

Constitution

National Space Flight Foundation Ltd

Adopted: 3rd September 2026

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Preliminary

1. Name of the company

The name of the company is National Space Flight Foundation Ltd.

2. Type of company

The company is a not-for-profit public company limited by guarantee, established to operate as a registered charity.

3. Reading this constitution with the Corporations Act

- (a) The replaceable rules set out in the Corporations Act do not apply to the company.
- (b) While the company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution that are inconsistent with those Acts, as they apply to a registered charity.
- (c) If the company is not a registered charity (even if it remains charitable), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- (d) Unless otherwise stated, a word or expression that is defined in the Corporations Act or used in that Act and covering the same subject has the same meaning as in this constitution.

4. Signing documents

Where the constitution says that an individual (such as a member, representative or director) must sign a document, the individual may:

- (a) sign a physical form of the document by hand, or
- (b) sign an electronic form of the document using an electronic signature, in a way that identifies each person and indicates their intention.

Individuals may also sign separate copies of a physical or electronic document if each copy has the same wording.

5. Powers

Solely for carrying out the company's objects, the company has all the powers of a company limited by guarantee under the Corporations Act.

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Part 1

Interpretation

6. Definitions and Interpretation

6.1 Definitions

In this constitution:

ACNC means the Australian Charities and Not-for-Profits Commission constituted under the ACNC Act or any other body responsible for the registration of charities under Commonwealth law.

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

auditor is the person, for the time being, appointed by the board, as the company's auditor.

board is the governing body of the company comprising its directors.

business day means a day on which banks are open for business, other than a Saturday, Sunday or public holiday in the location of the **company's** registered office.

Chair is the director elected as chair by the board.

company means the company referred to in clause 1.

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

DGR Assets means:

- (a) gifts of money or property made for the principal purpose of the company or the Fund;
 - (b) deductible contributions made in relation to an eligible fundraising event held for the principal purpose of the company or the Fund; and
 - (c) money or property received or derived by the company or the Fund because of those gifts or contributions,
- less any amounts properly applied in furtherance of the objects before the relevant event.

director is a director of the company.

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Eligible DGR means a fund, authority or institution:

- (a) to which income tax deductible gifts can be made under Division 30 of the *Income Tax Assessment Act 1997* (Cth);
- (b) with purposes similar to, or inclusive of, the objects in clause 9;
- (c) which is charitable at law; and
- (d) whose governing rules prohibit the distribution of its income and assets to its members to at least the same extent as this constitution.

member is a person who is or becomes a member of the company under this constitution.

officer means any person who is or has been a director, secretary or executive officer of the company.

Recipient Charity means an organisation:

- (a) registered as a charity under the ACNC Act;
- (b) with purposes similar to, or inclusive of, the objects in clause 9;
- (c) whose governing rules prohibit the distribution of its income and assets to its members to at least the same extent as this constitution; and
- (d) where the organisation is to receive DGR Assets, is also an Eligible DGR.

registered charity means a charity registered under the **ACNC Act**.

representative is a person who can represent a member at a meeting of members under this constitution.

responsible person is a person the Deputy Commissioner of Taxation considers to be a responsible person for the purposes of determining the company to be a public fund for endorsement as a deductible gift recipient under the Income Tax Assessment Act 1997.

secretary is a secretary of the company.

Surplus Assets means the assets remaining after payment or adequate provision for all debts and liabilities of the company, including the costs of winding up.

writing includes any mode of representing or reproducing words in a visible form.

6.2 Interpretation

In this constitution headings do not affect interpretation and unless the context otherwise requires:

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- (a) the singular includes the plural and vice versa;
- (b) reference to any gender includes the other genders;
- (c) person includes a firm, a corporation, a body corporate, an unincorporated association or an authority;
- (d) includes or including does not limit the meaning of a word or phrase immediately before it;
- (e) a reference to any instrument includes a reference to that instrument as varied from time to time;
- (f) a reference to a person includes that person's executors, administrators, successors and permitted assigns;
- (g) a word or phrase not defined but which is given a meaning in the Corporations Act, has the same meaning; and
- (h) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

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Part 2

Status

7. Not for Profit

The company must not operate for the profit or gain of a member. For this purpose, the company:

- (a) must only use its property and income to further its objects; and
- (b) must not distribute any of its property or income, directly or indirectly to members except for bona fide compensation for services rendered or expenses incurred for the company.

8. Variation to constitution

The members may not amend this constitution if as a result of the amendment the company is no longer a charity.

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Part 3

Objects

9. Objects

The objects of the company are to:

- (a) advance science and education for the public benefit in Australia by enabling and supporting Australian participation in human spaceflight ecosystems, space platforms, microgravity ecosystems, space exploration, remote sensing technologies and trusted space services; and
- (b) ensure that the knowledge, research, skills, educational opportunities and public understanding arising from that participation are developed and made widely accessible.

In furtherance of the objects, the company may:

- (c) raise, receive, hold and apply funds towards the participation fee and other eligible mission costs required for participation in a human spaceflight mission;
- (d) support scientific research, including experiments, payloads, training and knowledge transfer connected with Australian human spaceflight missions, where the results or benefits are directed to the public;
- (e) support education, professional development and training, and public-engagement programs that increase knowledge of science, technology, engineering and mathematics and create pathways for Australians to participate in space-related research and activities;
- (f) establish and maintain a fund to support future Australian human spaceflight missions and associated research, education, training, payload and public-benefit programs;
- (g) collaborate with governments, universities, research institutions, charities and other bodies where doing so furthers the principal object and any private or commercial benefit is incidental to that object;
- (h) raise funds, receive gifts and manage investments solely to further the objects; and
- (i) do anything incidental or ancillary to, and only for the purpose of furthering, the objects.

The company must pursue its objects exclusively for charitable purposes and may undertake activities that are incidental or ancillary to, and in furtherance of, those objects.

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Part 4

Members

10. The members

10.1 Initial members

The initial members are those people listed on the application for incorporation of the company with their consent.

10.2 Becoming a member

A person becomes a member if:

- (a) the person gives an application for membership to the secretary;
- (b) the person pays any admission fee determined by the board;
- (c) the person gives the secretary the information the board requires; and
- (d) the board admits the person as a member.

10.3 Discretion

The company may or may not admit a person in its absolute discretion. It need not give any reason for its decision.

10.4 Term of membership

A person may be admitted as a member for an initial term of 2 years.

10.5 Register

When a person becomes a member, the secretary must enter the person's details in the register of members, as required under the Corporations Act.

10.6 Ceasing to be a member

A person ceases to be a member if the person:

- (a) resigns by notice in writing to the company;
- (b) dies or ceases to exist;
- (c) the member's two-year term expires;
- (d) is expelled by the board in accordance with clause 10.12;
- (e) fails to pay any membership or renewal fee determined by the board within the period specified by the board;

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- (f) has not responded within one month to a written request from the secretary to confirm in writing that they want to remain a member; or
- (g) becomes mentally incapacitated or become a person or estate liable to be dealt with in any way under laws relating to mental health.

A person may not resign as a member where a process to wind up the company has commenced and that process is withdrawn or does not proceed.

10.7 Renewal of membership

- (a) A member may apply in writing to renew their membership before the end of their current term.
- (b) The board may approve or refuse a renewal application in its absolute discretion, having regard to the objects, governance needs and best interests of the company.
- (c) If approved, the member's membership is renewed for a further term of two years commencing immediately after the expiration of the existing term.
- (d) The board may approve renewal before or after the expiration of the existing term and, if approved after expiration, determine that the renewal takes effect from the date on which the previous term expired.
- (e) The board should, so far as reasonably practicable, consider each renewal application before the member's existing term expires.
- (f) The board may determine that the initial members have different initial terms, not exceeding three years, in order to establish staggered membership terms.

10.8 No Certificates

A member is not entitled to a certificate evidencing membership of the company.

10.9 No Assignment

A member may not assign membership in the company.

10.10 Members' rights and opportunities

- (a) Members have the right to appoint directors. Only the Board has the right to fill casual board vacancies.
- (b) Members have the right to attend, vote and raise concerns at general meetings.

10.11 Members' responsibilities

A member must:

- (a) comply with the company's constitution

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- (b) notify the company if they change their name or address for notices
- (c) treat other members, staff, volunteers, and directors with respect,
- (d) pay membership fees and provide the guarantee specified in clause 35.6, and
- (e) refrain from conduct that is detrimental to the company.

10.12 Disciplining members

- (a) The board may expel a member if:
 - (i) the member fails to pay any money to the company when due;
 - (ii) the member is guilty of conduct that the board consider to be detrimental to the company; or
 - (iii) the member becomes a member as a result of a misrepresentation or mistake.
- (b) Directors may discipline members. The directors may resolve to warn or expel a member who is not a director from the company if they believe
 - (i) the member has breached this constitution, or
 - (ii) the member's behaviour is causing, has caused, or is likely to cause, harm to the company.
- (c) Notification of action. At least 14 days before the directors' meeting at which such a resolution will be considered, the secretary must notify the member in writing
 - (i) that the directors are considering a resolution to warn or expel the member
 - (ii) that this resolution will be considered at a directors' meeting, the date of which must also be provided
 - (iii) the claims made against the member
 - (iv) the nature of the resolution that is to be proposed at the meeting, and
 - (v) that the member may provide an explanation to the directors, as well as how the member can do so.
- (d) Member must be given opportunity to explain or defend themselves. Before the directors pass any resolution, the member must be given a chance to explain or defend themselves by
 - (i) sending the directors a written explanation prior to that directors' meeting
 - (ii) speaking at the meeting, or
 - (iii) Both.
- (e) Directors' rights – disciplining members. After considering any explanation provided, the directors must decide to
 - (i) take no further action

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- (ii) warn the member
 - (iii) expel the member
 - (iv) require the matter to be determined at a general meeting, or
 - (v) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate. This independent person can only make a decision that the directors themselves can make under this clause.
- (f) Other
 - (i) The secretary must give written notice to the member of the directors' decision as soon as possible.
 - (ii) The directors cannot fine a member.
 - (iii) Disciplinary procedures must be completed as soon as reasonably possible.

10.13 Limited

A member's liability is limited to the amount specified in clause 35.6.

10.14 Guarantee

Each member's liability is limited to the guarantee specified in clause 35.6.

11. General Meetings

11.1 General Meetings

- (a) The board may convene a general meeting whenever it thinks fit.
- (b) The board must convene a general meeting, if required under the Corporations Act or requested in writing by at least 5% of members, acting for a proper purpose.
- (c) The board may use technology to conduct the general meeting.

11.2 Annual General Meeting

- (a) The company must hold an annual general meeting within 18 months of its registration.
- (b) The company must subsequently hold an annual general meeting at least once in each calendar year and within 5 months after the end of its financial year, unless an extension is granted under the Corporations Act.

11.3 Notice

- (a) The company must give at least 21 days' notice of a general meeting.
- (b) In determining the period for notice, disregard the day notice is given and the day of the proposed meeting.
- (c) A notice convening a general meeting must

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- (i) specify the place or places, date and time of the general meeting (and if the general meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) state the general nature of the business of the general meeting;
 - (iii) if a special resolution is to be proposed at the general meeting, set out an intention to propose the special resolution and state the resolution; and
 - (iv) contain a statement stating that that the member has a right to appoint a proxy, the proxy need not be a member.
- (d) The company must give a notice convening a general meeting to every member, each director and the company's auditor. This notice can be in writing or by electronic means such as email. Each member must receive an individual message (posting the notice on a website is not acceptable).
- (e) If a meeting is adjourned for 1 month or more, the company must give new notice of the resumed meeting.

11.4 Short notice

- (a) The company may call on shorter notice
 - (i) an annual general meeting, if all the members entitled to attend and vote agree beforehand; or
 - (ii) any other general meeting if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree beforehand.
- (b) This does not apply to a meeting to remove an auditor.
- (c) The AGM shall include on the agenda the appointment of the auditor for the next financial year.
- (d) This clause does not apply to a meeting at which a resolution to remove a director or auditor is to be considered.

11.5 Failure to Give Notice

The accidental omission to send notice of a general meeting, or the non-receipt of a notice does not invalidate the proceedings at the meeting.

11.6 Admission to General Meetings

- (a) The chair of a general meeting may expel or refuse admission to a person who seeks to record the proceedings or behaves or threatens to behave in a dangerous, offensive or disruptive manner.
- (b) A director and the auditor are entitled to attend and speak at general meetings even if he or she is not a member.

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11.7 Use of Technology

- (a) A virtual meeting platform may be used. The company may hold a hybrid or virtual-only general meeting using an appropriate virtual meeting platform. If the general meeting is held using only a virtual meeting platform, then
 - (i) the meeting location is taken to be the registered office of the company, and
 - (ii) the meeting time is taken to be the time at the company's registered office.
- (b) If the general meeting is hybrid (at more than one physical venue whether or not it is also held using a virtual meeting platform), then
 - (i) the meeting location is taken to be the main physical venue of the meeting, as set out in the notice of the meeting, and
 - (ii) the meeting time is taken to be the time at the main physical venue of the meeting, as set out in the notice of the meeting.

11.8 Quorum

- (a) No business may be transacted at any general meeting unless a quorum is present at the start of and at all times during the meeting.
- (b) A quorum for a general meeting is half (rounded up) of the directors.
- (c) If a quorum is not present at a general meeting or AGM within 30 minutes from the start time:
 - (i) if the meeting was convened upon the requisition of members, the meeting is dissolved;
 - (ii) in any other case, the meeting is adjourned to the same day in the next week at the same time and place or to the other day, time and place as the board sets by notice to the members.
 - (iii) If at an adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the persons present who are members entitled to vote, proxies or attorneys of members are a quorum and may transact the business for which the meeting was called.
 - (iv) If a person attends a meeting in more than 1 capacity, the person is counted only once in determining whether a quorum is present.

11.9 Chair

The chair for general meetings is:

- (a) the Chair; or
- (b) if the Chair is not present within 15 minutes after the appointed time for the start of the meeting, or declines to act:

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- (i) if the board has elected a deputy chair, then the deputy chair, if present within 15 minutes after the time appointed for the meeting and willing to act; and
- (ii) otherwise, the person elected by members who are present.

11.10 Conduct

- (a) A person must refer any question arising at a general meeting about the order of business, procedure or conduct of the meeting to the chair of the meeting.
- (b) The chair's decision is final.

11.11 Adjournment

- (a) The chair of a general meeting may with the consent of any general meeting at which a quorum is present (and must if directed by the general meeting) adjourn the general meeting to another time and place.
- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- (c) It is not necessary to specify in the notice the nature of the business to be transacted at the adjourned general meeting.

11.12 Resolutions

- (a) An ordinary resolution at a general meeting is passed if a majority of the votes cast on the resolution are in favour of it.
- (b) A special resolution at a general meeting is passed if at least 75% of the votes cast on the resolution are in favour of it.

11.13 Rights

A member is entitled to be present and to vote on any question either personally or by representative at any general meeting, or on any poll and to be counted in a quorum.

11.14 Method of Voting

Any resolution put to a vote at a general meeting is decided on a show of hands unless a poll is demanded.

11.15 Number of Votes

Every member has 1 vote.

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11.16 Evidence of Resolution

The chair's declaration of a decision is conclusive.

11.17 Polls

- (a) A poll may be demanded:
 - (i) before a vote is taken, before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared, or
 - (ii) by the chair of the general meeting or by a member who is entitled to vote on the resolution.
- (b) A poll cannot be demanded for the election of chair of a general meeting.
- (c) A demand for a poll may be withdrawn.
- (d) If a poll is duly demanded, it must be taken in the manner and at the time (within 21 days) and place as the chair of the general meeting directs. A poll demanded on a question of adjournment must be taken at the general meeting and without adjournment.
- (e) The result of the poll is a resolution of the general meeting at which the poll was demanded.
- (f) No notice need be given of a poll not taken immediately.
- (g) The demand for a poll does not prevent the continuance of a general meeting for any other business.

11.18 Casting Vote

If there is an equality of votes, whether on a show of hands or on a poll, the chair has a casting vote.

11.19 Objections

- (a) No person can object to the validity of any vote, except at the general meeting or adjourned general meeting at which the vote is cast.
- (b) A vote cast at a general meeting is valid unless it is the subject of an objection and the chair of the meeting decides it is invalid.

12. Representatives

12.1 Appointment

A person may represent a member at a meeting of members if:

- (a) the person is an individual;

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- (b) the person is appointed by instrument as proxy or attorney by the member; and
- (c) the board has received evidence satisfactory to it of the relationship, the event or of the appointment.

12.2 Form of appointment

- (a) An instrument appointing a proxy or attorney:
 - (i) must be in writing, legally valid and signed by the appointor
- (b) must state:
 - (i) the member's name and address;
 - (ii) the company's name;
 - (iii) the proxy's name or the name of the office held by the proxy;
 - (iv) the meetings at which the appointment may be used;
- (c) is not required to be in a particular format unless the company specifies a format; and
- (d) may direct the manner in which the proxy or attorney is to vote for a particular resolution.

12.3 Receipt

A proxy or attorney may vote only if the instrument appointing the person and any authority under which the instrument is signed are:

- (a) received by the company at least 24 hours before the meeting or, if the meeting has been adjourned, before the resumption of the meeting;
- (b) tabled at the meeting at which the person proposes to vote; or
- (c) in the case of a poll, produced when the poll is taken.

12.4 Rights

- (a) A representative has the same rights as the member:
 - (i) to speak at the general meeting;
 - (ii) to vote (but only to the extent allowed by the appointment); and
 - (iii) to join in a demand for a poll.
- (b) The authority of a proxy or attorney to speak and vote for a member at a general meeting is suspended while the member is present at the meeting personally or by another representative.

12.5 Voting

- (a) A representative does not need to vote. However, if a representative is:

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- (i) the chair of the meeting; and
- (ii) a proxy or attorney,

he or she must vote on a poll and vote as directed.

- (b) If a representative is directed how to vote, then if he or she votes, he or she must vote as directed.
- (c) If a person represents more than 1 member at a general meeting, on a show of hands:
 - (i) the person must not vote on a resolution if the appointments specify different ways to vote on it; and
 - (ii) the person is entitled to 1 vote only despite the number of members the person represents.

The vote is cast for all the members the person represents.

12.6 Transfer of proxy

If:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a resolution at a meeting of members; and
- (b) the proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the question that the resolution be passed; and
- (d) a record of attendance is made for the meeting and the proxy is not recorded as attending or the proxy does not vote on the resolution;

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

12.7 Standing appointments

A member may appoint a representative to act at a particular general meeting or make a standing appointment and may revoke any appointment.

12.8 Validity of Vote

A vote at a general meeting by a representative is valid even if there is a transmission event in relation to the appointor or the representative's authority is revoked and the company does not receive notice of the event before the meeting.

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13. Resolutions without meetings

13.1 When a resolution may be passed without a general meeting

When a resolution may be passed without a general meeting, the directors may put a resolution to the members to be passed without a general meeting being held. However, the company cannot pass resolutions for the following without holding a meeting:

- (a) resolution to remove an auditor or remove a director, or
- (b) where the Corporations Act or this constitution requires a meeting to be held.

13.2 When is a resolution passed

A resolution is passed if 75% of the members entitled to vote on the resolution sign or agree to the resolution.

13.3 How a resolution may be passed

The members may sign in the way set out in clause 4. Alternatively, the company may send a resolution by email to members, and members may agree to it by sending a reply email to that effect and including the text of the resolution in their reply.

13.4 Notifying the auditor

The company must notify the auditor (if applicable) as soon as possible that a resolution has or will be put to members, and set out the wording of the resolution.

14. Dispute resolution

- (a) Application. This procedure applies to disputes under this constitution between a member or director and:

- (i) one or more members
- (ii) one or more directors, or
- (iii) the company itself.

A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 10.12, until that disciplinary procedure is completed.

- (b) Notice of dispute resolution. Those involved in the dispute must try to resolve it between themselves either within 14 days of becoming aware of it, or within a timeframe agreed on by those involved. If the dispute cannot be resolved within 14 days or within a timeframe agreed on by those involved, they must:
 - (i) inform the company's directors in writing

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- (ii) agree or request that a mediator be appointed, and
 - (iii) attempt in good faith to settle the dispute through mediation.
- (c) Choosing a mediator. If those involved in the dispute cannot agree on the choice of mediator, then
 - (i) for disputes between members, the directors will choose the mediator, or
 - (ii) for other disputes, the president of the law institute or society in the state or territory in which the company has its registered office will choose the mediator.
- (d) Conditions of choosing a mediator. A mediator chosen by a director
 - (i) must not have a personal interest in the dispute, and
 - (ii) must be unbiased.
- (e) During mediation. When conducting the mediation, the mediator must
 - (i) allow those involved a reasonable chance to be heard
 - (ii) allow those involved a reasonable chance to review any written statements
 - (iii) ensure the mediation is conducted in a manner free from bias, and
 - (iv) not make a decision on the dispute.
- (f) Obligations of each party. Each party must
 - (i) do their best to resolve the dispute at the mediation conference, and
 - (ii) bear the costs of mediation as agreed between the parties or as determined by the mediator. In the absence of any agreement on costs the costs shall be jointly shared.

The terms of any agreement reached between the parties must be provided to the company.

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Part 5

Directors

15. Directors

15.1 Number of Directors

- (a) The board determines the number of directors.
- (b) There must be at least 3 but no more than 9 directors.
- (c) Each director must be a responsible person and, at the time of appointment or at any time during the preceding five years, must satisfy at least one of the following criteria:
 - (i) have been recognised through the Order of Australia honours system;
 - (ii) be or have been a member of the governing council of an Australian university;
 - (iii) be or have been a senior executive or director of the CSIRO, the Australian Space Agency or a space-related institute at an Australian university;
 - (iv) be or have been a senior government official with responsibility for education, science, technology, industry or space;
 - (v) be or have been a member of the Commonwealth Parliament or of a State or Territory Parliament;
 - (vi) be an Australian legal practitioner or a current or former judicial officer;
 - (vii) be or have been a senior executive or director of a company operating in the space sector or a related sector;
 - (viii) have substantial financial, investment, governance or risk-management expertise gained through a registered bank, financial institution, public company or comparable organisation;
 - (ix) be or have been a member or officeholder of a recognised national engineering, space, aviation, aeronautical, scientific or professional association; or
 - (x) hold or have held another position of public responsibility or professional standing relevant to the objects or governance of the company; or
 - (xi) possess other qualifications, expertise, experience, independence or public standing that the body appointing the person considers would enable the person to make a substantial contribution to the governance and objects of the company.

15.2 Initial directors

The initial directors of the company are the persons who have agreed to act as directors and who are named as proposed directors in the application for registration of the company.

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15.3 Appointment

- (a) The company may by ordinary resolution appoint a person as a director.
- (b) *Casual vacancies*. The board may appoint a person to be a director to fill a casual vacancy arising because a director has died, resigned, been removed, ceased to hold office or is otherwise unable to continue in office. This director must stand for reelection at the next general meeting or AGM whichever comes first.

15.4 Duties of directors

The directors must comply with their duties which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the company
- (b) to act in good faith in the best interests of the company, and to further the company's objects set out in clause 9.
- (c) to not misuse their position as a director
- (d) to not misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 22.
- (f) to ensure that the financial affairs of the company are managed responsibly, and
- (g) to not allow the company to operate while it is insolvent.

15.5 Power

- (a) The board manages the operations of the company.
- (b) The board may exercise all the powers of the company which are not required to be exercised in a general meeting.

15.6 Ceasing to be a director

A person ceases to be a director if the person:

- (a) resigns from office by notice in writing to the company;
- (b) is disqualified under a relevant law;
- (c) is absent from three ordinary consecutive meetings of the board, without leave;
- (d) becomes bankrupt or makes an arrangement or compromise with his or her creditors generally;
- (e) is convicted of an indictable offence involving fraud or dishonesty, or becomes disqualified from managing corporations under the Corporations Act or from being a responsible entity under the ACNC Act.
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any law relating to mental health.

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15.7 Term of office

Elected directors hold office for a term of 3 years and are eligible for re-election for further terms of 3 years each, and a maximum service limit of 9 consecutive years, unless the members resolve to extend the maximum service limit for a particular director.

15.8 Removing a director

- (a) The members entitled to vote may remove a director by passing a resolution at a general meeting.
- (b) The members must provide notice of intention to move a members' resolution to remove a director at least 2 months before the meeting is to be held.
- (c) The company must provide a copy of the notice to the director as soon as practicable after it is received.
- (d) The director can give the company a written statement to circulate to the members and speak to the motion at the meeting.
- (e) The members entitled to vote must pass an ordinary resolution to remove the director.

16. Board proceedings

16.1 Calling Meetings

- (a) Any director may call a meeting of the board.
- (b) The person calling the meeting must specify in a notice to the other directors the time, place and agenda for the meeting.
- (c) At least two days' notice must be given of all board meetings, unless a majority of the directors waive this requirement.

16.2 Chair

- (a) The board may elect any one of their number to be Chair and may determine the period of office.
- (b) The Chair is chair of board meetings.
- (c) If the Chair is not present, the board may elect one of the other directors to chair the meeting.
- (d) The board may remove the Chair at any time.
- (e) The Chair's responsibilities include:
 - (i) managing board meetings, including setting the agenda
 - (ii) ensuring directors receive accurate, timely, and clear information
 - (iii) ensuring effective communication with members, and

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- (iv) managing disputes to ensure the company is run effectively.

16.3 Quorum

The quorum for board meetings may be fixed from time to time by the board and unless fixed is the majority of directors.

16.4 Procedural rules

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

16.5 Use of technology

A board meeting may be held using any means of audio or audio-visual communication by which each director participating can hear and be heard by each other director.

16.6 Decisions

- (a) The board must decide all matters by a majority of votes.
- (b) If there is a deadlock, the chair of the meeting has a casting vote.

16.7 Defects

A defect in the appointment of a director does not invalidate an act of the board or the director.

17. Secretary

- (a) The board may appoint and remove a secretary. The board may at any time appoint a person as an additional secretary or as acting secretary or as a temporary substitute for the secretary.
- (b) A person ceases to be a secretary if the person:
 - (i) is removed by the board;
 - (ii) resigns from office by notice in writing to the company;
 - (iii) is disqualified under a relevant law;
 - (iv) becomes bankrupt or makes an arrangement or compromise with his or her creditors generally;
 - (v) is convicted of an indictable offence or an offence involving fraud or dishonesty;or

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- (vi) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any law relating to mental health.
- (c) The secretary does not have a vote at board meetings unless they are already a director.

18. Chief Executive Officer

- (a) The board may appoint a person as Chief Executive Officer for the period and on the terms as it thinks fit.
- (b) Subject to the terms of any contract between the appointee and the company, the board may revoke that appointment.
- (c) The board may confer upon a Chief Executive Officer any of the powers exercisable by it upon the terms and with the restrictions as it thinks fit.
- (d) The board may revoke, withdraw or vary all or any of those powers.
- (e) The powers may be concurrent with the powers of the board.

19. Patrons

The company may appoint distinguished and eminent Australians with a special interest in and commitment to space as Patrons of the company for the term and on the other conditions the company determines from time to time.

20. Delegation

- (a) The board may delegate its powers to committees or employees of the company.
- (b) The proceedings of a committee are governed by any terms of reference adopted by the board or the provisions for meetings of the board, as far as they may be applied.
- (c) The board may by power of attorney appoint any person to be an attorney of the company for any purpose and within its powers, authorities, and discretions for the period and subject to the conditions as it thinks fit.

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Part 6

Directors' interests

21. Remuneration

- (a) The directors may not be paid any remuneration for their services as directors of the company.
- (b) A director is entitled to be paid all travel and other expenses properly incurred by the director for the company.
- (c) This clause does not prevent a director from receiving reasonable payment for services provided to the company in a capacity other than as a director, under an arm's-length employment or services arrangement approved in advance by the non-conflicted directors in accordance with clause 22.

22. Conflict

22.1 Disclosure

A director must promptly disclose to the board any actual, potential or perceived material conflict of interest, including an interest of a related party or a conflict between duties owed to the company and another person or body.

22.2 Receipt of papers

Unless the non-conflicted directors determine that the interest is immaterial and the law permits participation, the conflicted director must not receive confidential papers relating to the matter, be present for deliberation, vote, or be counted in the quorum. The minutes must record the disclosure, the director's absence and the decision made.

22.3 Transactions

The company must not enter into a related-party transaction unless the non-conflicted directors are satisfied, on reasonable evidence, that the transaction:

- (a) furthers the objects;
- (b) is on arm's-length terms or terms more favourable to the company;
- (c) is reasonable in amount; and
- (d) complies with law and any applicable donor restriction. Independent advice or competitive quotations must be obtained where proportionate to the value and risk.

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22.4 Register of interests

The company must keep registers of interests and related-party transactions and review them at least annually.

22.5 Loans

The company must not make a loan, give a guarantee or provide security for the benefit of a director, former director or related party, except where expressly permitted by law and approved in advance by all non-conflicted directors as necessary to further the objects.

22.6 Breach

A breach does not become valid merely because it is described as a permitted interest. The company retains all rights and remedies available under law and this constitution.

23. Indemnity and Insurance

23.1 Indemnity to Officers

To the extent permitted by the Corporations Act, the company indemnifies every officer against any liability incurred by that person as an officer of the company. However, the company must not indemnify an officer against:

- (a) a liability owed by him or her to the company;
- (b) a liability that is owed by him or her to someone other than the company and did not arise out of conduct in good faith; or
- (c) a liability against which the law does not permit a company to indemnify an officer.

23.2 Insurance

The company may pay the premium insuring an officer against any liability incurred by the officer as an officer and against any liability for costs and expenses incurred by the officer in prosecuting or defending proceedings, whether civil or criminal, and whatever the outcome of the proceedings, except in circumstances prohibited by the Corporations Act.

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Part 7

Public Fund Rules

24. Fund purpose

The company must maintain a fund (Fund) for the purposes of soliciting and receiving contributions for carrying out the objects of the company set out in clause 9.

25. Keep separate

- (a) The Fund must not receive any other money or property.
- (b) Contributions to the Fund must be kept separate from any other funds received by the company.
- (c) The company must maintain a separate bank account for the Fund and credit it with all contributions to the Fund and any money received by the company because of those contributions, including interest on money in the account.
- (d) The company must maintain proper accounting records in connection with the Fund. It must immediately record any contribution received for and money expended from, the Fund and particulars for each entry sufficient to explain each transaction and to enable full and proper accounts to be prepared for the Fund.

26. Receipts

The company must issue receipts for gifts and other contributions to the Fund where required by law. A receipt for a tax-deductible gift must contain the information prescribed by law and must be clearly distinguishable from a receipt issued for sponsorship, ticket purchases, goods, services or other non-gift payments.

27. Public invited

The company will invite members of the public to make contributions to the Fund.

28. Not for profit

The Fund must not be applied for the profit or gain of a member. For this purpose, the company:

- (a) must only use the Fund to further its objects; and
- (b) must not distribute any of the Fund directly or indirectly to members except for bona fide compensation for services rendered or expenses incurred for the company.

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29. Management

The board manages the Fund.

30. Notice to ATO

The company must notify the Australian Taxation Office in writing within 21 days of any variation to this constitution.

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Part 8

Minutes and Records

31. Minutes

- (a) The company must keep minutes of proceedings of the company, the board and its committees. They must be confirmed at a subsequent meeting of the relevant body and signed by the chair of that meeting or its previous meeting.
- (b) The minutes are conclusive of the matters in them.

32. Accounts

- (a) The company must keep proper accounting records of its financial position.
- (b) The company's financial year is the 12 month period ending on 30 June each year.
- (c) The board may determine whether and to what extent, and at what time and places and under what conditions, the books of the company or any of them will be open to the inspection of members other than directors. A member other than a director does not have the right to inspect any document of the company except as provided by law or authorised by the board or the company in general meeting.

33. Auditor

- (a) The company by resolution of members entitled to vote at each annual general meeting must appoint a person qualified and eligible to act as auditor under applicable law to audit its books and records and report to the members on the financial affairs of the company.
- (b) The auditor's term starts at the end of the annual general meeting at which he or she is appointed and ends at the end of the next annual general meeting, unless the appointment ceases earlier. The auditor may be re-appointed.
- (c) If an auditor is not appointed at an annual general meeting or his or her appointment ceases before the next annual general meeting, the board may appoint another auditor in his or her place.
- (d) An auditor's appointment ceases if he or she retires as auditor by notice to the company, ceases to practice as an auditor, dies, becomes bankrupt or if a corporation, steps are taken to wind it up.

34. Notices

A notice or other communication must be in writing and may be given by delivering it personally, sending it by prepaid post, facsimile or electronic transmission to:

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- (a) the company, at its registered office or other address it specifies in a notice to members from time to time;
- (b) a director, at the address given by him or her to the company from time to time; or
- (c) to a member at the member's address in the register of members or its address last known to the company.

Notice is taken to be given, if sent by post, five days after posting, if sent electronically, at the time of sending.

35. Winding up

35.1 Voluntary winding up

Subject to applicable law, the members may resolve by special resolution to wind up the company voluntarily.

35.2 Distribution on winding up

If the company is wound up or dissolved:

- (a) no Surplus Assets may be distributed to a member or former member, unless that member or former member is a Recipient Charity;
- (b) all Surplus Assets must be transferred to one or more Recipient Charities;
- (c) any DGR Assets included in the Surplus Assets must be transferred only to an Eligible DGR; and
- (d) each transfer must comply with any applicable law, donor restriction, trust, grant condition or contractual obligation.

The Recipient Charity or Recipient Charities must be selected by special resolution of the members at or before the time of winding up. If the members do not make the selection, the board must do so. If neither the members nor the board makes the selection, the company may apply to the Supreme Court of the State or Territory in which its registered office is situated for determination.

35.3 Winding up of the Fund or loss of DGR endorsement

If:

- (a) the Fund is wound up or otherwise ceases to operate;
- (b) the company's endorsement as a deductible gift recipient is revoked, withdrawn, cancelled or otherwise ceases to have effect; or

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- (c) the endorsement of the Fund, or of the company in respect of the Fund, as a deductible gift recipient is revoked, withdrawn, cancelled or otherwise ceases to have effect,

the company must, after paying or making adequate provision for liabilities properly attributable to the DGR Assets, transfer all remaining DGR Assets to one or more Eligible DGRs.

The transfer must be made as soon as reasonably practicable and in accordance with the *Income Tax Assessment Act 1997* (Cth), any direction or requirement of the Australian Taxation Office, and any applicable donor restriction, trust, grant condition or contractual obligation.

Loss of DGR endorsement does not, of itself, require the company to transfer assets that are not DGR Assets or to wind up, provided that the company remains a registered charity and continues to operate solely in furtherance of the objects.

35.4 Loss of charity registration

If the company's registration as a charity under the ACNC Act is revoked, withdrawn, cancelled or otherwise ceases:

- (a) the board must immediately:
 - (i) cease representing that the company is a registered charity;
 - (ii) cease soliciting or accepting gifts on the basis that the company is a registered charity or deductible gift recipient, except to the extent lawfully permitted;
 - (iii) notify the ACNC, the Australian Taxation Office and any other relevant regulator as required by law;
 - (iv) identify and preserve all DGR Assets, restricted funds and property held on trust; and
 - (v) take reasonable steps to protect the company's assets and comply with its obligations to donors, grantors and other parties;
- (b) within six months after the revocation or cessation becomes final, the board must:
 - (i) take all reasonable steps to have the company's charity registration reinstated; or
 - (ii) convene a general meeting to consider a proposal to wind up the company or transfer its activities and assets to one or more Recipient Charities;
- (c) while reinstatement is being pursued, the company may continue only those activities that:
 - (i) further the objects;
 - (ii) preserve or protect the company's assets;
 - (iii) discharge existing liabilities or obligations; or
 - (iv) are reasonably necessary to seek reinstatement;

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- (d) if the company's charity registration has not been reinstated within 12 months after the revocation or cessation becomes final, the board must, unless a court or relevant regulator permits otherwise, take all reasonable steps to wind up the company and distribute its Surplus Assets in accordance with clause 35.2; and
- (e) any DGR Assets must in all circumstances be dealt with in accordance with clause 35.3.

For this clause, a revocation or cessation becomes **final** when any applicable period for objection, review or appeal has expired without an objection, review or appeal being commenced, or when any objection, review or appeal has been finally determined or withdrawn.

35.5 Loss of charity tax concessions

If the company loses entitlement to any Commonwealth, State or Territory charity tax concession without losing its registration under the ACNC Act, the board must:

- (a) promptly determine the reason for that loss;
- (b) take reasonable steps to restore the entitlement where doing so is consistent with the objects;
- (c) comply with any resulting taxation, notification or repayment obligation; and
- (d) ensure that any DGR Assets continue to be dealt with in accordance with clause 35.3.

35.6 Liability of members

Each member must contribute an amount not exceeding \$10 to the property of the company if the company is wound up:

- (a) while the person is a member or within 12 months after the person ceases to be a member; and
- (b) to the extent required to pay:
 - (i) debts and liabilities incurred before the person ceased to be a member;
 - (ii) the costs and expenses of winding up; and
 - (iii) any adjustment of the rights of contributories among themselves.

The liability of each member is limited to that amount.

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36. Amending the constitution

- (a) The members may amend this constitution by special resolution. However, an amendment that would cause the company to cease to be charitable at law or prevent it from continuing to operate as a registered charity has no effect.
- (b) The company must notify the ACNC of any amendments to this constitution within the period required by the ACNC Act.
- (c) Any amendment to this constitution will take effect from the date of the special resolution, or from any later date specified in the resolution.