of general meeting of the Academy of Interactive Entertainment:

SIGNED by **JOHN DE MARGHERITI**

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Constitution

Of

THE ACADEMY OF INTERACTIVE ENTERTAINMENT LIMITED

A Company Limited by Guarantee

1 Preliminary

Definitions

1.1 The following words have these meanings in this Constitution unless the contrary intention appears.

Academy means The Academy of Interactive Entertainment Limited.

Alternate Director means a person appointed as an alternate director under Article 13.

Articles means this Constitution of association as altered or added to from time to time and a reference to a provision of this Constitution is a reference to that provision as altered or added to from time to time.

Auditor means the auditor for the time being of the Academy.

Chairman means the chairman of the board of Directors of the Academy and **Deputy Chairman** means the deputy chairman of the board of Directors of the Academy appointed under Article 11.

Committee means any committee constituted under Article 11.13.

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

Director means a director of the Academy, and where appropriate includes an Alternate Director.

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

Executive Director means a person appointed as executive director under Article 12.

Financial Year means a year starting on 1 July and ending on the following 30 June.

Higher Education Course means a course of study leading to a Higher Education Award.

Higher Education Award has the meaning given in the *Tertiary Education Quality and Standards Agency Act 2011* (Cth).

Industry
means (individually and collectively) the interactive entertainment, film, communications and technology industries

Member means a member of the Academy.

Memorandum means the memorandum of association of the Academy.

Registered Office means the registered office for the time being of the Academy.

Representative means a representative appointed by a Member under section 250D.

Seal means the common seal of the Academy and any official seal of the Academy.

Secretary means a person appointed as a secretary of the Academy, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Academy.

Subscribers means the persons who have consented to be the first members of the Academy as listed at the end of this Constitution.

Interpretation

1.2 In this Constitution unless the contrary intention appears:

(a) the word person includes a firm, a body corporate, an unincorporated association and an authority;

(b) the singular includes the plural and vice versa;

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

(d) a reference to writing includes typewriting, printing, telex, telegram, fax and other modes of representing or reproducing words or numbers in a visible form;

(e) a reference to an article is a reference to one of the Articles;

(f) a reference to a section is a reference to a section of the Corporations Act;

(g) a reference to the Corporations Act or to a provision of the Corporations Act, means the Corporations Act or that provision as amended from time to time, or any statute, code or provision enacted in its place, and includes regulations and other instruments under it; and

(h) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context.

1.3 Headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.4 Powers conferred on the Academy, the Directors, a Committee of Directors, a Director or a Member may be exercised at any time and from time to time.

Replaceable rules not to apply

1.5 The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and no not apply to the Academy.

2 Objects and powers of the Academy

2.1 The principal object of the Academy is:

(a) to provide accredited public access courses and programs, including Higher Education courses, relating to the Industry, including courses in 3D animation, computer programming, game design, music, film production, film post-production, visual effects and special effects, artificial intelligence, project management and entrepreneurship; and

(b) to advance education and foster creativity for the benefit of the wider community.

2.2 The Academy has all powers necessary or convenient to achieve the objects, including the power to:

(a) offer advanced learning opportunities that encourage innovation and entrepreneurship within an educational framework;

(b) undertake research projects that contribute to academic knowledge and enhance teaching quality;

(c) form alliances with other institutions, both in Australia and internationally, to promote and develop educational opportunities;

(d) provide educational support services such that enhance learning and foster creativity, including networking opportunities, mentoring, guidance, and assistance in transitioning to professional practice; and

(e) provide residential accommodation to students, graduates, staff and to support access to education.

2A Distribution of Income

2A.1 The profits (if any) or other income and the property of the Academy, however derived, must be applied solely towards the promotion of the objects of the Academy as set out in this Constitution, and no part of those profits or that income or property may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members of the Academy.

2A.2 Article **2A**.1 does not prevent the payment in good faith to an officer or Member of the Academy, or to a firm of which an officer or Member is a partner:

(a) of remuneration for:

(i) services rendered to the Academy; or

(ii) goods supplied to the Academy in the ordinary course of business; or

(b) of interest at a rate not exceeding the rate for the time being fixed for the purposes of this Article **2A** by the Directors on money borrowed by the Academy from an officer or Member of the Academy; or

(c) of reasonable rent for premises made available to the Academy by an officer or Member of the Academy.

3 Membership and liability of Members

Becoming a Member

3.1 The Subscribers are the first Members.

3.2 The Directors may admit any person as a Member by unanimous resolution of the Directors and the person agreeing to be bound by this Constitution.

Ceasing to be a Member

3.3 A Member ceases to be a Member on:

(a) resignation;

(b) death;

(c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;

(d) becoming a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

(e) if a corporation, being dissolved or otherwise ceasing to exist or , having a liquidator or provisional liquidator appointed to it; or

(f) the Directors terminating the person's membership in accordance with this Constitution.

Resignation

3.4 A Member may by notice in writing to the Academy resign membership with immediate effect or with effect from a specified date occurring not more than six months after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Academy at the date of resignation, in addition to any sum for which the Member is liable as a Member under Article 3.8.

Termination

3.5 The Directors may by notice in writing to the Member terminate the membership of any Member with immediate effect or with effect from a specified date occurring not more than six months after service of the notice.

Classes of Members

3.6 Subject to this Constitution and the Corporations Act the Directors may:

(a) establish any new class of Members and prescribe the qualifications, rights, restrictions and obligations of Members in that class; and

(b) vary or abrogate the qualifications, rights, restrictions or obligations of Members in any new or existing class, with the consent in writing of three quarters of those Members, or with the sanction of a special resolution passed at a separate meeting of those Members, and the provisions of this Constitution relating to general meetings apply so far as they are capable of application and with the necessary changes to every such separate meeting.

Liability of Members

3.7 The liability of Members is limited.

3.8 Each Member undertakes to contribute to the Academy's property, if the Academy is wound up while the person or entity is a Member or within one year after the person or entity has ceased to be a Member, for payment of the Academy's debts and liabilities contracted before the person or entity ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding $10.00.

4 General meetings

Power to convene general meeting

4.1 Annual general meetings of the Academy must be held in accordance with the Corporations Act.

4.2 The Directors may convene and arrange to hold a general meeting of the Academy whenever they think fit, and must do so if required to do so under the Corporations Act.

4.2A If at any time there are not sufficient Directors capable of acting to form a quorum, a Director or any two or more Members may convene a general meeting of the Academy at the cost of the Academy.

Use of technology at general meetings

4.3A The Academy 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.

Notice of general meeting

4.3 Notice of a general meeting must be given in accordance with this Article 4.3 and Articles 4.4 and 18, and the Corporations Act. Subject to the provisions of the Corporations Act as to short notice, not less than 14 days notice of a general meeting, or in the case of a general meeting convened to consider a special resolution, not less than 21 days notice, must be given in writing to each Member.

4.4 A notice convening a meeting of the Academy or of any class of Members must specify:

(a) the place, day and hour of the meeting; and

(b) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting; and

(c) if the meeting is called to consider special business, the general nature of the special business to be dealt with at the meeting and there must appear in it with reasonable prominence a statement that:

(i) a Member entitled to attend and vote is entitled to appoint a proxy; and

(ii) a proxy must not be a Member.

Auditor's and Directors' rights to attend general meetings

4.5 The Auditor or an agent authorised by the Auditor in writing for the purpose is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns the Auditor in that capacity, and is entitled to be

heard notwithstanding that the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.

4.6 A Director is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting.

Cancellation or postponement of general meeting

4.7 Where a general meeting (including an annual general meeting) is convened by the Directors, they may, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. The Directors may at their discretion give notice of cancellation or postponement in accordance with Article 4.8; not giving notice does not affect the validity of the cancellation or postponement.

4.8 If the Directors elect to give notice of cancellation or postponement under Article 4.7, the notice of cancellation or postponement must be given to all persons entitled to receive notices of general meetings and must specify the reason for the cancellation or postponement.

4.9 A notice postponing the holding of a general meeting must specify:

(a) a date and time for the holding of the postponed meeting;

(b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the postponed meeting; and

(c) if the postponed meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the postponed meeting.

4.10 The number of days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the meeting may not be less than the number of days' notice of the meeting required to be given by this Constitution.

4.11 The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.

4.12 The accidental omission to give notice of the postponement of a meeting to, or the non-receipt of any such notice by, any person entitled to notice does not invalidate that postponement or any resolution passed at a postponed meeting.

4.13 If:

(a) by the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative, a proxy or attorney or Representative is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and

(b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then, by force of this Article, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative, unless the Member appointing the proxy, attorney or Representative gives to the Academy at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

4.14 Articles 4.7 to 4.13 do not apply to a general meeting convened by the Directors in accordance with a requisition of Members under the Corporations Act.

Circulating resolutions

4.15A The Academy may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

4.15B Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

4.15C The resolution is passed when the last Member signs.

5 Proceedings at general meetings

Business of annual general meetings

5.1 The business of an annual general meeting is to receive and consider the profit and loss account, the balance sheet and the reports of the Directors and the Auditor.

Special business

5.2 All business other than that referred to in Article 5.1 which is transacted at an annual general meeting and all business transacted at any other general meeting is special business.

Quorum

5.3 Subject to Article 5.6, two Members present in person or by proxy, attorney or Representative are a quorum at a general meeting.

5.4 An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider that item of business, but if a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the chairman of the meeting on the chairman's own motion or at the instance of a Member, proxy, attorney or Representative who is present otherwise declares.

5.5 If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:

(a) if convened on requisition of Members under section 249D, is dissolved; and

(b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

5.6 At any such adjourned meeting two persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum and, if a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

Chairman

5.7 The Chairman is entitled to preside at general meetings, but if the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement): the Deputy Chairman,

a Director chosen by a majority of the Directors present, the only Director present, a Member, proxy, attorney or Representative chosen by a majority of the Members, proxies, attorneys and Representatives present.

5.8 If there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting is not entitled to a casting vote in addition to any votes to which the chairman is entitled as a Member or proxy or attorney or Representative of a Member.

5.9 If there is an equality of votes the chairman of the meeting has a casting vote in addition to any votes to which the chairman is entitled as a Member or proxy or attorney or Representative of a Member. The chairman has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

How questions decided

5.9A Subject to the Corporations Act, a resolution is taken to be passed if a simple majority of the votes cast on the resolution are in favour of it.

5.10 Every question submitted to a meeting is to be decided by a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by:

(a) the chairman of the meeting;

(b) not less than two Members present in person or by proxy, attorney or Representative and having the right to vote at the meeting; or

(c) a Member or Members so present representing not less than 10% of the total voting rights of all the Members having the right to vote at the meeting.

and the demand for the poll is not withdrawn.

5.11 Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman of the meeting that the motion has been carried or carried unanimously or without dissent or by a particular majority or lost, and an entry to that effect in the minutes of the meeting are each conclusive evidence of that and it is not necessary to prove the number or proportion of votes cast in favour of or against the motion.

5.12 If a poll is demanded under Article 5.10 and the demand is not withdrawn, it must be taken in such manner and at such time and place and at once or after an interval or adjournment or otherwise as the chairman of the meeting then or subsequently determines and the result of the poll is to be deemed a resolution of the meeting at which the poll was demanded.

5.13 A poll may not be demanded on the election of a chairman of a meeting and a poll demanded on a question of adjournment is to be taken at the meeting and without adjournment.

5.14 A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

Objection to voting qualification

5.15 Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken, and every vote not disallowed at the meeting or adjourned meeting or when the poll is taken is valid.

5.16 If there is a dispute as to the admission or rejection of a vote, the chairman of the meeting must decide it and the chairman's decision made in good faith is final and conclusive.

Adjournment

5.17 The chairman of a meeting may with the consent of the meeting adjourn the meeting from time to time and place to place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place and section 249W applies.

5.18 If a meeting is adjourned for more than one month, notice of the adjournment must be given in accordance with Article 4.3.

6 Votes of Members

Voting rights

6.1 Subject to the rights and any restrictions attached to or affecting any class of Members and to any other restrictions in this Constitution:

(a) on a show of hands, each Member present in person and each other person present as proxy or attorney or Representative of a Member has one vote; and

(b) on a poll, each Member present in person has one vote and each person present as proxy or attorney or Representative of a Member has one vote for each Member that the person represents.

Right to appoint proxy

6.2 A Member entitled to attend at a meeting of the Academy or of any class of Members is entitled to appoint another person (whether a Member or not) as proxy to attend in the Member's place at the meeting and a proxy has the same right as the Member to speak and vote at the meeting.

Instrument of proxy

6.3 An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorized in writing or if the appointor is a body corporate under its common or official seal or the hand of its attorney so authorized and, if and to the extent that the Directors permit, may be in respect of more than one meeting.

6.4 An instrument appointing a proxy must be in a form acceptable to the Directors generally or in a particular case.

Right to appoint attorney

6.5 A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Academy or of any class of Members.

Receipt of proxy and other instruments

6.6 To be effective, an instrument appointing a proxy and any power of attorney under which is is executed or a copy (verified by statutory declaration as a true copy) of the power of attorney, or an instrument appointing an attorney under Article 6.5, in either case together with such evidence of due stamping (if necessary) and execution and non-revocation of the power of attorney as the Directors may require, must be received by the Academy at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for the meeting or adjourned or postponed meeting or poll which the appointee proposes to attend or on which the appointee proposes to vote.

Validity of vote in certain circumstances

6.7 Unless the Academy has received written notice of the matter before the start or resumption of a meeting at which a person votes as a proxy or attorney, a vote cast by that person is valid even if, before the person votes:

(a) the appointing Member dies;

(b) the appointing Member becomes a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or

(c) the Member revokes the appointment or authority.

6.8 No Member or proxy, attorney or Representative of a Member may vote at any general meeting unless all moneys due and payable by the Member to the Academy have been paid.

7 Directors

Number of Directors

7.1 The number of Directors must not be less than three nor, until otherwise determined by the Academy in general meeting, more than six.

No membership qualification

7.2 A Director need not be a Member.

First Directors

7.3 The first Directors may be appointed in writing by all or a majority of the subscribers to the Memorandum.

Nomination and notice of candidature

7.4 A person is not eligible to be elected as a Director at a general meeting unless the person gives written notice to the Academy that the person is a candidate for election to the office of Director at the meeting at least 30 days, or if the person is recommended by the Directors for election to the office of Director, at least 25 days, before the meeting.

7.4A Article 7.4 does not apply to a Director:

(a) retiring from office by rotation at the meeting; or

(b) who is eligible for re-election under Article 7.7.

7.5 Notice of the name of each candidate for each election to the office of Director must be given by the Academy to all Members at least seven business days before the election is to take place.

Appointment

7.6 The Directors may appoint, or the Members in general meeting may elect, a person as a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors is not at any time to exceed the maximum fixed by or under Article 7.1.

7.7 A Director appointed by the Directors holds office only until the next following annual general meeting but is then eligible for re-election.

8 Remuneration and expenses

A Director may not be paid any remuneration for services as a Director but is to be reimbursed out of the funds of the Academy such reasonable travel, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Academy.

9 Vacation of office and conflict of interest

Vacation of office

9.1 In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director is automatically vacated if the Director:

(a) ceases to be a Director by virtue of, or becomes prohibited from being a Director or a person able to manage corporations because of an order made under, the Corporations Act or the *Australian Securities and Investments Commission Act 2001* (Cth);

(b) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Director's joint or separate estate generally;

(c) becomes a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

(d) resigns office by notice in writing to the Academy or refuses to act;

(e) is not present personally or by an Alternate Director or by a proxy appointed under Article 11.7 at the meetings of the Directors for a continuous period of three months without leave of absence from the Directors; or

(f) is removed from office by a resolution of Members.

9.1A At a general meeting at which a Director retires or otherwise vacates office, the Members may by resolution fill the vacated office by electing a person to that office.

Director's interests

9.2 Subject to the provisions of this Constitution and to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

(a) hold an office or place of profit (except that of Auditor) under the Academy or under any body corporate in which the Academy is a member or otherwise interested;

(b) enter into a contract with the Academy as vendor, purchaser or otherwise and participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Academy or any of its predecessors or their dependants or persons connected with them;

(c) retain for the Director's own benefit any profit arising from any such office, place of profit or contract and any pension, allowance or other benefit received because of that participation;

(d) despite having an interest in a matter that is being considered at a meeting of Directors, be present at, participate in, vote on and be counted in quorum at the meeting;

(e) despite having an interest in a document, sign or participate in the execution of a document by or on behalf of the Academy; or

(f) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Academy or persons dependent on or connected with them,

and may do any of these:

(g) despite the fiduciary nature of the Director's office:

(i) without any liability to account to the Academy for any benefit accruing to the Director; and

(ii) without affecting the validity of any contract or arrangement.

9.3 A reference to the Academy in Article 9.2 is also a reference to any related body corporate of the Academy.

9.4 An interested Director may attest the affixing of the Seal to a contract or any other document.

9.5 In this Article 9, where the context admits, "contract" includes an arrangement and a proposed contract or arrangement.

10 Powers of Directors

10.1 The management of the affairs of the Academy is vested in the Directors and they may exercise all such powers and do all such things as the Academy is by this Constitution or otherwise authorised to exercise and do, and are not by this Constitution or by statute required to be exercised or done by the Academy in general meeting, subject nevertheless to the provisions of the Corporations Act and of this Constitution.

10.2 The Directors may borrow or raise money for the Academy and secure the repayment, satisfaction or performance thereof or of any debts liabilities contracts or obligations incurred or undertaken by the Academy in such manner and on such terms in all respects as they think fit.

11 Proceedings of Directors

Meetings

11.1 The Directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

Quorum

11.2 Until otherwise determined by the Directors, three Directors present in person or by proxy are a quorum.

11.3 Notwithstanding Article 11.2, a quorum is present during the consideration of a matter at a meeting of the Directors, only if at least two directors are present who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.

Effect of vacancy

11.4 The continuing Directors may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below the minimum fixed by Article 7.1, the continuing Directors may, except in an emergency, act only for the purpose of

filling vacancies to the extent necessary to bring their number up to that minimum or of summoning a general meeting.

Convening meetings

11.5 A Director may, and the Secretary on the request of a Director must, convene a meeting of the Directors.

11.6 A Director who is not in Australia is not entitled to notice of a meeting of Directors.

Appointment of proxy

11.7 A Director may attend and vote by proxy at a meeting of the Directors if the proxy is a Director and has been appointed by writing under the hand of the appointor or by telegram, fax or other form of visible communication from the appointor. Such an appointment may be general or for any particular meeting or meetings.

Chairman and Deputy Chairman

11.8 The Directors must elect a Chairman and may elect a Deputy Chairman and may determine the period during which each is to hold office.

11.9 The Chairman or Deputy Chairman may be removed from that office by a resolution of the Directors of which not less than 14 days notice has been given to all the Directors for the time being in Australia.

11.10 The Chairman is entitled to preside at meetings of the Directors but, if the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement): the Deputy Chairman, a Director chosen by a majority of the Directors present.

How questions decided

11.11 Questions arising at a meeting of the Directors are to be decided by a majority of votes and in the event of an equality of votes the Chairman of the meeting has a casting vote.

11.12 The Chairman has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

Committees

11.13 The Directors may delegate any of their powers, other than powers required by law to be dealt with by the Directors, to a Committee.

11.14 A Committee in the exercise of the powers so delegated must conform to any regulations imposed by the Directors.

11.15 Subject to Article 11.13, the meetings and proceedings of a Committee are governed by the provisions of this Constitution as to the meetings and proceedings of the Directors so far as they are applicable.

11.15A A Committee may delegate its functions to another body or person with approval from the Directors.

Circulating resolution

11.16 Subject to the Corporations Act, a resolution in writing signed by all the Directors who are for the time being in Australia or all the Members of a Committee who are for the time being in Australia, in either case being at least a quorum, is as valid and effectual as if it had been passed at a meeting of the Directors or Committee duly called and constituted at the time the resolution was last signed

and may consist of several documents in like form each signed by one or more of the Directors or Members.

Use of technology at Director's meetings

11.17 For the purposes of this Constitution the contemporaneous linking together by using a telephone or any other technology consented to by the Directors ("technology") of a number of the Directors, being at least a quorum, whether or not any one or more of them is out of Australia, is to be deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to meetings of the Directors apply to such a meeting if the following conditions are met:

(a) all the Directors entitled to notice of a meeting of the Directors received notice of the meeting and for this purpose notice of the meeting may be given on the technology;

(b) all the Directors wanting to take part in the meeting are linked by technology for the purposes of the meeting; and

(c) at the commencement of the meeting each Director taking part acknowledges the respective Director's presence for the purposes of the meeting to all other Directors taking part and acknowledges that the Director is able to hear each of the other Directors taking part.

11.18 A director may not leave a technology meeting by disconnecting the telephone or other connection to the meeting without the consent of the chairman of the meeting and a Director is to be deemed to be present and form part of the quorum throughout the meeting unless the Director has obtained the consent of the chairman of the meeting to leave the meeting.

11.19 A minute of the proceedings at a technology meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the chairman of the meeting.

11.19A Consent to the use of technology by the Directors may be a standing one. A Director may only withdraw consent on giving reasonable notice to the other Directors.

Validity of acts of Directors

11.20 All acts done at a meeting of the Directors or of a Committee, or by a person acting as a Director are, even if it is afterwards discovered that:

(a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or

(b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

12 Executive Director

Appointment and removal

12.1 The Directors may appoint one or more of their number to the office of Executive Director either for a fixed term or without limitation as to period of appointment but not for life, and may remove a person so appointed and appoint another instead.

12.2 An Executive Director, subject to the provisions of any contract with the Academy, is subject to the same provisions as to resignation and removal as the

other Directors and automatically ceases to be Executive Director on ceasing to be a Director.

Remuneration

12.3 The Directors may determine the remuneration of an Executive Director.

Powers

12.4 The Directors may confer on an Executive Director such of the powers conferred on the Directors by this Constitution, for such time, to be exercised for such purposes, on such terms and with such restrictions as they think fit and all or any of those powers may be conferred collaterally with but not to the exclusion of the powers of the Directors and may be revoked or varied by the Directors.

13 Alternate Directors

13.1 Subject to the Corporations Act, a Director ("appointor") may by writing under the appointor's hand or by telex, telegram, fax or other form of visible communication, appoint a person approved by a majority of the other directors to act as an Alternate Director in the appointor's place whether for a stated period or periods or until the happening of a specified event or from time to time.

13.2 An Alternate Director:

(a) may be removed or suspended from office by writing under the appointor's hand or by notice in writing from the appointer;

(b) subject to this Constitution is entitled to receive notice of meetings of the Directors and to attend and vote if the appointor is not present and, if also a Director in the Alternate Director's own right or Alternate Director for another Director as well, to have a separate vote on behalf of the appointor in addition to the Alternate Director's own or that other Director's vote;

(c) may exercise all the powers of the appointer except the power to appoint an Alternate Director and, subject to the Corporations Act, perform all the duties of the appointor in so far as the appointor has not exercised or performed them;

(d) automatically ceases to be an Alternate Director if the appointor ceases to be a Director;

(e) whilst acting as a Director is responsible to the Academy for the Alternate Director's own acts and defaults and the appointor is not responsible for them;

(f) may not receive any remuneration from the Academy as a Director except for any special services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director; and

(g) may not be taken into account separately from the appointor in determining the number of Directors.

14 Secretary

14.1 The Academy must have at least one Secretary, who is to be appointed by the Directors.

14.2 The Directors may suspend or remove a Secretary from office.

14.3 A Secretary holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

15 Authentication of documents

Academy seals

15.1 The Academy must have a common seal and may have an official seal for use in any place outside the Australian Capital Territory, which is a fax of the common seal with the addition on its face of the name of every place where it may be used.

15.2 The Directors must provide for the safe custody of all Seals in such manner as they think fit.

Use of common seal

15.3 The common seal may be affixed to a document only by the authority of the Directors or a Committee of Directors authorized by the Directors in that regard.

15.4 Every document to which the common seal is affixed must be signed by a Director and countersigned by the Secretary or a second Director or some other person appointed generally or in a particular case by the Directors for that purpose.

Use of official seal

15.5 An official seal may be affixed to a document only by the authority of the Directors or a committee of the Directors in either case authorised by the Directors in that regard.

15.6 Every document to which an official seal is affixed must be signed by a person appointed by the Directors to affix that official seal who must in writing under that person's hand certify on the document to which the official seal is affixed the date on which and the place at which it is affixed.

Signatures by mechanical means

15.7 The Directors may determine generally or in a particular case that the signature of a Director, Secretary or other person appointed by the Directors for the purpose of signing documents to which a Seal is affixed may be written by a specified mechanical means on documents which bear evidence of examination by the Auditor.

Negotiable instruments

15.8 Cheques, bills of exchange, promissory notes and other negotiable instruments may be signed, accepted, drawn, made or endorsed on behalf of the Academy in such manner and by such persons (whether Directors or officers of the Academy or not) as the Directors determine but not otherwise.

16 Inspection of books

16.1 Subject to the Corporations Act and any resolution of the Academy in general meeting, the Directors may determine whether and to what extend and at what times and places and under what conditions and regulations the books and documents of the Academy or any of them will be open to inspection by the Members and other persons.

16.2 A Member or other person, not being a Director, has no right to inspect any of the books or documents of the Academy except as conferred by statute or authorized by the Directors or by a resolution of the Academy in general meeting and is not entitled to require or receive any information concerning the affairs of the Academy.

17 Service of documents

17.1 A notice or other document may be delivered or served by the Academy either personally or by sending it:

(a) to the registered address of the Member by ordinary post;

(b) in the case of a Member who does not have a registered address in Australia, by airmail post;

(c) by sending it to a fax number or electronic address nominated by the Member; or

(d) by notifying the Member by specified electronic means nominated,

and is at the risk of the addressee as soon as it is given, posted or sent.

17.2 A Member whose registered address is not in Australia may specify in writing an address in Australia to be deemed the Member's registered address within the meaning of Article 17.

17.3 A document sent by post is to be deemed received or served on the day next following that on which it was posted and in proving delivery or service it is sufficient to prove that the envelope or wrapper containing the document was properly addressed and stamped and posted.

17.4 A certificate in writing signed by a Director, Secretary or other officer of the Academy that a document or its envelope or wrapper was properly addressed and stamped and was posted is conclusive evidence of those facts.

17.5 A notice may be served by the Academy on a Member or other person receiving notice under this Constitution by sending it by fax to that person at the person's registered address. A notice so sent is to be deemed served on the day following production of a transmission report by the machine from which the fax was sent which indicates that the fax was sent in its entirety to the person's fax number.

17.5A A document made available by electronic means is taken to have been given and received on the day after the date of transmission of the notification specifying that the document is available and how it can be accessed.

17.6 Subject to the Corporations Act:

(a) if a given number of days notice extending over any other period is required to be given, the day on which the notice is to be deemed served and in case of a notice convening a meeting the day on which the meeting is to be held are to be excluded in calculating the number of days or other period;

(b) if this Constitution require or permit a notice to be given by the Academy, the Directors, a Director or the Secretary, neither accidental omission to give the notice nor non-receipt of the notice invalidates the meeting, resolution, procedure or matter to which the notice relates;

(c) the signature to a written notice need not be handwritten; and

(d) all summonses, notices, process, judgments and orders in relation to any legal proceedings by the Academy or its liquidator against a Member not in the Australian Capital Territory may be served by certified or registered post (the foregoing provisions as to notices applying with necessary changes)and that service is to be deemed personal service.

18 Winding up

18.1 If on the **winding** up or dissolution of the Academy there remains, after satisfaction of all its debts and liabilities, any property whatever, that property may not be paid to or distributed among the Members of the Academy, but must be given or transferred to another corporation or corporations, as defined in the Corporations Act, the objects of which, as stated in its constitution, are similar to one or more of objects of the objects of this Academy as stated in this Constitution and to objects incidental or conducive to those so specified, and by its constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from paying any dividend to its Members, and which is a non-profit body which conducts a university or school and which is exempt from income tax, the corporation or corporations to be determined by the Members of the Academy at or before the time of dissolution or, failing such a determination, by a judge who has or acquires jurisdiction in the matter.

19 Indemnity

19.1 Every person who is or had been a Director, Secretary or Executive Director of the Academy may, if the Directors so determine, be indemnified, to the maximum extent permitted by law, out of the property of the Academy against any liabilities for costs and expenses incurred by that person:

(a) in defending any proceedings relating to that person's position with the Academy, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or

(b) in connection with any administrative proceedings relating to that person's position with the Academy, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or

(c) in connection with any application in relation to any proceedings relating to that person's position with the Academy, whether civil or criminal, in which relief is granted to that person under the Corporations Act by the court.

19.2 Every person who is or has been a Director, Secretary or Executive Director of the Academy may, if the Directors so determine, be indemnified, to the maximum extent permitted by law, out of the property of the Academy against any liability to another person (other than the Academy or its Related Bodies Corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.

19.3 The Academy may pay a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Director of the Academy and its Related Bodies Corporate against:

(a) any liability incurred by that person as such an officer which does not arise out of conduct involving a willful breach of duty in relation to the Academy; and

(b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Academy, whether civil or criminal, and whatever their outcome.

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