

CONSTITUTION

OF

**AUSTRALIAN LANDFILL
OWNERS ASSOCIATION LTD
(ALOA)**

ACN 134 694 956
19 December 2008

Amended:

- 13/03/2013
- 15/12/2014
- 19/12/2016
- 12/11/2025

CONTENT

1	INTERPRETATION	3
2	OBJECTIVES.....	5
3	NOT FOR PROFIT	5
4	LIMITED LIABILITY	6
5	MEMBERS' GUARANTEE	6
6	MEMBERSHIP.....	6
7	REGISTER OF MEMBERS	7
8	DUTIES OF MEMBERS.....	7
9	FEEES AND LEVIES.....	8
10	CESSATION OF MEMBERSHIP	8
11	GENERAL MEETINGS.....	9
12	PROCEEDINGS AT MEMBERS MEETINGS.....	10
13	VOTES OF MEMBERS	12
14	PROXIES	12
15	DIRECTORS.....	13
16	APPOINTMENT AND REMOVAL OF DIRECTORS	13
17	ELIGIBILITY TO VOTE	15
18	PROCEEDINGS OF BOARD MEETINGS.....	18
19	EXECUTIVE COMMITTEE, SUB-COMMITTEES, CHAPTER COMMITTEES, TASK FORCES, ADVISORY PANELS.....	20
20	POWERS AND DUTIES OF THE BOARD.....	21
21	POWERS AND DUTIES OF EXECUTIVE COMMITTEE and SUB-COMMITTEES	23
22	CHIEF EXECUTIVE OFFICER	24
23	ACCOUNTS	25
24	PROCEEDINGS AND DOCUMENTS CONFIDENTIAL	25
25	VALIDATION OF IRREGULAR ACTS	25
26	NOTICES.....	26
27	INDEMNITY TO OFFICERS	26

1 INTERPRETATION

1.1 Replaceable Rules Inapplicable

The replaceable rules contained in the Corporations Act do not apply to ALOA unless repeated in this Constitution or specifically made applicable to ALOA by a provision of this Constitution.

1.2 Definitions

In this Constitution unless the context otherwise requires:

AGM means the annual general meeting of ALOA.

ALOA means the Australian Landfill Owners Association Ltd.

Approved Person means a senior executive who, in the opinion of the Board, has appropriate standing in the landfill industry in Australia to serve on the Board. An Eligible Person may be an Approved Person.

Board means the body consisting of the Directors under clause 15.2.

Business Day means a weekday, excluding public holidays.

Business Plan means a document setting out the policy goals, resources, personnel, financial plans, budgets, activities and plans for ALOA.

CEO means the chief executive officer of ALOA. The CEO is not a member of the Board.

Chair is a Director of ALOA and is the person elected by the Board to the position of Chair of the Board.

Chapter Committee means a group that is established by the Board from time to time under clause 19.7 to promote the objects of ALOA primarily in or for the region which the Chapter Committee is established to represent.

Constitution means this constitution and all supplementary or amended constitutions.

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

Deputy Chair is a Director to assist the Chair in the discharge of their duties and, in the absence of the Chair, is to act in their place. When so acting the Deputy Chair must carry out the duties and may exercise all the powers of the Chair.

Director means a director of ALOA.

Eligible Person means the person appointed by the Member to represent it as a Member.

Fee means the membership fees payable to ALOA by Members, as determined from time to time in accordance with clause 9.

Financial Delegation means a document approved by the Board that determines:

- (a) which persons have authority, and the limits of each person's authority, to spend the funds of ALOA, hire personnel or otherwise make commitments on behalf of ALOA;
- (b) who has authority to sign cheques or other financial instruments;
- (c) who can authorise electronic funds transfers; and
- (d) other such things as determined by the Board, as may be amended from time to time by the Board.

Founding Member is a Member whose application to become a Founding Member is approved in accordance with clause 6.4.

General Meeting includes an AGM and a special general meeting of ALOA, as the context so requires.

General Member is a Member whose application to become a General Member is approved in accordance with clause 6.4.

Landfill Entity means any type of corporation, partnership, trust, Federal, State, Territory or local government, association or other body or organisation, but excludes an individual, and that:

- (a) owns a landfill, and
- (b) expects to receive more than 15 thousand tonnes of waste per annum.

Member includes a Founding Member and a General Member.

Notice includes:

- (a) notice by letter to the address provided by the Member;
- (b) notice by fax to the fax number provided by the Member;
- (c) notice by email to the email address provided by the Member;
- (d) notice by any other form of technology that gives the Members as a whole a reasonable opportunity to participate and provides the recipient with the information in a form that can be seen, saved and printed;
- (e) posting the document on the ALOA website.

Policy means the stated position of ALOA on a particular issue, or any formal standard, code or practice that will be generally applicable to some or all Members that is approved by the Board in accordance with this Constitution.

Register means the register of Members to be kept in accordance with the Corporations Act.

Secretary means the secretary of the ALOA as appointed by the Board from time to time. The Secretary need not be a Director.

Sub-Committee means a sub-committee set up by the Board from time to time under clause 19.3.

Submission means a formal document that is put forward to any government, company, body or other entity on behalf of ALOA in which, in the opinion of the Board, ALOA expresses a significant position on a particular subject of interest to Members.

Treasurer is the person appointed in accordance with clause 16.3.

1.3 Construction

In this Constitution unless the context otherwise requires:

- (a) a reference to a statute ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction);
- (b) references to "signatures" or "signed" include "electronic signatures", being the result of a process applied to a document in electronic form by which a person authenticates the document and acknowledges that the document is being signed;
- (c) references to the "sending" of a document includes the sending of that document via electronic means, including electronic mail; and
- (d) "including" and "includes" are not words of limitation.

1.4 Headings

Headings do not affect the interpretation of this Constitution.

2 OBJECTIVES

2.1 Principal Objects

The principal objects of ALOA are to:

- a) encourage and promote the use of best practise and professional conduct in the landfill industry;
- b) represent the landfill industry on all matters in its discussions with federal and state governments, other bodies, organisations and the public;
- c) create greater public awareness of the essential role of the landfill industry and those operating within it;
- d) gain knowledge of any proposed legislation and policy that may have an impact, relate to or affect the landfill industry in Australia;
- e) influence existing and proposed legislation and policy that may have an impact, relate to or affect the landfill industry in Australia;
- f) take the necessary steps to protect, promote and advance the landfill industry in Australia;
- g) provide information to governments, other bodies, organisations and the public in relation to the landfill industry;
- h) influence public opinion relating to the essential nature of landfill through the media and other mediums;
- i) offer and provide (including for a fee) goods, services and tools which may assist Members;
- j) raise from Members, funds as may be necessary for any of the objects of ALOA, and to use and manage those funds accordingly; and
- k) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these objects.

3 NOT FOR PROFIT

The income and property of ALOA must be applied in promoting the objects of ALOA as set out in clause 2.1 and no portion of it is to be paid or transferred directly or indirectly by way of profit to Members or Directors. This does not prevent the payment in good faith:

- a) for goods or services supplied in the ordinary and usual course of business;
- b) of remuneration to any officers, employees, consultants or contractors of any of ALOA, Members or Directors in return for any services rendered to ALOA, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be a reasonable payment for the service;
- c) of out-of-pocket expenses incurred by a Director in the performance of any duty as a Director where the amount payable does not exceed any amount previously approved by the Board; and
- d) of remuneration to Directors, where the remuneration has the prior approval of the Board and where the amount payable is approved by ordinary resolution in a General Meeting.

For clarity, nothing in this clause prevents ALOA operating a budget that is in surplus, rather it prevents any portion of any income or property being paid or transferred directly or indirectly by way of profit to Members or Directors.

4 LIMITED LIABILITY

The liability of the Members is limited.

5 MEMBERS' GUARANTEE

5.1 Contribution

Every Member undertakes to contribute an amount not exceeding \$50.00 to the property of ALOA in the event of its being wound up while that person is a Member or within one year afterwards for:

- a) payment of the debts and liabilities of ALOA contracted before the time when that Member ceased to be a Member; and
- b) the costs, charges and expenses of winding up.

5.2 Dealing with any surplus

If upon the winding-up or dissolution of ALOA there remains any property after the satisfaction of all its debts and liabilities, that property shall not be paid to or distributed among the Members. That property shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of ALOA provided that the other institution(s) shall also prohibit the distribution of its or their property among its or their members. At or before the time of the dissolution, the Members shall determine which institution or institutions such have any surplus property distributed to them. If the Members do not make such determination, the determination shall be made by the Chief Judge of such court as may have or acquire jurisdiction in the matter.

6 MEMBERSHIP

6.1 Members

The Members are those set out in the Register.

6.2 Classes of Members

ALOA consists of the following classes of Members:

- a) Founding Members; and
- b) General Members.

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

6.3 Rights of Each Class of Member

- a) A Member is entitled to all the rights and privileges of membership of ALOA.
- b) A Founding Member is entitled to all the rights and privileges of membership that a Member is entitled to plus additional voting rights as specified in clause 12.1, 12.3, 13.2(a) and 13.2(b).

6.4 Application for Membership

- a) An application for membership must be made by completing the application form, including an online or electronic form.

- b) Each application must be signed by the applicant and contain at least:
 - i) an undertaking on the part of the applicant to be bound by the Constitution;
 - ii) the full name, address, fax number and email address of the applicant;
 - iii) details of the location of each office in Australia;
 - iv) the class of membership sought; and
 - v) adequate particulars of the applicant's qualifications for that class of membership.
- c) The Board has the discretion to accept or reject an applicant's application for membership and in the event an application is rejected, the Board is not required to provide reasons. The Board may not accept an application for membership if the applicant is not a Landfill Entity.
- d) A membership application is deemed to be approved upon receipt and acceptance by ALOA of the Fees, unless ALOA makes a written request for further information under clause 6.4(f) within 14 days of receipt of the application form and the membership fee.
- e) ALOA may approve an application for membership as a Founding Member if, and only if, the application is received and the Fees are paid by 5pm on Monday 12 January 2009.
- f) ALOA may request further information from the applicant to assist ALOA in determining whether to grant the applicant membership or a particular class of membership. ALOA will advise the applicant which class of membership (if any) is appropriate for the applicant. If the applicant disputes the class of membership proposed the applicant may request that the Board determines the class of membership. Subject to this clause 6.4, the Board may determine the class of membership in its absolute discretion and its decision is final. Once the Board has determined the appropriate class of membership, the applicant will be notified in writing of the Board's decision, and unless the applicant withdraws its application in writing within 7 days of being notified of the determination, the applicant will be granted membership in the class of membership determined by the Board.
- g) The Member's name, and class of membership, will appear on the Register within 7 days after the application is deemed approved.
- h) Any membership of any class of Member which is calculated on a periodic basis e.g. annual membership, is automatically renewed at the end of the first period for the same period, (or such other period as is advised as part of the membership arrangements), unless:
 - i) the Member advises ALOA in writing that membership is not to be renewed at least 45 days prior to the date when the next period of membership commences; or
 - ii) membership is otherwise terminated under any other clause of this Constitution.
- i) ALOA may pro rata any period of membership of any class of Member (and the related Fees) to enable memberships to commence on the same date.

7 REGISTER OF MEMBERS

The Secretary will keep the Register and will enter in it the full name, address, fax number and email address of each Member, the date upon which the applicant became a Member, the class of membership of the Member, the date upon which each Member ceased to be a Member and any other details required by ALOA.

8 DUTIES OF MEMBERS

8.1 Membership not Transferable

Membership of ALOA is not transferable whether by operation of law or otherwise.

8.2 Prohibition on Voting Agreements

A Member must not enter into or give effect to any contract, arrangement or understanding under which the Member (or any associate of the Member) has or will receive any material benefit in consideration for voting in a particular way (including not voting) on any matter before a General Meeting, including any election of Directors.

9 FEES AND LEVIES

9.1 Membership Fees

The Board may from time to time determine the Fees payable in respect of each Member, and the basis of, the time for and the manner of payment. Each Member is obliged to pay its Fee:

- a) prior to the start of the membership for the first period of membership; and
- b) at least 30 days prior to the next period of membership; or
- c) as otherwise provided by the Board.

9.2 Unpaid Membership Fees

A Member will cease to be entitled to any of the rights and privileges of membership if:

- a) the Fee, special levy or other fees, where applicable, of that Member remains unpaid for more than 30 days after it becomes payable; and
- b) a notice of default is given to the Member;

but, those rights and privileges will be reinstated on payment by the Member of all Fees, special levies or other fees in arrears, provided that the Member's membership has not been terminated under any other clause of this Constitution.

9.3 Special Levy - General

The Board may determine that a special levy is raised for a special purpose which may be assessed proportionately against the Members according to such class or classes of business or otherwise as they may consider appropriate having regard to the objects.

9.4 Special Levy - Special Activities

A Member, or a group of Members, may request that ALOA undertakes a particular activity that is consistent with the objects of ALOA, but is not within the current Business Plan, at the cost and expense of the Member or group of Members. This request must be made in writing and set out the details of the tasks to be performed, how the tasks are consistent with the objects, the proposed funding arrangements and such other details as may be required by the Board. Any such request must be approved by the Board, who may accept or reject the request in its discretion. If the request is accepted, the Board may raise a levy directly against the requesting Member, or group of Members, in accordance with the request put forward by the Member or group of Members.

10 CESSATION OF MEMBERSHIP

10.1 Cessation of Membership

Membership of ALOA ceases if the Member:

- (a) does not pay the Fee, special levy or other fee within 30 days after the Fees becomes payable (or such longer period as the Board may determine);
- (b) becomes insolvent, has a receiver, receiver and manager, administrator or liquidator appointed, or is wound up (except for the purposes of reconstruction or amalgamation);
- (c) ceases to satisfy the criteria for admission to membership of ALOA;
- (d) chooses to resign as a Member by giving 45 days written notice to that effect in writing to the Secretary. The Board may in its absolute discretion resolve to accept the resignation of a Member notwithstanding such notice has not been given.

10.2 Expulsion of Members for Conduct Detrimental to the Objects

The membership of a Member may be terminated or suspended by a resolution of more than 75% of the votes at a Board meeting if:

- (a) the Board resolves that, in the opinion of the Board, the Member has acted in a way that is detrimental to the interests of ALOA or to the objects of ALOA;
- (b) the Notice of the Board meeting specifies the purpose of the Board meeting and the general nature of the alleged conduct is referred to in the resolution; and
- (c) the Member is given the opportunity to be heard at that part of the Board meeting at which the resolution is considered.

10.3 Removal from the Register

Upon the cessation of membership of a Member for any reason, the name of the Member must be immediately removed from the Register.

10.4 Continuing Obligations

- a) Upon ceasing to be a Member of ALOA, the Member will not be entitled to:
 - i) any further rights or privileges of membership;
 - ii) any rights against or any claim against ALOA or the funds of ALOA, except rights or claims as a creditor (if any), and any right or claim arising from acts or omissions during the period of membership; or
 - iii) have access to any premises, or receive any materials, information or services, which are provided by ALOA only to Members.
- b) The termination of membership for any reason does not in any way prejudice, lessen or otherwise affect the liabilities and obligations of a Member (whether they arise under this Constitution or otherwise) existing at the date of termination or which arise or crystallise after that date out of, or by reason of, facts or circumstances occurring or in existence at or before that date.
- c) The termination of membership for any reason does not relieve a Member from any obligation to pay any Fees, special levy or other fees that were due on or before the date of termination and does not entitle the Member to any refund of any Fees, special levy or other fees in part or in whole.

11 GENERAL MEETINGS

11.1 Annual General Meeting

Each AGM of ALOA must be held in accordance with the Corporations Act.

11.2 Holding of General Meetings

General Meetings are to be held on the dates, times and places determined by the Board.

11.3 Convening of General Meetings

- a) The Board may whenever it thinks fit, and must upon a request made in accordance with section 249D of the Corporations Act, convene a General Meeting of ALOA.
- b) In accordance with section 249F of the Corporations Act, Members with at least 5% of the votes that can be cast at a General Meeting, may call, and arrange to hold a General Meeting. The Members calling the General Meeting must pay the expenses of calling and holding the General Meeting.

11.4 Notice of Meetings

At least 21 days Notice of a General Meeting must be given unless the Corporations Act otherwise provides.

11.5 Content of Notice of General Meeting

A Notice of a General Meeting must be sent to all Members and must:

- a) set out the place, date and time for the General Meeting;
- b) state the general nature of the General Meeting's business;
- c) if a special resolution is to be proposed at the General Meeting:
 - i) set out an intention to propose the resolution as a special resolution, and
 - ii) state that resolution;
- d) in the case of an election of Directors, state the names of the candidates for election. This Notice may also include the election material described in clause 17.9; and
- e) contain a statement setting out the following information:
 - i) that the Member has the right to appoint a proxy; and
 - ii) that the proxy must be a Member.

11.6 Omission to Give Notice

The accidental omission to give Notice of a General Meeting to, or the non-receipt of Notice of a General Meeting by, any person entitled to receive Notice does not invalidate the proceedings at the General Meeting.

11.7 Cancellation or Postponement of General Meeting

Except in the case of a General Meeting convened by the Board under section 249D of the Corporations Act, the Board may at any time cancel or postpone a General Meeting by posting a notice on the ALOA website before the time for holding the General Meeting. The Board must also endeavour to send Notice of the cancellation or postponement to each Member using the same form of Notice as the original Notice, but failure of a Member to receive that Notice does not affect the validity of the cancellation or postponement.

12 PROCEEDINGS AT MEMBERS MEETINGS

12.1 Quorum

A quorum at a General Meeting is:

- a) 20% of General Members or 7 General Members (whichever is the higher number) present in person or by proxy or representative and entitled to vote and

b) 20% of Founding Members present in person or by proxy or representative and entitled to vote.

No business is to be transacted at any General Meeting unless a quorum is present at all times during the General Meeting.

12.2 Resolutions Not at A Meeting

A meeting may be held in person or where persons are able to simultaneously communicate with each other using any technology that is widely available to the participants and gives the participants as a whole a reasonable opportunity to participate. If the Meeting is to be held via teleconference, videoconference or other instantaneous means, the technology and access details that will be used to facilitate the Meeting must be included in the Notice of the Meeting

12.3 Lack of Quorum

If within 30 minutes after the time appointed for the General Meeting a quorum is not present, the General Meeting will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board determines.

12.4 Chair

The Chair, or in the Chair's absence the Deputy Chair may preside as chair at every General Meeting. If there is no Chair or Deputy Chair or if neither is present within 15 minutes after the time appointed for the General Meeting or if they are both unwilling to act as chair of the General Meeting, the Board must choose another Director as chair. If no Director is so chosen or if all Directors present decline to take the chair the Members present must choose a Founding Member to be chair of the General Meeting.

12.5 Adjournment

The chair of a General Meeting may with the consent of the General Meeting at which a quorum is present (and must if directed by the General Meeting) adjourn the General Meeting from time to time and place to place but no business is to be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

12.6 Notice of Adjourned Meeting

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting, unless the General Meeting is adjourned for 30 days or more in which case notice of the adjourned General Meeting is to be given as in the case of an original General Meeting.

12.7 Decision of Resolutions

At a General Meeting a resolution put to a vote is to be decided by counting all forms of votes. Voting may be by show of hands or on a poll, and a vote may include a vote cast using any technology that gives the participants as a whole a reasonable opportunity to participate and provides for a clear and instantaneous statement of the voter's opinion on the issue; agree, disagree or abstain.

12.8 Minutes as Evidence of Result

- a) A declaration by the chair of a General Meeting that a resolution has:
- i) been carried;
 - ii) been carried unanimously;
 - iii) been carried by a particular majority;
 - iv) been lost; or
 - v) not been carried by a particular majority,
- will be entered as a minute of the proceedings and signed by the chair of the General Meeting.

- b) This minute will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

13 VOTES OF MEMBERS

13.1 Entitlement to Vote

- a) Subject to clause 13.2, every Member is entitled to be sent a Notice of General Meetings, to participate in General Meetings and has one vote at any General Meeting.

13.2 Resolutions

A resolution of Members will only be taken to be carried if the majority comprises the following:

- a) in the case of an ordinary resolution of Members, there is an affirmative vote of more than 50% of Members present and entitled to vote (in person or by proxy) and there is an affirmative vote of more than 50% of Founding Members present and entitled to vote;
- b) in the case of a special resolution of Members, there is an affirmative vote of more than 75% of Members present and entitled to vote (in person or by proxy)) and there is an affirmative vote of more than 50% of Founding Members present and entitled to vote.

c) Special Resolutions

The following matters will require a special resolution of Members in a General Meeting:

- i. any business which the Corporations Act states requires a special resolution;
- ii. any alteration to ALOA's legal status;
- iii. voluntary winding up of ALOA;
- iv. changing the objects of ALOA;
- v. any variation or amendment to, or repeal of, this Constitution; and
- vi. making, varying, or repealing ALOA's by-laws.

14 PROXIES

14.1 Appointment of Proxy

A Member may appoint one proxy only, and that proxy is entitled to vote.

14.2 Instrument of Proxy

The document appointing a proxy must be in writing signed by the appointer or the appointer's attorney duly authorised in writing. Proxy documents are to be sent to the Secretary (and the returning officer appointed under clause 17.3, if applicable).

14.3 Receipt of Proxies

The document appointing a proxy and the power of attorney or other authority (if any) under which it is signed must be received by the Secretary (and the returning officer appointed under clause 17.3, if applicable) not less than 24 hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in the document proposes to vote.

14.4 Identification of Proxy

The chair of a General Meeting may require a person acting as a proxy to provide sufficient evidence to the chair that the person is the person nominated as the proxy. If this person does not provide that evidence the chair may exclude that person from voting.

14.5 Power of Attorney

If a Member executes or proposes to sign a document or to act by or through an attorney, the Member must:

- a) produce to ALOA for noting the document appointing the attorney; and
- b) (if required) send to ALOA a copy of the document which is to be retained by ALOA. ALOA may on the first production of that document of appointment of an attorney and from time to time subsequently require any evidence as it thinks fit that the document of appointment of attorney is effective and current.

15 DIRECTORS

15.1 Eligibility

An Eligible Person, an Approved Person or the past Chair (whether or not that person is an Eligible Person or an Approved Person at the time) are the only persons who can be appointed as a Director.

15.2 Minimum Number

The number of Directors is to be a minimum of 4 and a maximum of 9 which:

- a) Between 2 and 7 will be elected in accordance with clause 16.1(a);
- b) Up to 2 may be appointed by the Board in accordance with clause 16.1(b); and
- c) 1 may be the immediate past Chair in accordance with clause 16.1(c).

15.3

ALOA may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of Directors of any type.

15.4 No Remuneration

Except as provided for in clause 3, no Director may receive any remuneration for services as a Director or as a Member. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from Board meetings, Executive Committee Meetings, General Meetings or in connection with the business of ALOA. Any expenses must be claimed within 30 days of them being incurred or the right to be reimbursed is forfeited.

16 APPOINTMENT AND REMOVAL OF DIRECTORS

16.1 Election of Directors by Members

- a) Subject to clause 16.1 (b) up to 8 Directors must be Eligible Persons and two of these Directors must be elected each year by the Members at the AGM in accordance with the process in article 17.

The term of office of a Director elected at the AGM will expire at the conclusion of the AGM in the second year after the year of the Director's election (except that the terms of two of the initial

Directors shall be one year).

A casual vacancy is created if a Director who is elected at the AGM resigns or otherwise ceases to be a Director prior to the completion of the Director's term. The Board may elect to fill such casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall end at the next AGM.

- b) Up to 2 of the Directors may be Approved Persons and these Directors must be appointed by the Board. The term of office of each Director appointed by the Board will be determined by the Directors, but shall be no longer than 2 years. A casual vacancy is created if a Director who is appointed by the Board resigns or otherwise ceases to be a Director prior to the completion of the Director's term. The Board may elect to fill such a casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall be determined by the Board.
- c) The immediate past Chair is entitled to be a Director:
 - i) The Director that is appointed by virtue of being the past Chair is appointed as a Director for a period of one year
 - ii) As soon as the current Chair ceases to be the current Chair that Director is automatically offered the position as the Director by virtue of being the past Chair, and the Director that occupies the role of being the Director by virtue of being the past Chair ceases to be a Director.
- d) If the past Chair declines to accept an appointment as the Director by virtue of being the past Chair, or that Director retires from, or otherwise ceases in, that role during the term of his/her appointment, this will create a casual vacancy. The Directors may elect to fill this casual vacancy in accordance with clause 16.7 and the term of appointment of any such casual vacancy shall end at the next AGM. At the end of the term of the casual vacancy the Board may elect the same or another Director to serve in this role until the next AGM. The Board may continue to elect the same or another Director in this role at the end of each such term until the then current Chair ceases to be the Chair and is entitled to be the Director by virtue of being the past Chair.
- e) Any Director may stand for re-election or to be elected for a further term as a Director provided that at the time of re-election or election the person qualifies to be appointed as a Director in the relevant category of Director.

16.2

The Directors will have the power to appoint an Approved Person to be a Director in addition to the existing Directors, provided that the total number of Directors will not at any time exceed the number fixed in accordance with this Constitution. Any Director appointed under this clause will hold office only until the next AGM, and will then be eligible for re-election.

16.3

There will be a Chair, Deputy Chair and Treasurer of ALOA who will be elected from among the Directors by the Board at its first Meeting after the AGM each year. The Chair must be elected from the Directors who were elected by the Members under clause 16.1(a). If a vacancy arises, the position will be filled by the Board from among the Directors as soon as practicable. The Board must appoint a Director who is an Approved Person as Treasurer, but if none of those Directors accept the role, the Board must appoint another Director.

16.4

A Director will be deemed to have vacated their office if they:

- a) resign from office by notice in writing to the Board;
- b) are absent without the consent of the Board from 3 consecutive Board meetings;
- c) for a Director that is elected by the Members under clause 16.1(a), the Director cease to be an Eligible Person of any Member (for clarity, if a Director ceases to be an Eligible Person of one Member, but within two 2 months becomes an Eligible Person at another Member, the Director is not deemed to have vacated their office);
- d) are directly or indirectly interested in any contract or proposed contract with ALOA and fails to declare the nature of their interest in the manner required by the Corporations Act.

16.5

Notwithstanding the provisions of clause 16.4, a Director who has ceased to represent a Member may continue in office until the expiration of their term of office with the approval of the Board.

16.6 Removal of Directors

The Members may by ordinary resolution remove any Director before the expiration of his or her period of office, and may by an ordinary resolution appoint another person to be a Director.

If the Director that is removed was elected by the Members then the replacement must be an Eligible Person and if the Director being replaced was appointed by the Board, or was the past Chair, the replacement Director may be an Approved Person.

16.7 Casual Vacancies

- a) If a vacancy on the Board arises whether from the Directors elected at the AGM, in Directors appointed by the Board or by a vacancy in the past Chair position, the remaining Directors may appoint an Approved Person to fill the position within three (3) calendar months of the vacancy occurring.
- b) This appointment will be documented in writing by all of the surviving or continuing Board.
- c) Should a Director resign, retire or be removed from the Board at any time and so create a casual vacancy, the Board need not replace him or her until the next AGM.

17 ELIGIBILITY TO VOTE

17.1

The process of voting for Eligible Persons who wish to be appointed as a Director at an AGM is set out in article 17.

17.2

Subject to clause 13.2, eligibility to vote at a General Meeting, including an AGM, is restricted to General Members and Founding Members.

17.3 Appointment of Returning Officer

- a) ALOA will appoint an independent returning officer, who may appoint assistant returning officers, none of whom will be an officer or an employee of ALOA.
- b) The returning officer will have responsibility for:
 - i) the nomination of candidates;

- ii) the candidate draw;
 - iii) the vetting and publishing of candidate material;
 - iv) the distribution of election material;
 - v) the collection of votes;
 - vi) validation of voters eligibility to vote;
 - vii) the counting of votes;
 - viii) the declaration of result; and
 - ix) Member or candidate queries in relation to the election process.
- c) ALOA must prepare and give the returning officer a roll of the Members eligible to vote in the election.

17.4 Election Timetable

The election timetable prior to the AGM will be as follows:

- a) Appointment of the returning officer - at least 2 months prior to the date of the AGM;
- b) Cut-off for the addition of new Members to the eligible voter roll – 1 month before the date of the AGM;
- c) Call for nominations – not less than 42 days before the date of the AGM;
- d) Close nominations – not less than 28 days before the date of the AGM;
- e) Election opens – not less than 7 days before the date of the AGM; and
- f) Election closes – not less than 24 hours before the date of the AGM.

17.5 Nomination and Eligibility of Candidates

- a) Calling for Nominations
Not less than 42 days prior to the AGM a Notice will be sent to all Members which will be an official call for nominations.
- b) The following details will be provided in the Notice:
 - i) notice of the election;
 - ii) closing date of nominations and closing date for voting;
 - iii) call for nominations for candidates for the position of Director elected by the Members, and
 - iv) how to obtain and lodge a nomination form.

17.6 Eligible Persons

Each Eligible Person who nominates must make a written declaration, before the close of nominations, that he or she:

- a) is an Eligible Person;
- b) is committed to devoting such time as is deemed necessary to carry out the duties of a Director; and
- c) will observe the requirements of the Constitution.

17.7 Nomination Process

- a) The nomination form for an Eligible Person must be sent to the returning officer before the close of nominations.

- b) No nomination will be rejected by reason of any formal defect or error in the nomination if the returning officer is satisfied that clause 17.5(b) has been substantially complied with.
- c) The returning officer will send the Eligible Person a written acknowledgement of receipt of the nomination form.
- d) Nominations will remain confidential in the hands of the returning officer until after the close of nominations.
- e) An Eligible Person may withdraw consent to nomination as an Eligible Person at any time before the close of nominations by sending to the returning officer a signed statement of withdrawal from nomination. A nomination may not be withdrawn after the close of nominations.

17.8 Content and Distribution of Election Material

- a) As soon as practicable after the close of nominations, the returning officer will determine the order in which the names of Eligible Persons will appear on the election form, by drawing the names of Eligible Persons by lot.
- b) Where in the opinion of the returning officer similarity in the names of 2 or more Eligible Persons is likely to cause confusion, the names of those Eligible Persons may be arranged with such description as the returning officer deems necessary.

17.9 Eligible Person Information

Information in relation to each Eligible Person will be sent to Members. The election material will comprise

a candidate biography which is subject to the rules set out below:

- a) candidates may submit a biography of no more than 200 words. Words in excess of the 200 word limit will be excised at the discretion of the returning officer;
- b) material, which in the opinion of the returning officer is defamatory, misleading or deceptive will not be published. If the returning officer rejects an Eligible Person's biography, the returning officer must promptly notify the candidate of the rejection and give reasons for the decision;
- c) the returning officer may permit a candidate to amend a rejected Eligible Person's biography so that the Eligible Person's biography is acceptable, however, any amendment will be limited to the deletion of statements or materials from the Eligible Person's biography;
- d) no amendments to biographies will be accepted after the close of nominations; and
- e) an Eligible Person's nomination will not be invalid for the reason that they did not submit a biography.

17.10 Distribution of Election Material

- a) The returning officer will, not less than 21 days prior to the date of the AGM, send to each Member who under the Constitution is entitled to vote, election material that includes:
 - i) information in respect of each Eligible Person;
 - ii) voting instructions, consistent with the Constitution, indicating how to cast a valid vote;
 - iii) an election form for recording voting preferences.

This election material may be included in the Notice for the AGM that is provided under clause 11.4.

17.11 Method, Validation and Counting of Votes

- a) Voting in the election will be by way of postal voting, electronic voting or both. Members will validate their entitlement to vote by use of their ALOA membership number in combination with the PIN number (or other form of identification) issued by the returning officer.
- b) The counting of votes may be undertaken electronically.
- c) A “first-past-the-post” count of votes will be used to determine which Eligible Persons are elected. The Eligible Persons with the highest number of votes in accordance with the number of vacancies will be appointed as Directors.
- d) If 2 or more Eligible Persons have the same number of votes, the Eligible Person appointed as a Director will be determined by lot conducted by the returning officer.

17.12 Declaration of Result

- a) As soon as practicable before the AGM the returning officer will report the results of the count to ALOA.
- b) The results of the election will remain confidential until released by the Chair.
- c) The Chair shall release the results of the election at the AGM.

18 PROCEEDINGS OF BOARD MEETINGS

18.1 Procedure Generally

The Directors may arrange meetings of the Board and may adjourn and otherwise regulate their meetings and proceedings as they think fit.

18.2 Calling of Meetings

A Director may at any time, and the Secretary must on the request of a Director or the CEO, convene a meeting of the Board by Notice sent to the other Directors.

18.3 Notice of Meetings

Reasonable notice is to be sent to all Directors specifying the time, place and general nature of the business of a Board meeting. Where the Chair considers an emergency exists, the Chair may take such steps as the Chair considers necessary to notify Directors of the proposed Board meeting which may take place as soon as a quorum is present.

18.4 Procedure of Meetings

- a) A Director may not leave a Board meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that Director has previously notified the Chair of the Board meeting.
- b) A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a Board meeting unless that Director has previously notified the Chair of the Director's intention to leave the Board meeting.

18.5 Quorum

There will be a quorum at a Board meeting if:

- a) the number of Directors present is 4 or more; or
- b) the majority of directors are present.

18.6 Chair of Meetings

The Directors shall elect the Chair and may elect a deputy chair of their meetings and the Chair and deputy chair positions are declared vacant at each AGM. If no Chair or deputy chair is elected or if at any Board meeting neither the Chair nor the deputy chair is present within 15 minutes of the time appointed for the holding of the Board meeting or is unable or unwilling or refuses to act, the Directors present shall elect a chair of their meeting from among their number.

18.7 Decision on Questions

Questions arising at any Board meeting are to be decided by a majority of votes. Each Director has one vote and a determination by a majority of the Directors will be deemed a determination of the Board unless this Constitution or the law requires a larger majority. In the case of an equal number of votes on a matter that requires a simple majority of votes the chair of the Board meeting has a second or casting vote.

18.8 Minutes

- a) The Directors must cause minutes to be kept in accordance with the Corporations Act of:
 - i) the names of the Directors present at each Board meeting; and
 - ii) all resolutions and proceedings of General Meetings and of Board meetings.
- b) The minutes are to be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting.
- c) A Director may require that his or her opposition to a motion to be recorded in the minutes.

18.9 Written Resolutions

- a) A resolution in writing signed by all the Directors who are entitled to vote (not being less than a quorum) is as valid and effectual as if it had been passed at a Board meeting duly called and constituted and is deemed to constitute a minute of that Board meeting.
- b) That resolution in writing may consist of:
 - i) several copies of a document each signed by one or more Directors and takes effect at the date and time on which the last Director signs a copy of the resolution; or
 - ii) the record of several Notices each indicating the identity of the sender, the text of the resolution and the sender's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect on the date on which the last Notice is received from all the Directors.

18.10 Voting Authority

A Director who is unable to attend a Board meeting may authorise another Director (not an alternate) to vote at that Board meeting. The attending Director will have a vote for each absent Director by whom the attending Director is so authorised, in addition to the normal vote of the attending Director. Any such authority must be produced at the Board meeting at which it is to be used and be retained by the Secretary in ALOA's records. Absent Directors (if any) are not to be counted as Directors present for the purposes of a quorum.

19 EXECUTIVE COMMITTEE, SUB-COMMITTEES, CHAPTER COMMITTEES, TASK FORCES, ADVISORY PANELS

19.1 Executive Committee

The Board may establish an Executive Committee, comprising the Chair, Deputy Chair, Treasurer and up to 2 Directors, together with other Directors as co-opted by the Board from time to time, to determine particular matters such as staff remuneration. If any position on the Executive Committee becomes vacant for any reason, the Board may elect another Director to that position for the unexpired portion of his or her predecessor's appointment.

19.2

In absence of any determination by the Board to the contrary, the governance arrangements for the Executive Committee will be:

- a) apart from the Chair, Deputy Chair and Treasurer, the term of membership shall be 2 years, subject to the member continuing to be a Director.
- b) the chair person of the Executive Committee will be the Chair. If the Chair is not present at a meeting then the other members of the Executive Committee shall elect a chair person for that meeting.
- c) a quorum shall be at least 3 Directors.
- d) each person will have one vote and decisions will be made by a majority votes of the Directors present at the meeting. The chair person will have a casting vote.
- e) the Secretary is responsible for taking minutes and reporting the minutes to the Board.

Sub-Committees

19.3

The Board may establish one or more Sub-Committees at any time. A Sub-Committee shall be established to assist the Board with particular activities of an on-going nature.

19.4

The Board will determine the charter for the Sub-Committee, how Members become a member of the Sub-Committee, the term of membership, the rights to vote, the number and type of persons required to make a quorum, the voting procedures and any other governance arrangements necessary or convenient for the good order and operation of the Sub-Committee.

19.5

Any Member is entitled to be a member of a Sub-Committee and is entitled to a vote.

19.6

In absence of any determination by the Board to the contrary, the governance arrangements for a Sub-Committee will be:

- a) the term of membership will be two years.
- b) the Board will appoint the members of the Sub-Committee.
- c) the chair person of a Sub-Committee must be a Director and will be appointed by the Board.
- d) a quorum shall be at least 3 members of the Sub-Committee;

- e) Each person will have one vote and decisions will be made by a majority of those present at the meeting. The chair person will have a casting vote.

Chapter Committees

19.7

The Board may establish one or more Chapter Committees at any time.

19.8

The Board will determine the charter for the Chapter Committee, how Members become a member of the Chapter Committee, the term of membership, the rights to vote, the number and type of persons required to make a quorum, the voting procedures and any other governance arrangements necessary or convenient for the good order and operation of the Chapter Committee.

19.9

Any Member who, at the time of close of nominations for the election for the Chapter Committee, has an office in the region which the Chapter Committee represents is entitled to:

- a) be a member of a Chapter Committee;
- b) a vote for the Chapter Committee;
- c) a vote at Chapter Committee meetings.

19.10

In absence of any determination by the Board to the contrary, the governance arrangements for a Chapter Committee will be:

- a) the members of the Chapter Committee will be voted for every two years by any Member who has an office in the region which the Chapter Committee represents.
- b) the term of membership shall be two years.
- c) the chair person of a Chapter Committee must be a Member.
- d) the chair person will be elected by the Chapter Committee members.
- e) a quorum shall be at least 50% of Chapter Committee members.
- f) each person will have one vote and decisions will be made by a majority of those present at the meeting. The chair person will have a casting vote.

20 POWERS AND DUTIES OF THE BOARD

20.1

The business of ALOA is managed by the Board, who may exercise all powers of ALOA which are not prohibited by the Corporations Act or this Constitution or required to be exercised by ALOA in General Meeting, provided that:

- a) any rule, regulations or by-law of ALOA made by the Board may be disallowed by ALOA in General Meeting; and
- b) no resolution passed by ALOA in General Meeting invalidates any prior act of the Board, which would have been valid if that resolution had not been passed.

20.2

The Board will determine and be accountable for the strategic direction of ALOA and for the production of the Business Plan.

20.3

The Board will, determine Policy.

20.4

If requested by the CEO or Authorised Representative, the Board shall ratify the content of any Submission as being Policy.

20.5

The Board is responsible for:

- a) determining the Fees under clause 9.1 and special levy under clauses 9.3 and 9.4;
- b) ensuring that any Fees, levies or other funds received are used in accordance with the objects of ALOA and the law;
- c) adopting and using generally accepted accounting practices and principles to ensure that the accounts provide a true and fair representation of the financial position of ALOA;
- d) promptly collecting all Fees, levies and other monies payable, and making payment of all amounts properly owed;
- e) ensuring ALOA has adequate controls and processes to ensure the proper use, payment and collection of ALOA funds and assets, including an internal audit system;
- f) prepare and approve each financial year, a financial report, Director's report, auditor's report and an annual report;
- g) ensuring that all acts, documents and other things that are required by law to be done or provided are so done or provided in accordance with the law.

20.6

The Board will approve the Business Plan each year.

20.7

The Board will effect the appointment and removal of the CEO, and shall determine the terms and conditions of such appointment, including the remuneration of the CEO.

20.8

The Board may entrust and confer upon the CEO any powers exercisable by the Board upon such terms and subject to such restrictions as it may think fit and either together with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter or vary all of these powers.

20.9

The Board may appoint, entrust and confer upon the Executive Committee, any Sub-Committee, Branch Committee, task force, advisory panel or other sub group any powers exercisable by the Board upon such terms and subject to such restrictions as it may think fit and either together with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter or vary all of these powers.

20.10

The Board will determine the Financial Delegations.

20.11

One or more secretaries shall be appointed, for such term, at such remuneration, and upon such conditions as it thinks fit. Any secretary so appointed may be removed by the Board.

20.12

The Board has the authority to do any other act or thing that is set out in this Constitution or any regulation or by-law.

21 POWERS AND DUTIES OF EXECUTIVE COMMITTEE and SUB-COMMITTEES

Executive Committee

21.1

The Executive Committee is responsible for working with the CEO to implement the Business Plan.

21.2

The Executive Committee may take any action to implement the Business Plan that is consistent with the Financial Delegations.

Sub-Committee

21.3

Each Sub-Committee has the powers and duties determined by the Board, and these will be set out in its charter.

21.4

The Sub-Committee may:

- a) make recommendations to the Board in relation to Policy, the Business Plan and other matters within its charter;
- b) implement ALOA objects within its charter subject to complying with the Financial Delegations and operating within the Business Plan.

Chapter Committee

21.5

The Chapter Committee is responsible for promoting ALOA's objects at a local and regional level, in the region set out in its charter.

21.6

The Chapter Committee may:

- a) make recommendations to the CEO and the Board in relation to Policy, the Business Plan and other matters within its charter;
- b) make Submissions, with the approval of the Board;

- c) implement ALOA objects in its approved region subject to complying with the Financial Delegations and operating within the Business Plan;
- d) appoint working groups to assist in its work. The role of such working groups must be approved in advance by the Board.

Task Forces, Advisory Panels and Other Sub Groups

21.7

A task force, advisory panel or other sub group has the powers and duties determined by the Board, and these will be set out in its charter.

21.8

The task force, advisory panel or other sub group may:

- (a) make recommendations to the CEO and the Board in relation to Policy, the Business Plan and other matters within its charter;
- (b) make Submissions, with the approval of the CEO implement ALOA objects in within its charter subject to complying with the Financial Delegations and operating within the Business Plan.

Advisors

21.9

Any Executive Committee, Sub-Committee, Branch Committee, task force, advisory panel or other subgroup may appoint any person, including a person that is not a Member, to provide advice to it subject to compliance with its charter and any Financial Delegations applicable to it.

22 CHIEF EXECUTIVE OFFICER

22.1

The CEO will attend and be entitled to be heard at all Board meetings and General Meetings but will not be entitled to vote at any Board meetings or General Meetings.

22.2

The CEO will not be a Director.

22.3

The CEO, may subject to any guidelines in the Business Plan, the Financial Delegations and any direction from the Board, appoint, engage, manage and remove such employees, agent, contractors or other persons as are deemed necessary or desirable for the objects of ALOA.

22.4

Unless varied by the Board, the CEO is responsible for:

- (a) Developing and recommending ALOA strategy to the Board.
- (b) Recommending any Policy to the Board.
- (c) Developing and recommending each year's rolling three year Business Plan to the Board.

- (d) Recommending the establishment and charter of any Sub-Committees, Branch Committee, task force advisory group or sub group to the Board.
- (e) Approving any Submission, or if the CEO reasonably believes that the Submission contains positions or information:
 - i) that are material to Members;
 - ii) that are material to ALOA's reputation; or
 - iii) which conflicts with any Policy,the CEO shall approve such Submission only after obtaining the approval of the Chair, or at least 2 Directors if the Chair is unavailable in the time required prior to the date of Submission.
- (f) Delivery of the activities in the Business Plan.
- (g) Performance of the administrative functions of ALOA.
- (h) Provision of support to all Sub-Committees, Branch Committees, task forces, advisory groups and sub groups.
- (i) Preparation of all reports to the Board.

23 ACCOUNTS

23.1 Accounting and Other Records

The Directors must cause proper accounting and other records to be kept and distribute copies of financial accounts as required by the Corporations Act.

23.2 Time for Accounts

The interval between the close of a financial year of ALOA and the issue of the printed annual report and audited accounts relating to it must not exceed the period (if any) prescribed by the Corporations Act.

23.3 Access by Members

The Directors may from time to time determine whether and to what extent and at what times and places and under what conditions the accounting and other records of ALOA are to be open to the inspection of Members not being Directors, subject to the provisions of the Corporations Act.

24 PROCEEDINGS AND DOCUMENTS CONFIDENTIAL

Subject to the law all proceedings and documents of the Board are to be treated as strictly private and confidential.

25 VALIDATION OF IRREGULAR ACTS

All acts done by:

- a) any meeting of the Executive Committee, Sub-Committee, Branch Committee, task force, advisory group or sub group;
- b) the CEO, Director or other officer of ALOA

that were invalid by reason of:

- c) the invalidity of any appointment;
- d) lack of entitlement to vote;
- e) acting beyond power;
- f) any other reason (any one being an "Irregular Act"),

may be ratified by the Board so that the act is as valid as it would have been without the Irregular Act, provided that such act if properly performed would not have been invalid under this Constitution or unlawful.

26 NOTICES

26.1 When Notice Deemed Given

A notice is deemed to be given:

- a) if the Notice is given by post, within 3 Business Days of being sent;
- b) if the Notice is given by facsimile, at the time the transmission report of the sender states that the facsimile was properly transmitted;
- c) if the Notice is given by email, at the time the email is sent (provided that the sender does not get a notice of failure to transmit within 2 hours of the time of sending);
- d) if posted on the ALOA website, at the time the notice can be viewed from the ALOA website; and
- e) if the Notice is given by any other means, at the time when the Notice would usually be received in the normal course of events provided the sender has not been notified that the Notice has not been received by the intended recipient.

26.2 Persons Entitled to Notice of General Meeting

Notice of every General Meeting must be given in the manner authorised to:

- a) every Member;
- b) each Director and the CEO;
- c) the auditor for the time being (if any) of ALOA.

No other person is entitled to receive notices of General Meetings.

27 INDEMNITY TO OFFICERS

27.1 Mandatory Indemnity

ALOA will indemnify each Officer of ALOA out of the assets of ALOA to the extent against any liability incurred by the Officer in or arising out of the conduct of the business of ALOA, or in or arising out of the discharge of the Duties of the Officer, unless the liability was incurred by the Officer through the Officer's own dishonesty, negligence, lack of good faith or breach of duty.

27.2 Discretionary Indemnity

In addition to clause 27.1, if the Board considers it appropriate to do so, ALOA may indemnify an Officer of ALOA to the relevant extent out of the assets of ALOA against any liability incurred by the Officer in or arising out of the conduct of the business of ALOA or of any subsidiary of ALOA, or in arising out of the discharge of the Duties of the Officer.

27.3 Insurance Against liability

To the extent permitted by law, if the Board considers it appropriate to do so, ALOA may pay amounts by way of premium in respect of any contract effecting insurance on behalf or in respect of an Officer of ALOA against liability incurred by the Officer in or arising out of the conduct of the activities of ALOA or of any subsidiary of ALOA or in or arising out of the discharge of the duties of the Officer.

27.4 Interpretation

In this clause 27:

- a) "**Officer**" means:
 - i) a Director, Secretary, CEO or employee; or
 - ii) a person appointed as a trustee by, or acting as a trustee at the request of ALOA, and includes a former officer;
- b) "**Duties of the Officer**" includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an Officer by ALOA;
- c) "**liability**" means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.