

Constitution

Yoga Australia Ltd

ACN: 103 198 081

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1. NAME

The name of the Company is Yoga Australia Ltd.

2. PURPOSE

2.1 Principal Purpose and powers

- (a) The Company is a not-for-profit public company limited by guarantee.
- (b) The Principal Purpose for which the Company is established is to:
 - (i) Develop and promote best practice for Yoga;
 - (ii) Support and represent Yoga teachers in Australia, from all traditions and styles; and
 - (iii) Educate and inform the general community and professional groups about Yoga.
- (c) Solely for the purpose of furthering the Principal Purpose, the Company:
 - (i) may do all things incidental or conducive to furthering the Principal Purpose; and
 - (ii) has the capacity and powers of a company under the Corporations Act subject to the provisions of this Constitution.

2.2 Application of income and property

- (a) The income and property of the Company must be applied solely towards the Principal Purpose.
- (b) No portion of the profits, income or property of the Company may be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or otherwise in their capacity as Members or Directors.
- (c) Sub-clause 2.2(a) and (b) does not stop the Company from doing the following things, provided they are done in good faith:
 - (i) paying a Member or Director for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company, or
 - (ii) making a payment to a Member or Director in carrying out the Company's purpose(s).
- (d) Any payment made under sub-clause 2.2(c) must be approved by the Directors.
- (e) The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

- (f) Members and Directors must repay on demand any dividend, bonus, profit or other benefit received from the Company in breach of this clause 2.2.

2.3 Distribution of assets on revocation of endorsement or winding up

- (a) Where on the winding up of the Company or dissolution of the Company, there is a surplus of assets after satisfying all the Company's liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to the Members in their capacity as Members; and
 - (ii) will be given or transferred to such other fund, authority, institution or company which:
 - (A) has similar objects to those of the Company as described in this Constitution; and
 - (B) prohibits the distribution of profit or gain to its Members in their capacity as Members.
- (b) The identity of the fund, authority, institution or company will be decided by the Members by ordinary resolution on or before the time of such winding up or dissolution. If the Members fail to decide, the fund, authority, institution or company shall be determined by application to the Supreme Court in the State of incorporation.

3. MEMBERSHIP

3.1 Eligibility

- (a) Any person committed to the Principal Purpose of the Company may apply to be a Member.
- (b) The minimum number of Members is one.
- (c) The rights of any Member are not transferable.

3.2 Application

- (a) An application for Membership must be made in a form and manner directed by, or acceptable to, the Board for the purpose.
- (b) An applicant must pay the Membership fee determined by the Board (if any).
- (c) An applicant must agree in writing to provide a guarantee of not less than the Guaranteed Amount to defray such liabilities and expenses of the Company upon its winding up or dissolution.

3.3 Admission

- (a) The Board must consider and resolve whether to accept or reject each application for Membership within a reasonable time. The Board may delegate this power to a subcommittee of the Board, the Secretary or the Chief Executive Officer.

- (b) The Board may accept or reject any application for Membership in its discretion, using such criteria as the Board alone may determine. The Board is not bound to give reasons for the acceptance or rejection of any application.
- (c) If the Board accepts an application, the Secretary or Membership Officer appointed by the Board must:
 - (i) enter the applicant's details into the Register as soon as practicable, subject to the payment of the Membership fee (if any); and
 - (ii) send to the Member written notice of the acceptance.
- (d) A person is admitted as a Member of the Company when the person's application has been accepted by the Board and the person's name is entered into the Register.
- (e) If the Board rejects an application, the Secretary or Membership Officer appointed by the Board must send to the applicant written notice of the rejection as soon as practicable.

3.4 Register of Members

- (a) The Secretary must maintain the Register.
- (b) The Register must contain:
 - (i) the name, address, and date of entry – for each Member and former Member;
 - (ii) the date on which a person ceased to be a Member – for each former Member.
- (c) The Secretary may keep the entries regarding former Members separately from the rest of the Register.
- (d) The address of a Member in the Register may serve as the address of the Member for the purpose of service of any notices to the Member.
- (e) The Company must give current Members access to the Register.
- (f) Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members.

3.5 Expulsion and suspension of Members

- (a) The Board may suspend or expel a Member from the Company if it decides it is not in the interests of the Company for the person to continue or remain as a Member. The Board has absolute discretion.
- (b) The Board may not pass a resolution to suspend or expel a Member outside of a Board meeting.
- (c) The chief executive officer or, if there is no chief executive officer, the Board may resolve to remove a Member's public profile from its website immediately (pending consideration of a resolution to suspend or expel

the Member) if the chief executive officer or Board in their sole discretion determines that:

- (i) ongoing publication of the profile has the potential to place the public, its Members and/or the reputation of the Company at risk; and
 - (ii) the potential risk is sufficiently serious to warrant immediate removal of the profile.
- (d) Removal of a public profile is necessarily based on a preliminary assessment to which the Member has not had an opportunity to respond. For this reason, if a Member's public profile is removed:
- (i) the Member must be notified as soon as practicable;
 - (ii) the Company must otherwise not publicise the fact of the removal in any way; and
 - (iii) the Company must ensure that the removal does not prejudice the Board's consideration of any resolution to suspend or expel the Member.
- (e) If the Board intends to consider a resolution to suspend or expel a Member, it must give the Member written notice:
- (i) stating the date, place and time of the meeting where the resolution will be considered;
 - (ii) setting out the intended resolution and the grounds on which it is based; and
 - (iii) informing the Member that they may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

The notice must be given at least two weeks before the meeting at which the resolution is to be considered.

- (f) After considering any oral or written explanation or submission under sub-clause 3.5(e)(iii), the Board may resolve at a Board meeting to:
- (i) take no further action;
 - (ii) warn the Member;
 - (iii) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (iv) expel the Member;
 - (v) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause), or
 - (vi) require the matter to be determined at a general meeting.

- (g) Any Member expelled from the Company may at any time apply to the Board to be readmitted as a Member.
- (h) No person may be a Director following expulsion or during suspension as a Member unless such a person is subsequently readmitted as a Member.

3.6 Cessation of Membership

- (a) A person ceases to be a Member:
 - (i) one month after the Member sends their written resignation to the Secretary or the Membership Officer appointed by the Board;
 - (ii) if required to pay a Membership fee, immediately on failing to pay the Membership fee within 21 days of it falling due;
 - (iii) on termination of the person's Membership in accordance with this Constitution;
 - (iv) on the Directors deeming, in their sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence sent to the contact details entered in the Register for that Member; or
 - (v) in the case of a natural person, death.
- (b) A Member whose Membership is terminated will be liable for all moneys due by that Member to the Company in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
- (c) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.
- (d) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

3.7 Categories of Membership

- (a) The Board may from time to time determine different categories of Membership.
- (b) The Board may, in its sole discretion, determine that different Membership categories shall pay different Membership fees or have different voting rights.
- (c) The Membership fee and voting rights of each category of Member shall be published by the Board on the Company's website.

4. MEETINGS AND RESOLUTIONS OF MEMBERS

4.1 Proceedings of Members

A meeting of the Members is a general meeting.

4.2 Annual General Meeting

- (a) The Board may call and arrange to hold an Annual General Meeting.
- (b) The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:
 - (i) the consideration of the annual financial statements, Directors' declaration and Directors' report and auditor's report;
 - (ii) the appointment of Directors;
 - (iii) the appointment of any auditor; and
 - (iv) the fixing of any auditor's remuneration.

4.3 Convening general meetings

- (a) A general meeting may only be called:
 - (i) by the President; or
 - (ii) by a resolution of the Board.
- (b) If Members with at least 5% of the votes that may be cast at a general meeting sign a written request to the Company for a general meeting to be held, stating the objects of the meeting, the Directors must:
 - (i) within 21 days of the Members' request, give all Members notice of a general meeting, and
 - (ii) hold the general meeting within 3 months of the Members' request.
- (c) If the Directors do not call the meeting within 21 days of being requested under sub-clause 4.3(b), 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- (d) To call and hold a meeting under sub-clause 4.3(c) the Members must:
 - (i) as far as possible, follow the procedures for general meetings set out in this Constitution
 - (ii) call the meeting using the list of Members on the Register, which the Company must provide to the Members making the request at no cost, and
 - (iii) hold the general meeting within three months after the request was given to the Company.
- (e) The Company must pay the Members who request the general meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

4.4 Changes to general meeting arrangements

- (a) The Board may change the venue for, postpone or cancel a general meeting, subject to this clause.
- (b) If a general meeting was not called by a resolution of the Board, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.
- (c) If the venue of a general meeting is changed, or if the general meeting is cancelled or postponed under this clause:
 - (i) Notice of the change, cancellation or postponement must be given to all persons entitled to receive notices of a general meeting under this Constitution.
 - (ii) A notice of postponement must specify the date, time and place to which the general meeting has been postponed.
 - (iii) The provisions of the clause in this Constitution headed "Timing of notice" do not apply to a notice of postponement or change of venue.
 - (iv) In the case of a general meeting called under sub-clause 4.3(c) the general meeting may not be postponed beyond the date by which meetings called under such provisions are required to be held.
- (d) The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.

4.5 Entitlement to receive notice

- (a) In the case of a general meeting, notice must be given:
 - (i) to every Member; and
 - (ii) to every Director and the auditor for the time being of the Company.
- (b) An accidental failure to comply with sub-clause 4.5(a) in respect of any Member will not invalidate the proceedings at any general meeting.

4.6 Notice of general meetings

A notice of general meeting must:

- (a) be in writing;
- (b) specify the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (c) state the general nature of the business to be transacted at the meeting;

- (d) if a Special Resolution is to be proposed at the meeting – set out the wording of the resolution and state that it is proposed as a Special Resolution;
- (e) include the information in the clause of this Constitution headed “Proxies”;
- (f) include a form for the appointment of a Proxy which has been approved by the Board for the purpose; and
- (g) specify that notice of a proxy must be given to the Company at least 24 hours prior to the commencement of the meeting, by delivery to the Company at its registered address or at another address (including an electronic address) specified in the notice of the meeting.
- (h) No question requiring a vote of the Members may be brought forward at a general meeting unless notice of the proposed resolution has been given in accordance with this clause 4.6.

4.7 Timing of notice

- (a) In the case of a general meeting, at least 21 days’ notice must be given unless:
 - (i) in the case of an Annual General Meeting, all the Members entitled to attend and vote agree beforehand; and
 - (ii) in the case of any other general meeting, if Members with at least 95 per cent of the votes that may be cast at the meeting agree beforehand.
- (b) A general meeting cannot be called with fewer than 21 days' notice if it is of a kind where a resolution will be moved to remove a Director or auditor, notwithstanding the preceding sub-clause.

4.8 Chairperson of general meetings

- (a) The President shall preside as chairperson at every general meeting.
- (b) If there is no President or the President is not present within 15 minutes after the time appointed for the holding of the general meeting or the President is unwilling to act as chairperson for all or part of the meeting, the following, in order of precedence, may preside unless unable or unwilling to do so:
 - (i) The Vice-President;
 - (ii) a Director chosen by a majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Member chosen by a majority of the Members present.
- (c) No business shall be discussed or transacted at any general meeting while the President is vacant except the election of a chairperson.

4.9 Role of chairperson of general meeting

The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting; and
- (b) must give the Members as a whole reasonable opportunity to make comments and ask questions.

4.10 Quorum for general meetings

- (a) No business may be transacted at any general meeting, other than the election of a chairperson or adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) A quorum of Members for a general meeting is five Members.
- (c) If a quorum is not present within half an hour from the time appointed for a general meeting, then:
 - (i) in the case of a meeting called by, or at the request of Members, the meeting will dissolve;
 - (ii) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the Members present shall determine or, if no determination is made by the Members present, to the same day in the next week at the same time and place; and
 - (B) if at the resumption of the meeting a quorum is not present within 15 minutes from the time appointed for the meeting, then the meeting will dissolve.
- (d) A person attending as a proxy, is deemed to be a Member present for the purpose of determining quorum.
- (e) A Member that is suspended is not counted as Member for the purpose of determining quorum.

4.11 Adjournment of general meetings

- (a) The chairperson of a general meeting may at any time, and must if so directed by the meeting, adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered by the meeting.
- (b) Only unfinished business is to be transacted at a general meeting resumed after an adjournment.
- (c) 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 14 days or more.

- (d) A meeting adjourned under this clause stands adjourned to:
 - (i) such day, and at such time and place, as the Directors present decide; and
 - (ii) if no determination is made by the Directors, to the same day in the next week at the same time and place.

4.12 Method of Voting

- (a) At a general meeting, voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded by three Members present at the meeting.
- (b) A poll can be demanded by three Members present at the meeting at any time prior to a vote being taken, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- (c) A demand for a poll may be withdrawn.
- (d) If a poll is duly demanded, it shall be taken in such a manner as the chairperson directs.
- (e) A poll demanded on the election of the chairperson of the meeting or on a question of adjournment of a meeting must be taken immediately.
- (f) A Member may vote in person or by proxy or by Representative.

4.13 Voting rights

- (a) On a vote conducted at a general meeting by poll, each Member has one vote.
- (b) On a vote conducted at a general meeting by other means, each person present who is a Member, or proxy for a Member, has one vote (for example, on a show of hands or voices, a Member only has one vote even if the Member carries other proxies).
- (c) In the case of a resolution passed without a meeting, in the manner provided in the clause of this Constitution headed "Resolutions without meetings", each Member has one vote.
- (d) However, a Member that:
 - (i) is suspended; or
 - (ii) has not paid all moneys due and payable to the Company (other than the amount of any Membership fee determined by the Board to be payable in respect of the current Financial Year),

is not entitled to vote during the period of suspension or while payment remains outstanding.

4.14 Decisions of the Members

- (a) Questions arising for determination by the Members (other than matters requiring a Special Resolution) shall be decided by a simple majority of votes cast, unless a different majority is:
 - (i) otherwise provided for in this Constitution; or
 - (ii) determined by Special Resolution of the Members.
- (b) In a case of an equality of votes cast on a motion (whether the vote is taken by poll or show of hands), the chairperson of the general meeting will have a casting vote in addition to any vote to which they may be entitled as a Member.
- (c) A declaration by the chairperson of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution – unless a poll is demanded.
- (d) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the chairperson of the meeting whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

4.15 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

4.16 Proxies

- (a) A Member may appoint a proxy to act on behalf of the Member at one or more general meetings.
- (b) A proxy may exercise any and all of the rights of the Member who appointed it at a general meeting, subject to the following:
 - (i) a proxy must be an existing Member who is qualified and entitled to be present and vote at the general meeting;
 - (ii) a proxy is subject to any directions or limitations specified in the proxy appointment;
 - (iii) a proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- (c) The appointment of a proxy must be:
 - (i) in writing;
 - (ii) signed by the Member making the appointment;
 - (iii) delivered to the Secretary at least 24 hours before the meeting at which the Member proposes to vote (or such later time nominated in the relevant notice of meeting); and

- (iv) in a form as similar as possible to that in Schedule 1.
- (d) A vote given by proxy is valid even if the Member who appointed the proxy revokes the appointment, or ceases to be a Member, provided that the chairperson was not aware of the revocation or cessation of Membership at the time the proxy cast the vote.

4.17 Use of technology in meetings

- (a) The Company may hold a general meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (b) A person participating through the use of technology will be deemed to be present at the meeting in person.

4.18 Resolutions without meetings

- (a) This clause does not apply to a Special Resolution, a resolution to remove a Director from office, or a resolution by the Members to appoint or remove an auditor.
- (b) A resolution may be passed without a meeting in the following circumstances if:
 - (i) notice has been given of the resolution to all of the Members entitled to vote; and
 - (ii) notice has been given to the auditor (if any); and
 - (iii) a majority of the Members entitled to vote give their approval in writing.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution;
 - (ii) approval in writing includes approval given by email and any other means of electronic communication; and
 - (iii) a resolution will be deemed to have passed if after a minimum of 48 hours after notice was given it achieves the requisite majority.
- (d) The resolution is passed at the time when approval is given to the Secretary of the last person necessary to constitute a majority.

5. DIRECTORS

5.1 Number of Directors

- (a) The Board must comprise of a minimum of four and a maximum of eight Directors.

5.2 Eligibility

- (a) Any natural person committed to the Principal Purpose is eligible to be appointed as a Director provided the person:

- (i) has given written, signed consent to act as a Director;
- (ii) complies with any Statement of Ethics and Code of Professional Conduct adopted by the Board from time to time;
- (iii) has suitable qualifications, skills and experience to discharge the functions of a Director, as determined by the Board from time to time; and
- (iv) is not disqualified by the Corporations Act from being a Director.

5.3 Election and Appointment of Directors

- (a) Nominations of candidates for election to the Board must be-
 - (i) made in writing, signed by two Members of the Company and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Secretary of the Company not less than 7 days before the date fixed for the holding of the annual general meeting.
- (b) A candidate may only be nominated prior to the annual general meeting (subject to subclause 5.3(c)).
- (c) A Director appointed to fill any casual vacancy is automatically deemed to be nominated for election to the Board at the annual general meeting following their appointment.
- (d) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (f) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (g) The ballot must be conducted at the annual general meeting in such manner as the Board may direct.
- (h) The Directors shall have power at any time and from time to time to:
 - (i) appoint a new Director to fill any casual vacancy; and
 - (ii) appoint additional Directors.

5.4 Term of office

- (a) The term of office of a Director appointed by resolution of the Members:
 - (i) is the period specified in the resolution, and if there is no period specified then a term of three years;
 - (ii) commences on the date of appointment; and

- (iii) expires at the end of the period specified in the resolution and if there is no period specified then at the conclusion of the third Annual General Meeting of the Company.
- (b) The term of office of a Director appointed by the Board:
 - (i) is such period specified by the Board, or if no period is specified then a term of three years;
 - (ii) commences on the date of appointment; and
 - (iii) expires at the end of the period specified in the resolution or if there is no period specified then at the conclusion of the third Annual General Meeting of the Company.
- (c) A person may be appointed as a Director for more than one term of office:
 - (i) in accordance with a rotation policy determined by the Directors; and
 - (ii) subject to a maximum tenure of 9 years, unless the Members pass a resolution to permit the re-appointment of a Director beyond that period.

5.5 Casual vacancy in Directorship

- (a) A casual vacancy is created in the office of a Director if the Director:
 - (i) resigns in writing;
 - (ii) dies;
 - (iii) fails to meet the eligibility requirements;
 - (iv) is removed by the Members under the Corporations Act;
 - (v) is absent without the consent of the Directors and without leave of absence, from:
 - (A) three consecutive Board meetings; or
 - (B) at least four Board meetings over 12 months;
 - (vi) becomes subject to a Court order to receive treatment or have their finances managed by another person due to the Director being of unsound mind or having a mental illness; or
 - (vii) becomes ineligible to be a Director by the operation of the Corporations Act.

5.6 Effect of casual vacancy

- (a) In the event of a casual vacancy in the office of a Director the Board may act, subject to this clause.
- (b) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors, or is less than the

minimum number of Directors fixed under this Constitution, the remaining Directors must act as soon as possible to:

- (i) increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution;
 - (ii) convene a general meeting of the Company for that purpose; or
 - (iii) appoint additional Directors.
- (c) Until the Board has acted in accordance with the preceding sub-clause, the Directors may only act if and to the extent that there is an emergency requiring them to act.

5.7 Defects in appointment of Directors

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

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

5.8 Office bearers

- (a) The Board must appoint a President, Vice President and Treasurer from among the Board members for an annual term of office.
- (b) The description, number and duties of the office bearers may be determined by the Board from time to time.
- (c) An office bearer may be elected for more than one successive term.
- (d) The Board may remove or suspend a person from holding any of the above offices by resolution passed at a Board meeting provided:
 - (i) the resolution is passed by not less than two-thirds of the Directors present;
 - (ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person that is the subject of the resolution.

5.9 Chief Executive Officer

- (a) The Board may appoint a chief executive officer designated by whatever title the Board thinks fit.
- (b) The appointment may be for the period, at the remuneration and on the conditions that the Board thinks fit.
- (c) The Board may remove the chief executive officer at any time, with or without cause, subject to any contract between the Company and the chief executive officer.

5.10 Secretary

- (a) There must be at least one Secretary, whose name must be designated as such on the ASIC register.
- (b) The Secretary is to be appointed by the Board on such terms and conditions as the Board thinks fit.
- (c) The Secretary may be, but is not required to be, a Director.
- (d) A person must not be appointed Secretary unless the person has given the Company a signed consent to act as Secretary.
- (e) The Board may suspend or remove a Secretary.
- (f) An act done by a person acting as a Secretary is not invalidated by reason only of:
 - (i) a defect in the person's appointment as a secretary; or
 - (ii) the person being disqualified to be a secretary,if that circumstance was not known by the person when the act was done.
- (g) The Secretary must identify whether a person is ineligible to be appointed as a Director under this Constitution as a result of disqualification by the Corporations Act. The Secretary must:
 - (i) perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, appointed as a Director; and
 - (ii) obtain a declaration from each Director to the effect that they are not disqualified by the Corporations Act, and that they will notify the Secretary as soon as possible in the event that they become disqualified.
- (h) The Secretary must fulfil all ASIC lodgement requirements.

5.11 Treasurer

- (a) The Treasurer must:
 - (i) arrange for the collection and receipt of all moneys due to the Company and arrange for all payments authorised by the Company to be made;
 - (ii) ensure that the financial records of the Company are kept in accordance with the Corporations Act; and
 - (iii) coordinate the preparation of the financial statements of the Company and their certification by the Board prior to their submission to the annual general meeting of the Company.
- (b) The Treasurer should ensure that at least one other Board member has access to the accounts and financial records of the Company.

6. PROCEEDINGS OF DIRECTORS

6.1 Powers of Directors

- (a) The Directors are responsible for the management and control of the business and affairs of the Company and may exercise all the powers of the Company (in accordance with the provisions of this Constitution) that are not, by the Corporations Act or by this Constitution, required to be exercised by the Members in general meeting.
- (b) The Directors may (without limiting the previous paragraph):
 - (i) borrow money;
 - (ii) charge any property or business of the Company;
 - (iii) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (iv) decide how negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Company.
- (c) The Directors cannot remove a Director or auditor.

6.2 By-laws

- (a) Subject to any limitations imposed by this Constitution, the Board has power to make regulations or by-laws for the general conduct and management of the Company and the business of the Board.
- (b) The Board may revoke and alter such by-laws or regulations as it sees fit.

6.3 Appointment of attorney

- (a) The Board may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- (b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

6.4 Meetings of Directors

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

6.5 Convening Board meetings

The Board may at any time, and a Secretary must on the requisition of a Director, convene a Board meeting.

6.6 Entitlement to receive notice of Board meetings

In the case of a Board meeting, notice must be given to each Director entitled to vote at the meeting. A Director may waive the requirement to receive notice of a Board meeting.

6.7 Content of notice of Board meetings

A notice of a Board meeting:

- (a) must specify the place, the day and the time of the meeting;
- (b) if the meeting is to be held in two or more places, must specify the technology that will be used to facilitate this; and
- (c) does not need to specify the nature of the business to be transacted at the meeting.

6.8 Timing of notice of Board meetings

In the case of a Board meeting, notice may be given immediately before the meeting.

6.9 Chairperson of Board meetings

- (a) The President shall preside as chairperson at every Board meeting.
- (b) Where a meeting of the Board is held and the President is not present within 10 minutes after the time appointed for the holding of the Board meeting or is unwilling to act as chairperson for all or part of the meeting then:
 - (i) the Vice President will act as chairperson of the Board meeting; and
 - (ii) if Vice President is not present, willing and able to act as chairperson of all or part of the meeting, the Directors present may elect one of their number to be chairperson of such meeting or part of it.

6.10 Quorum for Board meetings

- (a) No business may be transacted at any Board meeting unless a quorum is present.
- (b) A quorum consists of two thirds (2/3) of the total number of Directors.
- (c) A Director on a leave of absence approved by the Directors should not be included when calculating the total number of Directors for the purposes of this clause.

6.11 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

6.12 Voting at Board meetings

- (a) A Board meeting at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Board under this Constitution.
- (b) A question arising at a Board meeting is to be decided by a majority of votes of Directors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the Board.
- (c) Where the votes cast on a motion are equal (whether the vote is taken by poll or show of hands), the chairperson of the meeting has a second or casting vote.

6.13 Establishment of committees

- (a) The Board may establish one or more committees comprised of such persons as it thinks fit for such purposes as it sees fit. A committee may include, or be comprised of, non-Directors.
- (b) The meetings and proceedings of committees are:
 - (i) subject to any directions of the Board; and
 - (ii) otherwise governed by the provisions of this Constitution which regulate the proceedings of the Board, to the greatest extent practical.

6.14 Delegation of powers

- (a) The Board may delegate any of its powers to one or more Directors, a committee, an employee or any other person.
- (b) A delegation must be recorded in the Company's minute book.
- (c) The Board may revoke a delegation.
- (d) The Board may specify terms (including the power to further delegate).

6.15 Use of technology in Board meetings

- (a) The Board may hold their meetings by using any technology that is agreed to by all of the Directors.
- (b) The Directors' agreement may be a standing one.
- (c) A Director may only withdraw their consent within a reasonable period before the meeting.
- (d) A Director that is present at a Board meeting through the use of technology is be deemed to be present at the meeting.

6.16 Resolutions without meetings

- (a) A resolution of the Board may be passed without a meeting if all of the Directors entitled to vote on the resolution sign a notice stating that they are in favour of the resolution.

- (b) The resolution is passed at the time when the last director signs.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution;
 - (ii) the notice may be distributed by any means, including electronic communication;
 - (iii) separate copies of the notice may be signed; and
 - (iv) a resolution will be deemed to have failed to have been passed if it has not achieved unanimous consent within 48 hours after the notice was given.

7. DIRECTORS' DUTIES AND INTERESTS

7.1 Duties of Directors

Directors must comply with any duties imposed on them by law, which includes duties under the Corporations Act.

7.2 Disclosure of interests

- (a) A Director must disclose any perceived or actual material conflict of interest to the other Directors.
- (b) A Director must disclose any material personal interests in the manner and extent required by the Corporations Act.

7.3 Participation in decisions

- (a) A Director who has a material personal interest in a matter that is being considered by the Board:
 - (i) must not be present while the matter is being considered at a Board meeting; or
 - (ii) vote on the matter,unless permitted by the following sub-clause.
- (b) A Director may be present or vote if:
 - (i) the interest arises because the Director is a Member of the Company, and the interest is held in common with other Members of the Company;
 - (ii) the interest arises in relation to the Director's remuneration as a Director of the Company;
 - (iii) the interest relates to a contract the Company is proposing to enter into that:
 - (A) is subject to approval by the Members; and
 - (B) will not impose any obligation on the Company if it is not approved by the Members;

- (iv) the interest arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Company;
- (v) the interest arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in paragraph 7.3(b)(iv);
- (vi) the interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as an officer of the Company (but only if the contract does not make the Company or a Related Body Corporate the insurer);
- (vii) the interest relates to any payment by the Company or a related body corporate in respect of an indemnity permitted under section 199A of the Corporations Act or any contract relating to such an indemnity;
- (viii) the interest is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a Related Body Corporate and arises merely because the Director is a director of the Related Body Corporate;
- (ix) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter; or
- (x) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (B) states that those Directors are satisfied that the interest should not stop the Director from voting or being present.

7.4 Directors' interests

A Director may:

- (a) hold any other position in the Company, except that of auditor, unless being or becoming a Director would breach any law by reason of holding that office;
- (b) hold any office or place of profit in any other entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Company;
- (d) 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;
- (e) act in a professional capacity (or be a Member of a firm which acts in a professional capacity) for the Company, except as auditor;

- (f) sign or participate in the execution of a document by or on behalf of the Company; and
- (g) 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

provided the Director complies with the clauses of this Part headed "Disclosure of interests" and "Participation in decisions".

7.5 Wholly-owned subsidiaries

If the Company is a wholly-owned subsidiary, the Directors are expressly authorised to act in the best interests of the Holding Company and in doing so are deemed to be acting in good faith and in the best interests of the Company provided that the Company:

- (a) is not insolvent at the time the Directors so act; and
- (b) does not become insolvent because of the Directors' act.

8. ADMINISTRATION

8.1 Minutes

- (a) The Directors will cause minutes of:
 - (i) all proceedings and resolutions of meetings of Members;
 - (ii) all proceedings and resolutions of meetings of the Directors, including meetings of any committee established by the Board;
 - (iii) resolutions passed by Members without a meeting; and
 - (iv) resolutions passed by Directors without a meeting,
 to be duly entered into the books kept for that purpose, within one month.
- (b) The Company must ensure that:
 - (i) minutes of a meeting are signed within a reasonable time after the meeting by one of the following:
 - (A) the chairperson of the meeting; or
 - (B) the chairperson of the next meeting; and
 - (ii) minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

- (c) A minute recorded and signed as required by this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- (d) The Company must keep its minute books at its registered office or its principal place of business in Australia.

8.2 Accounts and other records of the Company

- (a) The Treasurer must make and keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance, and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- (b) The accounts will be held at the registered office or any other place as the Directors think fit.
- (c) A Director has a right of access to the financial records at all reasonable times.
- (d) The Company must retain its financial records for at least seven years.
- (e) The Directors must take reasonable steps to ensure that the Company's records are kept safe.

8.3 Members' access to Company records

To allow Members access and inspect the Company's records the Company:

- (a) must give a Member access to the records set out in sub-clause 8.1(a)(i) and 8.1(a)(iii); and
- (b) may authorise a Member to inspect other records of the Company, including records referred to in sub-clause 8.1(a)(ii), 8.1(a)(iv) and 8.2.

8.4 Financial Year

The Financial Year will begin on the first day of July and end on the thirtieth day of June, unless the Directors pass a resolution to change the Financial Year.

8.5 Audit

- (a) If required by law, the Company must appoint and remunerate an auditor.
- (b) The auditor (if any) is entitled to attend any general meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- (c) The Company must give the auditor any communications relating to the general meeting that a Member of the Company is entitled to receive.

8.6 Common seal

The Company does not have a common seal.

8.7 Execution of documents

The Company may execute a document by the signature of:

- (a) two Directors;
- (b) one Director and one Secretary; or
- (c) one Director and another person appointed by the Directors for that purpose.

8.8 Alteration of Constitution

The Company may only alter this Constitution by Special Resolution in accordance with the Corporations Act.

8.9 Notices

- (a) Notices can be served on Members or Directors by post, electronic mail, or such other means as may be generally accepted in business from time to time.
- (b) Notices directed to the last known address (including any virtual or electronic address) of a Member or Director are to be treated as duly served in such time as it would usually take for such notice to be delivered.
- (c) The non-receipt of notice of a general meeting or Board meeting, including notice of postponement or change of venue, does not invalidate anything done or any resolution passed at the meeting if the non-receipt of notice occurred by accident or inadvertent error.
- (d) A person who attends a general meeting or Board meeting waives any objection that person may have to non-receipt of notice of the meeting.
- (e) In calculating a period of notice to be given under this Constitution, 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.

8.10 Officers: indemnities and insurance

- (a) The Company indemnifies every person that is or has been an Officer of the Company, or of a wholly-owned subsidiary, against any liability (including without limitation liability for legal costs) incurred as a result of their position as Officer (other than to the Company or a related body corporate) to the full extent permitted by law.
- (b) The Company may pay, or agree to pay, a premium in respect of a contract insuring its Officers, to the extent permitted by law.

8.11 Winding up

Subject to clause 2.3, the Company may be dissolved by a Special Resolution of Members.

8.12 Liability of Members

The liability of the Members is limited to the Guaranteed Amount, being \$10.

8.13 Contribution of Members on winding up

Every Member undertakes to contribute to the assets of the Company in the event of the Company being wound up while they are a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding the Guaranteed Amount, for the:

- (a) payment of the debts and liabilities of the Company contracted whilst the Member or past Member as the case may be was a Member; or
- (b) costs, charges and expenses of winding up.

9. INTERPRETATION

9.1 Exclusion of replaceable rules

The replaceable rules contained in the Corporations Act do not apply to the Company.

9.2 Definitions

In this Constitution:

“**Annual General Meeting**” means a meeting held once in every calendar year at such time and place as may be determined by the Board, for the purposes of carrying out the business of the Company described in clause 4.2(b) or such of it as is thought necessary by the Board.

“**Auditor**” may mean a reviewer, if permitted by the Corporations Act.

“**Ballot**” means a poll where the votes are cast in secret.

“**Board**” means the Board of Directors for the time being of the Company constituted in accordance with clause 5.

“**chairperson**” means the chairperson of a meeting appointed pursuant to clause 4.8 (general meetings) or 6.9 (Director’s meetings).

“**Company**” means Yoga Australia Ltd.

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

“**Directors**” means the directors for the time being of the Company and “**Director**” has a corresponding meaning.

“**Guaranteed Amount**” means the amount set out in clause 8.12.

“**Financial Year**” means the financial year set out in clause 8.4.

“Holding Company” means a body corporate of which the Company is a subsidiary.

“Member” means a person whose name is entered in the Register as a Member of the Company in accordance with clause 3.4 and **“Membership”** has the corresponding meaning.

“Principal Purpose” means the purpose set out in clause 2.1.

“Office” means the registered office for the time being of the Company.

“Officer” has the meaning given under the Corporations Act.

“person” includes a natural person and a body corporate and a corporation within the meaning of s 57 of the Corporations Act.

“poll” means a method of voting where votes are cast in writing. It includes (but is not limited to) a vote conducted by ballot.

“President” means the Board member elected to the role of President pursuant to clause 5.8.

“Register” means the register of Members of the Company under the Corporations Act.

“Related Body Corporate” means a body corporate that is a Holding Company, a subsidiary of the Company, or a subsidiary of a Holding Company.

“Secretary” means the secretary for the time being of the Company and if there are joint secretaries, any one or more of such joint secretaries.

“Special Resolution” means a resolution passed at a general meeting:

- (i) of which notice has been given in accordance with sub-clause 4.6(d) ;
and
- (ii) that has been passed by at least 75% of the votes cast by Members present at the meeting and entitled to vote on the resolution.

“Treasurer” means the Treasurer elected from time to time by the Board from among the Board members in accordance with rule 5.8.

“Vice President” means the Board member elected to the role of Vice President pursuant to clause 5.8.

“Year” means calendar year.

9.3 Interpretation

In this Constitution:

- (a) If an expression in the Constitution has a meaning in the Corporations Act, the meaning from the Corporations Act shall apply to the expression - except where a contrary intention appears in this Constitution.

- (b) Words importing any one gender are deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.
- (c) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

10. TRANSITIONAL PROVISIONS

The clauses in this Part apply notwithstanding anything to the Contrary in this Constitution.

10.1 Members

The first Members are those named as Members in the application for the Company's registration under the Corporations Act.

10.2 Directors

The first Directors shall be those named as Directors in the application for the Company's registration under the Corporations Act.

SCHEDULE 1.

APPOINTMENT OF PROXY

I/We

being a Member/Members of the Yoga Australia Ltd hereby appoint

.....

of

or, in their absence,

of

as my/our proxy to vote for me/us on my/our behalf at the meeting of Members of the

Company to be held on the day of, 20....

and at any adjournment of that meeting.

This form is to be used * in favour of / * against the resolution .

SIGNED this day of, 20..

* Strike out whichever is not desired

To be inserted if desired