



ALL KIDS LTD

CONSTITUTION

**A COMPANY LIMITED BY
GUARANTEE**

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ALL KIDS LTD

CONSTITUTION

1. APPLICATION OF CORPORATIONS ACT

Except so far as a contrary intention appears anywhere in this Constitution:

- 1.1. an expression used in a particular Part or Division of the Corporations Act which is given a special meaning by any provision of that Part or Division for the purposes of that Part or Division (or any part thereof) has, in any of this Constitution which deals with a matter dealt with by that Part or Division (or part thereof), the same meaning as in that Part or Division;
- 1.2. an expression which is given a general meaning by any provision of the Corporations Act has the same meaning in this Constitution; and
- 1.3. if at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the Corporations Act of any jurisdiction, that does not affect or impair:
 - (a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
 - (b) the legality, validity or enforceability under the Corporations Act of any other jurisdiction of that or any other provision of this Constitution.

2. OBJECTS

The objects for which the Company is established are

- 2.1. To improve living conditions in Cambodian communities focusing on, but not limited to providing assistance to families in order to access education;
 - 2.2. To approve amenities in existing schools in Cambodia
 - 2.3. To encourage Khmer children's appreciation of the culture and customs of Cambodia,
- and to undertake and pursue all such other similar, related or compatible objects as may from time to time be considered appropriate by the Company.

3. POWERS

Solely for the purpose of carrying out these objects and not otherwise, the Company has the power to do all such things as are necessary, incidental or conducive to the attainment of these objects and, for that purpose and not otherwise, the Company has the legal capacity of an individual with all consequential powers as conferred by section 124 of the Corporations Act.

4. APPLICATION OF INCOME FOR OBJECTS ONLY

The profits (if any) or other income and the property of the Company (including capital), however derived, must be applied solely towards the promotion of the purposes of the Company referred to in article 2. No part of those profits or that income or property may be paid or transferred to the Members, either directly or indirectly by way of dividend, bonus or otherwise.

5. PAYMENT BY THE COMPANY IN GOOD FAITH

Subject to article 15.4, article 4 does not prevent payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:

- 5.1. of remuneration for services to the Company; or
 - 5.2. for goods supplied in the ordinary course of business,
- with the unanimous approval of the Directors.

6. APPLICATION OF PROPERTY ON WINDING UP

If any property remains on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:

- 6.1. having objects similar to the objects of the Company;
- 6.2. whose memorandum of association or constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Company under this Constitution (save that in the case of the prohibition in article 4, the memorandum of association or constitution may contain exceptions which may include those set out in article 5, and interest, rent or other compensation in a similar manner as referred to in article 5); and
- 6.3. being an institution accepted as a deductible gift recipient under sub-division 30-B, section 30-100 of the ITAA 1997 by the Commissioner of Taxation or otherwise approved for these purposes by the Commissioner of Taxation.

The institution is to be determined by the Members at or before the time of dissolution.

7. CONTRIBUTIONS OF MEMBERS

Each Member of the Company undertakes to contribute to the property of the Company, in the event of the Company being wound up while that person is a Member or within one year after that person ceases to be a Member, for payment of the debts and liabilities of the Company contracted before that person ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

8. MEMBERSHIP

8.1. Members

The Subscribers and such other persons as the Directors shall admit to membership of the Company in accordance with this Constitution shall be Members of the Company.

8.2. Application for membership

Every applicant for membership of the Company (other than the subscribers) shall execute and deliver to the Company an application for membership in such form as the Directors from time to time determine together with the entrance fee (if any) determined by the Directors.

8.3. Further information

An applicant for membership of the Company shall provide in writing such other information in addition to that contained in the application as the Directors require.

8.4. Determination of Directors

- (a) The Directors shall determine the admission or rejection of an applicant for membership of the Company.
- (b) The Directors may reject an application for membership of the Company without giving any reason for the rejection.

8.5. Entrance fee

The Directors may from time to time determine any entrance fee payable by applicants on application for membership of the Company and until so determined no entrance fee shall be payable.

8.6. Notification of acceptance

- (a) When an applicant has been accepted for membership of the Company, the Secretary shall forthwith send to the applicant written notice of the applicant's acceptance and shall enter the applicant's name in the Register.
- (b) When an application for membership of the Company is rejected, the Secretary shall forthwith send to the applicant written notice of such rejection and the entrance fee paid by such applicant shall be refunded to him in full.

8.7. Certificates

A certificate of membership of the Company may be issued by the Company to any Member. Such certificate shall remain the property of the Company and on demand in writing by the Secretary shall be returned to the Company.

8.8. Membership not transferable

Membership of the Company shall not be transferable whether by operation of law or otherwise and all rights and privileges of membership of the Company shall cease upon the person ceasing to be a Member whether by resignation, death, winding-up or otherwise.

9. FEES AND LEVIES

9.1. Fees

Members shall pay annual membership fees and such other fees in such amounts and at such times as the Directors may from time to time determine.

9.2. Levies

In order to provide additional funds required for the operation of the Company, the Directors may determine that levies are to be paid by Members and may fix the amount and the dates for payment thereof but until so determined no levies shall be payable by Members.

9.3. Different fees or levies payable

In determining fees or levies under this Article, the Directors may differentiate between classes of Members as to the amounts of fees or levies payable.

10. VARIATION OF MEMBERS' RIGHTS

10.1. Consent or special resolution of Members in class

If at any time the membership of the Company is divided into different classes of members, the rights attached to any class may be varied or cancelled (unless otherwise provided by this Constitution or by the terms of grant of membership of that class):

- (a) with the written consent of Members with at least 75% of the votes in that class; or
- (b) by special resolution passed at a separate meeting of the class of members whose rights are being varied or cancelled.

10.2. Rules applying to meetings of class Members

The provisions from time to time contained in this Constitution concerning meetings will apply, so far as they are capable of application and with the necessary changes, to every meeting held under Article 10 but so that the necessary quorum shall be 2 Members of the class or a proxy or attorney or Representative of such a Member. Any Member of the class present in person or by proxy, attorney or Representative may demand a poll.

11. CESSATION OF MEMBERSHIP

11.1. Non payment of fees or levies

If any fees or levies payable by a Member shall remain unpaid for a period of 2 calendar months after notice of such default is given to the Member by the Company, the Directors by resolution may suspend all the privileges of membership (including the right to vote) of that Member, provided that the Directors may reinstate the privileges of membership of that Member on payment of all arrears if the Directors think fit to do so.

11.2. Cessation of membership

A Member's membership of the Company shall cease:

- (a) if the Member resigns that membership by giving notice in writing addressed to the Secretary of the Company and such resignation shall be effective from the date of receipt of the notice by the Secretary;
- (b) if the membership of the Member is terminated under Article 11.4 and such termination shall be effective from the date of the resolution of the Directors;
- (c) in the case of a Member who is an individual if:
 - (i) the Member dies; or
 - (ii) the Member becomes of unsound mind or his person or estate is liable to be dealt with in any way under the laws relating to mental health; or
- (d) in the case of a Member who is not an individual if:
 - (i) a liquidator is appointed in connection with the winding up of the Member; or
 - (ii) an order is made by a court for the winding up of a Member being a corporation.

11.3. Continuing rights, liabilities etc.

- (a) The termination of a Member's membership (whether by resignation, expulsion or otherwise) shall not in any way prejudice, lessen or affect the rights, duties, liabilities and obligations of a Member whether they:
 - (i) arise under this Constitution or otherwise; and
 - (ii) are existing at the date of such termination or may arise or crystallise after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.
- (b) Without limiting the generality of Article 11.3(a) termination of a Member's membership shall not relieve a Member from any obligation to record or account for or pay any levies or fees referred to in Article 9.

11.4. Non-compliance with Constitution, misconduct

- (a) If any Member shall:
 - (i) wilfully refuse or neglect to comply with the provisions of this Constitution; or
 - (ii) be guilty of any conduct which in the opinion of the Directors is unbecoming of the Member or prejudicial to the interests of the Company, the Directors may by resolution censure, suspend or expel the Member from the Company.
- (b) Any Member who is proposed to be censured, suspended or expelled:
 - (i) shall be given at least one week's notice of the meeting of the Directors at which such a resolution is to be put which shall state the nature of the allegations against the Member and the intended resolution;
 - (ii) must have the opportunity of giving orally or in writing any explanation or defence the Member may think fit at such meeting, before the passing of any resolution for censure, suspension or expulsion.

12. GENERAL MEETINGS

12.1. Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

12.2. Power to convene general meeting

A majority of the Directors may convene a general meeting when they think fit and must do so if required to do so under the Corporations Act.

12.3. Notice of general meeting

Notice of a meeting of Members must be given in accordance with article 19 and the Corporations Act.

12.4. Calculation of period of notice

In computing the period of notice under article 12.3, both the days on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

12.5. Non-receipt of notice of general meeting

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

12.6. Directors entitled to attend general meetings

A Director is entitled to receive notice of and attend all general meetings and speak at those meetings.

12.7. Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may, when they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. This article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by the Court.

12.8. Written notice of cancellation or postponement of general meeting

Written notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. The notice must be given at least two days before the date for which the meeting is convened and must specify the reason for cancellation or postponement.

12.9. Contents of notice postponing general meeting

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

- (a) a date and time for the holding of the meeting; and
- (b) a place for the holding of the meeting, which may be either the same as or different to the place specified in the notice convening the meeting.

12.10. Notice period for postponed general meeting

The number of clear days from when a notice postponing the holding of a general meeting is given 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 or the Corporations Act.

12.11. Business at postponed general meeting

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

12.12. Non-receipt of notice of cancellation or postponement of a general meeting

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

12.13. Proxy at postponed general meeting

Where:

12.14. by the terms of an instrument appointing a proxy or of an appointment of a Representative, the appointed person is authorised to attend and vote at:

- (a) a general meeting to be held on a specified date; or
- (b) a general meeting or general meetings to be held on or before a specified date; and

12.15. the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy 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 or appointment of Representative unless the Member appointing the proxy or Representative gives to the Company 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.

13. PROCEEDINGS AT GENERAL MEETINGS

13.1. Reference to a Member

Unless the contrary intention appears, a reference to a Member in this article 13 means a person who is a Member, or:

- (a) a proxy; or
- (b) a Representative

of that Member.

13.2. Number for a quorum

The quorum for a meeting of the Members of the Company shall be two-thirds of the total Members at the time of the meeting, in person or by proxy, with two-thirds of the Members calculated to the nearest whole number. The quorum must be present at all times during the meeting.

13.3. Appointment and powers of Chair of general meeting

If the Directors have elected one of their number as Chair, that person is entitled to preside as Chair at a general meeting.

13.4. Absence of Chair at general meeting

If a general meeting is held and:

- (a) a Chair has not been elected by the Directors; or

- (b) the elected Chair is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as Chair of the meeting (in order of precedence):

- (c) the Deputy Chair (if any);
- (d) a Director chosen by a majority of the Directors present;
- (e) the only Director present.

13.5. Conduct of general meetings

The Chair of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the Chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the Chair under this article is final.

13.6. Adjournment of general meeting

The Chair of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting. The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising this discretion, the Chair may, but need not, seek the approval of the Members present. Unless required by the Chair, a vote may not be taken or demanded by the Members present in respect of any adjournment; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

13.7. Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given in accordance with article 12.3.

13.8. Questions decided by majority

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

13.9. Equality of votes - casting vote for Chair

If there is an equality of votes, whether on a show of hands or on a poll, the Chair of the general meeting is entitled to a casting vote in addition to any votes to which the Chair is entitled as a Member or proxy of a Member.

13.10. Declaration of results

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the Chair nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

13.11. Poll

If a poll is properly demanded:

- (a) it must be taken in the manner and at the date and time directed by the Chair and the result of the poll is the resolution of the meeting at which the poll was demanded;
- (b) on the election of a Chair or on a question of adjournment it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand 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.

13.12. Objection to voting qualification

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. Every vote not disallowed at the meeting or adjourned meeting or when the poll is taken is valid.

13.13. Chair to determine any poll dispute

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

14. VOTES OF MEMBERS

14.1. Voting rights

Subject to any restrictions in this Constitution:

- (a) on a show of hands, each Member present in person and each other person present as proxy 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 of a Member has one vote for each Member that the person represents.

14.2. Right to appoint proxy

Subject to the Corporations Act, a Member entitled to attend at a meeting of the Company 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. A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.

15. DIRECTORS

15.1. Number of Directors

The number of Directors is to be not less than three nor more than seven, subject to article 15.3.

15.2. Appointment

A majority of Directors may appoint a person as a Director either to fill a casual vacancy or as an additional Director. However, the total number of Directors is not at any time to exceed the maximum fixed under article 15.1. The first Directors are the persons who have signed this Constitution.

15.3. Change in Number of Directors

A majority of Directors may increase or reduce the number of Directors.

15.4. Remuneration of Directors

A Director may not be paid any remuneration for services as a Director.

15.5. Reimbursement of expenses

A Director is entitled to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

15.6. Payments to Directors

Any payment to a Director must be approved by the Directors.

15.7. Director's interests

(a) Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (i) hold any office or place of profit in the Company, except that of auditor;
- (ii) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (iii) enter into a contract or arrangement with the Company;
- (iv) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
- (v) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (vi) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors; and
- (vii) sign or participate in the execution of a document by or on behalf of the Company.

- (b) Director may do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.

15.8. Vacation of office

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

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (b) resigns office by notice in writing to the Company;
- (c) is not present personally at meetings of the Directors for a continuous period of six months without leave of absence from the Directors; or
- (d) ceases to be a Member.

16. POWERS AND DUTIES OF DIRECTORS

16.1. Directors to manage Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

16.2. Specific powers of Directors

Without limiting the generality of article 16.1 the Directors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company or all of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

16.3. Appointment of attorney

The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Directors for the period and subject to the conditions that they think fit.

16.4. Provisions in power of attorney

A power of attorney granted under article 16.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

16.5. Minutes

The Directors must direct minutes of meetings to be made and kept in accordance with the Corporations Act.

17. PROCEEDINGS OF DIRECTORS

17.1. Directors meetings

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

17.2. Director may convene a meeting

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

17.3. Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

17.4. Proxy voting

A person who is present at a meeting of Directors as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is a proxy. That person may also cast any vote they are entitled to cast in their own capacity as a Director.

17.5. Chair's casting vote

In the event of an equality of votes the Chair of the meeting has a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

17.6. Quorum

Until otherwise determined by the Directors, the quorum for a Directors' meeting shall be two-thirds of the Directors holding office at the time of the meeting, with two-thirds of the Directors to be calculated by rounding to the nearest whole number. The quorum must be present at all times during the meeting.

17.7. Director attending and voting by proxy

A Director may attend and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor.

The appointment may be general or for one or more particular meetings.

17.8. Convening meetings

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

17.9. Chair and Deputy Chair

The Directors must elect a Director as Chair and may elect a Director as Deputy Chair and may determine the period during which each is to hold office.

17.10. Removal of Chair by the Directors

The Chair or Deputy Chair may be removed by a resolution of the Directors of which not less than 14 days' notice has been given to the Directors.

17.11. Chair to preside over Directors' meeting

The Chair is entitled to preside at meetings of the Directors. If the Chair 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):

- (a) the Deputy Chair; or
- (b) a Director chosen by a majority of the Directors present.

17.12. Questions of Directors' meeting decided by majority

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 Chair of the meeting has a second or a casting vote.

17.13. Directors' committees

The Directors may delegate any of their powers to committees consisting of the Directors that they think fit and may revoke that delegation.

17.14. Powers delegated to Directors' committees

A committee to which any powers have been delegated under article 17.13 must exercise those powers in accordance with any directions of the Directors.

17.15. Directors' committee meetings

Subject to article 17.14, the meetings and proceedings of a committee consisting of two or more Directors are governed by the provisions of this Constitution as to the meetings and proceedings of the Directors so far as they are applicable.

17.16. Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are 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. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

17.17. Meeting by use of technology

A Directors' meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent a reasonable time before the meeting.

17.18. Validity of acts of Directors

All acts done at a meeting of the Directors or of a committee of Directors, or by a person acting as a Director are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

18. SECRETARY

18.1. Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

18.2. Suspension and removal of Secretary

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

18.3. Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

19. SERVICE OF DOCUMENTS

19.1. Document includes notice

In this article 19, a reference to a document includes a notice.

19.2. Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or
- (c) an alternative address nominated by the Member; or
- (d) by sending it to a fax number or electronic address nominated by the Member.

19.3. Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

19.4. Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day following its transmission.

20. MANAGEMENT IN SPECIFIED LOCALITIES

20.1. Local Management

- (a) The Directors may provide for the management and transaction of the affairs of the Company in any specified locality whether in the State or elsewhere in such manner as they think fit.
- (b) The provisions contained in Articles 20.2, 20.3 and 20.4 are without prejudice to the general powers conferred by this Article 20.1.

20.2. Local boards and management committees

- (a) The Directors may establish any local boards, management committees or agencies for managing any of the affairs of the Company in the specified locality.
- (b) The Directors may appoint any persons to be members of local boards or any managers or agents, and may fix their remuneration.
- (c) The Directors may delegate to those appointees any of the powers, authorities and discretions for the time being vested in the Directors other than the power of making calls, and may authorise some or all of the members for the time being of any local board to fill up any existing vacancies and to act notwithstanding vacancies.
- (d) An appointment or delegation may be made on any terms and subject to any conditions as the Directors think fit.
- (e) The Directors may remove any appointee and revoke or vary that delegation.

20.3. Members of local boards and management committees may be attorneys or agents of Directors

An appointment of an attorney or agent under Article 16.3 if the Directors think fit may be made in favour of the members or any of the members of any local board or management committee or agency established as aforesaid or in favour of any corporation or of the members, directors, nominees or managers of any corporation or firm, or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Directors.

20.4. Power of sub-delegation

Any such local board, management committee or agency established as aforesaid may be authorised by the Directors to sub-delegate all or any of the authorities and discretions for the time being vested in them.

21. EXECUTION OF DOCUMENTS

21.1. Custody and use of Seal

- (a) The Directors may provide a Seal for the Company and will provide for the safe custody of that Seal.
- (b) The Seal will only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf.

21.2. Execution of documents

- (a) The Company may execute a document using a Seal if the Seal is affixed to the document and the affixing of the Seal is witnessed by:
 - (i) 2 Directors;
 - (ii) a Director and a Secretary; or
 - (iii) a Director and another person appointed by the Directors for this purpose.
- (b) The Company may execute a document without using a Seal if the document is signed by:
 - (i) 2 Directors;
 - (ii) a Director and a Secretary; or
 - (iii) a Director and another person appointed by the Directors for this purpose.
- (c) The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Articles 21.2, 21.2(a) or 21.2(a)(iii) and 21.2(b).

21.3. Facsimile signature under Seals

The Directors may determine either generally or in a particular case and in any event subject to such conditions as they think fit that wherever a signature is required by this Constitution on a document to or in which the Seal is affixed or incorporated, that requirement will be satisfied by a facsimile of the signature affixed by mechanical or other means.

21.4. Effect of sealing

Any instrument bearing the Seal if issued for valuable consideration will be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same, or the circumstances of its issue.

22. ACCOUNTS

22.1. Company to keep

The Company will keep such accounting and other records of the business of the Company as it is required to keep by the Corporations Act.

22.2. Annual accounts to be laid before annual general meeting

At the annual general meeting in every year the Directors will lay before the Company the financial report for the last financial year of the Company, together with such other accounts, reports and statements as are required by the Corporations Act.

22.3. Copy of accounts to be sent

Other than those Members who have provided written notice to the Company stating that they do not wish to receive a copy of every document which is required to be laid before each annual general meeting by Article 22.1, a copy of these documents will be sent to all persons entitled to receive notices of meetings of the Company's Members together with the notice of meeting, as required by the Corporations Act.

22.4. Accounts Conclusive

Every account of the Directors when audited and approved or received by a general meeting at which it is presented will be conclusive except as regards any material error discovered in it within 3 months next after its approval or adoption. Whenever any material error is discovered within that period the account will forthwith be corrected and then it will be conclusive.

23. AUDITORS: APPOINTMENT AND REMOVAL

The auditors of the Company will:

- 23.1. be appointed and may be removed as provided in the Corporations Act; and
- 23.2. perform the duties and have the rights and powers as may be provided in the Corporations Act.

24. SECRECY

24.1. Members not entitled to discovery

- (a) The Directors will determine whether and to what extent, at what time and place or places, and under what conditions, the accounting records and other documents of the Company will be open to the inspection of Members other than Directors.
- (b) Subject to the Corporations Act, (but excluding section 247D of the Corporations Act), a Member not being a Director does not have the right, but may in the absolute discretion of the Directors be authorised, to inspect or to require or receive any information, or to require discovery of any record or document of the Company or any information respecting any detail of the Company's trading or business, or any matter which is or may be in the nature of a trade secret, confidential information, mystery of trade or secret process which may relate to the conduct of the business of the Company.

24.2. Officers of Company not to disclose information

- (a) Every Director, Managing Director, manager, Secretary, auditor, trustee, member of a committee, agent, accountant or other Officer is bound to observe secrecy with respect to all transactions of the Company with its customers, the state of the account of any individual, and all related matters.

- (b) If required by the Directors, every such person will, before commencing that person's duties or employment or at any time afterwards, sign and make a declaration in a book to be kept for that purpose that they will not reveal or make known any of the matters, affairs or concerns which may come to their knowledge as Director, Managing Director, manager, Secretary, auditor, trustee, member of a committee, agent, accountant or other Officer and whether relating to transactions of the Company with its customers or the state of the account of any individual or to anything else, to any person or persons except in the course and in the performance of their duties, or under compulsion or obligation of law, or when officially required so to do by the Directors or by the auditors for the time being, or by any general meeting of Members.

24.3. Accounts to be audited

The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act.

25. OFFICERS: INDEMNITIES AND INSURANCE

25.1. Indemnities To the extent permitted by law:

- (a) the Company indemnifies every person who is or has been an Officer of the Company or of a wholly-owned subsidiary of the Company against any liability for costs and expenses incurred by that person in defending any Proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person under the Corporations Act; and
- (b) the Company indemnifies every person who is or has been an Officer of the Company or of a wholly-owned subsidiary of the Company against any liability incurred by the person, as an Officer of the Company or of a wholly-owned subsidiary of the Company, to another person (other than the Company or a related body corporate of the Company) unless the liability arises out of conduct involving a lack of good faith.

25.2. Insurance

To the extent permitted by law, the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability:

- (a) incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company or in the course of acting in connection with the affairs of the Company or a subsidiary of the Company or otherwise arising out of the Officer's holding such office, provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of sections 232(5) or (6) of the Corporations Act; or
- (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

25.3. Interpretation

In Articles 25.1 and 25.2:

- (a) the term "Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer or in the course of acting in connection with the affairs of the Company or a wholly-owned subsidiary (in Article 25.1) or subsidiary (in Article 25.2) of the Company or otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a wholly-owned subsidiary (in Article 25.1) or subsidiary (in Article 25.2) of the Company).
- (b) the term "Officer" has the meaning given to that term in section 241(4) of the Corporations Act

26. WINDING UP

Each Member undertakes to contribute to the Company's property if the Company is wound up during, or within one year after the cessation of, the Member's membership on account of:

- 26.1. payment of the Company's debts and liabilities contracted before they ceased to be a Member;
 - 26.2. the costs of winding up; and
 - 26.3. adjustment of the rights of the contributories among themselves,
- an amount not to exceed \$10.00.

27. DEFINITIONS AND INTERPRETATION

27.1. Definitions

In this Constitution unless the contrary intention appears:

- (a) article means an article of this Constitution.
- (b) Chair means the chair of the board of directors of the Company and Deputy Chair means the deputy chair of the board.
- (c) Company means All Kids Ltd.
- (d) Constitution means this constitution as it is amended from time to time.
- (e) Contributor means any person who donates money, or who otherwise provides support, to the Company.
- (f) Corporations Act means the Corporations Act 2001 (Cth) as amended.
- (g) Director means a director of the Company.
- (h) Directors means all or some of the directors of the Company acting as a board.
- (i) ITAA 1997 means the Income Tax Assessment Act 1997 (Cth).
- (j) Member means a member of the Company.

- (k) Registered Office means the registered office for the time being of the Company.
- (l) Seal means the common seal of the Company (if any).
- (m) Secretary means a person appointed as a secretary of the Company, 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 Company.
- (n) State means South Australia.

27.2. Interpretation

- (a) In this Deed unless the context indicates a contrary intention:
- (b) headings are for convenience only and does not affect interpretation;
- (c) a reference to a Person includes a reference to:
 - (i) an individual;
 - (ii) a body corporate (wherever incorporated);
 - (iii) a body politic;
 - (iv) an association of persons (whether incorporated or unincorporated);
 - (v) a partnership;
 - (vi) a trust;
 - (vii) a Person in the capacity as a trustee; and
- (d) the plural shall include the singular and vice versa and a reference to any gender shall be taken to include every other gender;
- (e) a reference to this Deed shall include a reference to any amendment, novation, variation, supplemental deed or replacement from time to time in existence;
- (f) references to any party to this Deed include its successors or permitted assigns; and
- (g) reference to any statute, or any subordinate legislation or instrument includes all statutes, subordinate legislation or instruments amending, modifying, consolidating, re-writing, re-enacting or replacing them and a reference to a statute includes all subordinate legislation and instruments made under that statute.

Signed by the Members and Directors of the Company as at the date of adoption of this Constitution:

_____ on _____
John Richard George Date

_____ on _____
Paul Bernhard Otto Date

_____ on _____
Bunrith Heng