

- (c) A Member may submit in writing to the CEO, an application for waiver of 6.10(a) or 6.10(b). The application will provide detail of the circumstances of hardship or other difficulties associated with the payment of the subscription fee.

6.11 Cessation of Membership

A Member ceases to be a Member if:

- (a) the Member resigns in writing (the resignation being effective on the date the resignation is received by Arc unless another date is stated in the resignation notice); or
- (b) the Member ceases to satisfy the eligibility criteria set out in section 6.3; or
- (c) the Member fails to pay a subscription fee as consistent with section 6.10; or
- (d) the Member dies.

6.12 Effect of Cessation

A Member who ceases to be a Member continues to be liable for:

- (a) any subscription and all arrears due and unpaid at the date of cessation;
- (b) all other moneys due by them to Arc; and
- (c) the Guarantee.

7. Meetings of Members

7.1 Calling Meetings by Directors

- (a) A minimum of four (4) Directors may call a meeting of Members.
- (b) The Board of Directors may call a meeting of Members.

7.2 Calling of General Meetings by Directors When Requested by Members

- (a) Without limiting any applicable provisions of the Corporations Act regarding general meetings of a public company, the Board must call and arrange to hold a general meeting on the request of 500 Members or 5% of the total number of Members, whichever is lower.
- (b) The request must be in writing, state any resolution to be proposed at the meeting, be signed by the Members making the request and given to the Secretary.
- (c) The Directors must call a meeting within 21 days after the request is given to the Secretary and the meeting must be held no later than two (2) months after the request is given to the Secretary.

7.3 Failure of Directors to Call General Meeting

- (a) If Directors do not call a General Meeting within 21 days after the request is given to the Secretary, the Members who made a request under section 7.2 may call a General Meeting.
- (b) The meeting must be called in the same manner, so far as possible, in which General Meetings of Arc are called.
- (c) Arc must pay all reasonable expenses the Members incurred because the Directors failed to call the meeting.

Arc must give its Auditor:

- (a) notice of General Meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communication relating to the General Meeting that a Member is entitled to receive.

7.13 Contents of Notice of Meeting

The notice of meeting must conform to the requirements of the Corporations Act.

7.14 Notice of Adjourned Meetings

When a meeting is adjourned new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

7.15 Members' Rights to Put Resolutions at the General Meeting

The following Members may give Arc notice of a resolution that they propose to move at a general meeting:

- (a) Members with at least 5% of the votes that may be cast on the resolution;
- (b) at least 50 Members who are entitled to vote at a general meeting, whichever is lower.

The notice must:

- (i) be in writing;
- (ii) set out the wording of the resolution;
- (iii) be signed by the Members proposing to move the resolution; and
- (iv) delivered to the Secretary not less than 10 days prior to the date of the proposed meeting.

Arc must ensure that notice of the proposed resolution is given at least six (6) days prior to the date of the proposed meeting according to the method of notice as defined in section 7.10 of this Constitution.

Arc need not give notice of the resolution if it is defamatory.

7.16 Technology

Arc may hold a meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

7.17 Quorum

The quorum for a meeting of Members is 50 Members who are entitled to vote at the meeting or 5% of the total number of Members, whichever is the lesser. Quorum must be present at all times during the meeting.

7.18 Determining Presence of Quorum

In determining whether a quorum is present:

- (a) All members and individuals attending as proxies or Authorised Representatives are to be counted towards quorum; and
- (b) All proxies held by the Chair are to be counted towards quorum.

7.19 Adjournment of Meeting

- (a) A meeting that does not have a quorum present within 30 minutes after the meeting time set out in the notice of meeting is to be adjourned to a date, time and place as the Chair specifies.
- (b) If the Chair does not specify one or more of those requirements, the meeting is adjourned as follows:
 - (i) to the same day of the next week, if the date is not specified;
 - (ii) to the same time, if the time is not specified; or
 - (iii) to the same place, if the place is not specified.

7.20 Chairing Meetings of Members

- (a) The Chair of Members' Meetings shall be the Chair of Directors' Meetings.
- (b) If the Chair of Directors' Meetings is not available or willing to act as Chair of a Member's Meeting, a Member present at the meeting elected by the majority of Members present shall preside as Chair for that meeting.

7.21 Auditor's Right to be heard at Meetings of Members

The Auditor is entitled to attend meetings and be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as Auditor. The Auditor is entitled to be heard even if:

- (a) the Auditor retires at the meeting; or
- (b) the meeting passes a resolution to remove the Auditor from office.

7.22 Authorised Representative of Auditor

The Auditor may authorise a person, provided in writing to the Secretary as their representative for the purpose of attending and speaking at any General Meeting.

7.23 Proxies

- (a) A Member who is entitled to attend and cast a vote at a meeting of Members may appoint a proxy to attend and vote for the Member at that meeting.
- (b) Any proxy must be appointed in accordance with, and has the rights set out in, the Corporations Act.
- (c) The form of proxy to be used shall be as near as possible to the form set out in Schedule 1 of this Constitution which must be completed and returned to the Secretary not less than 48 hours prior to the meeting to which the proxy appointment relates.

(d) A proxy does not have to be a member of Arc.

~~(d)~~(e) No person, whether a Member or Non-Member, may act as a proxy for more than one (1) Member with the exception of the Chair who may act as proxy for more than one (1) Member.

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7.24 Voting at Meetings of Members

At a meeting of Members each Member present and eligible to vote (in accordance with section 6.4 of this Constitution), shall have one vote.

7.25 Objections to Right to Vote

A challenge to a right to vote at a meeting of Members:

- (a) may only be made at the meeting; and
- (b) must be determined by the Chair whose decision is final.

9.11 Vacation of Office of Director

~~A Director must vacate office if the Director:~~ The office of a Director is vacated if the Director:

- (a) ceases to be a Director or becomes prohibited from being a Director under the Corporations Act;
- (b) resigns their office by written notice to Arc;
- (c) is absent for more than three (3) consecutive meetings, excluding extraordinary meetings without leave of the Board if the Board so determines; or
- (d) is removed from the office of Director by a resolution of Arc in accordance with section 9.10.

9.12 Remuneration of Directors

The Directors are to be paid the remuneration (if any) that Arc determines by resolution in General Meeting.

9.13 Expenses

Arc may pay a Director's travelling and other expenses that the Director properly incurs in connection with Arc's business.

9.14 Requirements of the Act

Any amount payable to a Director under this Constitution must be in accordance with the requirements of the Corporations Act.

9.15 Additional Services

If Arc requests a Director to perform services in addition to those required by the Corporations Act, Arc may remunerate the Director in any manner Arc deems fit.

10. Management of Business by Directors

10.1 Powers

The business of Arc is to be managed by the Board in accordance with this Constitution and the Regulations.

10.2 Board's Powers to Exercise

The Board may exercise all of the powers of Arc except any powers that the Corporations Act, this Constitution or the Regulations requires Arc to exercise in a General Meeting.

10.3 Investments of Arc

The Board must maintain an investment policy for investing surplus funds of Arc that is aligned with ethical and sustainable investment principles and, for avoidance of doubt, prohibits any investment in a company primarily producing weapons, arms or providing military support.

11. Directors' Meetings

11.1 Frequency

The Directors must meet at least four (4) times each fiscal year.