



CORPORATIONS ACT 2001

CONSTITUTION

of

AUSTRALIAN NETWORK OPERATORS GROUP LTD

ACN 652 509 414

A Company LIMITED BY GUARANTEE

CONSTITUTION

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1 DEFINED MEANINGS

Words used in this Constitution and the rules of interpretation that apply are set out and explained in the Definitions and Interpretation clause at the back of this document.

2 NAME

The name of the Company is AUSTRALIAN NETWORK OPERATORS GROUP LTD (hereinafter called "the Company").

3 REGISTERED OFFICE

3.1 Location

The registered office of the Company shall be situated at such place in Australia as the Board may from time to time determine.

3.2 Display name

The Company must display its name and the expression "Registered Office" at that place.

4 OBJECTS

The objects for which the Company is established are:

- A. To continue the activities of the company known as AUSNOG PTY LTD ABN 78 127 183 939 and to take over its assets and undertakings on and from the date of incorporation hereof;
- B. To promote the development of Australian information and communications technology resources;
- C. To provide a communications forum to encourage cooperation and foster the sharing of information within the Australian internet and telecommunications industry; and
- D. To facilitate education, information sharing, and professional networking for people working in the Australian internet and telecommunications industry.

5 POWERS

The Company has the legal capacity and powers of an individual as set out in Section 124(1) of the Act.

6 USE OF THE INCOME AND PROPERTY OF THE COMPANY

6.1 Non-profit

The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Company.

6.2 Permitted payments to Members and Directors

Nothing in clause 6.1 prevents the payment in good faith of reasonable and proper:

- 6.2.1 Remuneration to any Member or Director of the Company in return for any services actually rendered by them to the Company;
- 6.2.2 Compensation to any Member of the Company for expenses properly incurred by them on behalf of the Company;

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6.2.3 Payment for goods supplied to the Company by any Member in the ordinary and usual way of business;

6.2.4 Reasonable and proper rent for premises demised or let by any Member to the Company.

6.3 Directors' fees

No Director shall receive remuneration or be paid any fees in respect of their ordinary duties as a Director of the Company.

6.4 Reimbursement of Directors' expenses

The Company may pay the Directors' travelling and other expenses that they properly incur:

6.4.1 In attending Directors' meetings or any other meetings of committees of Directors; and

6.4.2 In attending any general meetings of the Company; and

6.4.3 In connection with the Company's business,

provided that any such payment would be reasonable in the circumstances of the Company. Any such payment must be approved by the Directors.

6.5 Other payments to Directors

Subject to clause 6.3, no payments shall be made to any Director other than those payments authorised by clauses 6.2 and 6.4 unless:

6.5.1 the payment is approved by the Directors; and

6.5.2 the payment is approved, if required, by the Members in accordance with the Act.

7 LIMITED LIABILITY

The liability of Members is limited.

8 MEMBERS' CONTRIBUTIONS

Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up whilst they are a Member or within one year after they cease to be a Member for payment of the debts and liabilities of the Company (contracted before they ceased to be a Member) and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding five dollars (\$5.00).

9 USE OF PROPERTY ON WINDING UP

9.1 No distribution to Members on winding up

If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities, any property whatsoever (surplus), the surplus shall not be paid to or distributed amongst the Members of the Company.

9.2 Distribution of surplus on winding up

The surplus shall be given or transferred to some other institution or institutions:

9.2.1 having objects similar to the objects of the Company; and

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- 9.2.2 whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income or property amongst its or their members to any extent at least as great as is imposed on the Company under this Constitution;

such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of a State, or Territory in which the Company operates.

10 AMALGAMATION

The Company must not amalgamate with any other body whose Memorandum of Association or Constitution does not prohibit the distribution of its or their income or property amongst its or their members to any extent at least as great as is imposed on the Company under this Constitution.

11 MEMBERSHIP

11.1 Members

The subscribers and such persons as the Board admits to membership in accordance with this Constitution shall be Members of the Company.

11.2 Classes of Members

11.2.1 The Members of the Company shall consist of:

- a Platinum Members, who shall be:
 - i. those Members who fulfill all Platinum Member criterion as permitted in accordance with 11.3 ; and
 - ii. the Directors of the Company from time to time.

A Platinum Member has the right to be present, debate and exercise 35 votes at general meetings.

- b Gold Members, who shall be those Members who fulfill all Gold Member criterion as permitted in accordance with 11.3. A Gold Member has the right to be present, debate and exercise 15 votes at general meetings.
- c Silver Members, who shall be those Members who fulfill all Silver Member criterion as permitted in accordance with 11.3. A Silver Member has the right to be present, debate and exercise 5 votes at general meetings.
- d Bronze Members, who shall be those Members who fulfill all Bronze Member criterion as permitted in accordance with 11.3. A Bronze Member has the right to be present and debate at general meetings but shall not be entitled to any right to vote.

11.2.2 Classes of membership shall be determined on an annual basis as at midnight on 1 January each Calendar Year.

11.2.3 Upon a change in a Member's class of membership the Register of Members must be updated in accordance with clause 12.2.

11.3 Membership criteria

11.3.1 The Board may, by regulation, promulgate criteria for admission of new Members in any class or classes.

11.3.2 The criteria for all classes of membership must include that a person:

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- a is a natural person who has attained the age of 18 years; and
- b meets such other criteria as may be determined by the Board from time to time.

11.4 Form of application

Every application to the Board for membership of the Company shall be in such form as prescribed by the Board.

11.5 Board may accept or reject

The Board may accept or reject an applicant for membership without giving a reason.

11.6 Notification of acceptance

When an applicant has been accepted for membership the secretary must forthwith send to the applicant written notice of acceptance and update the Register of Members accordingly.

11.7 Annual subscription

No entrance fee or annual subscription is payable by Members.

12 REGISTER OF MEMBERS

12.1 Register must be kept

The Board must keep a Register of Members.

12.2 Contents of Register

The following information must be contained in the Register of Members in respect of each Member:

- 12.2.1 the full name of the Member;
- 12.2.2 the email address of the Member;
- 12.2.3 the address of the Member;
- 12.2.4 the class of membership of the Member;
- 12.2.5 the date of admission to and cessation of membership;
- 12.2.6 such other information as the Board requires.

12.3 Member must notify changes

Each Member and nominated representative must notify the Secretary in writing of any change in that person's name, email address or address.

12.4 Evidence of membership

Inclusion of a name in the Register of Members is prima facie evidence of membership.

13 CESSATION OF MEMBERSHIP

13.1 When membership ceases

A person ceases to be a Member on:

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- 13.1.1 resignation; or
- 13.1.2 not responding within 2 months to a written request from the Secretary that the Member confirm in writing that they want to remain a Member; or
- 13.1.3 death; or
- 13.1.4 becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
- 13.1.5 becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- 13.1.6 the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution.

Upon cessation of membership the Register of Members must be updated in accordance with clause 12.2.

13.2 Resignation

A Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than 3 months after the service of the notice. A Member remains liable after resignation for any annual subscription fee (if any) due and unpaid at the date of the Member's resignation and for all money due by the Member to the Company, in addition to any sum for which the Member is liable as a Member under clause 8.

13.3 Censuring, suspension or expulsion of Member

If any Member wilfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, or in the opinion of the Directors no longer meets the membership criteria, the Directors may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

- 13.3.1 at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
 - a what is alleged against the Member; and
 - b the intended resolution;
- 13.3.2 at the Directors' meeting, and before the passing of the resolution, the Member must be given an opportunity of giving, orally or in writing, any explanation the Member thinks fit;
- 13.3.3 the Member may elect to have the question dealt with by the Company in general meeting, by notice in writing lodged with the Secretary at least 24 hours before the time for holding of the Directors' meeting at which the resolution is to be considered by the Directors;
- 13.3.4 if the member gives a notice under clause 13.3.3:
 - a no resolution of the Directors on that matter is effective;
 - b a general meeting of the Company must be called at the cost of the Member for the purpose of considering the resolution set out in the notice originally given to the Member under this clause; and

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- c if, at the general meeting, a resolution is passed by a majority of at least two-thirds of the total votes cast by ballot, considering the voting rights of each voting member as established in clause 11.2.1, the Member concerned must be dealt with in accordance with the resolution; and

13.3.5 in the case of a resolution passed by the Directors or in general meeting for the Member's expulsion under this clause, the membership of the Member automatically terminates, in which case the Member ceases to be a Member

14 GENERAL MEETINGS OF MEMBERS

14.1 General meetings

An Annual General Meeting of the Company must be held in accordance with the provisions of the Act. All general meetings, other than Annual General Meetings, shall be called extraordinary general meetings.

14.2 Location

14.2.1 All meetings of the Company shall be held in Australia.

14.2.2 A general meeting may be called on the basis that:

- a physical attendance of all members at that meeting is possible (hereinafter called a "Physical Meeting"); or
- b physical attendance of all members at that meeting is not feasible and that voting at the meeting by way of Direct Vote would be appropriate (hereinafter called an "Online Meeting").

14.2.3 If the company facilitates attendance at a general meeting by the use of technology and a Member elects to attend that general meeting by the use of that technology, it is the responsibility of that Member to ensure that they have an adequate device and internet connection to connect to and participate in that general meeting.

14.3 Convening meetings

A majority of Directors may convene an extraordinary general meeting. A Member or Members can only convene a meeting as allowed by the Act.

14.4 Amount of notice of meetings

Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, the period of notice with respect to general meetings shall be twenty-one (21) days.

14.5 Contents of notice

Notice of a general meeting shall:

- 14.5.1 set out whether the meeting is a Physical Meeting or an Online Meeting, as well as the place, the day, and the hour of meeting;
- 14.5.2 state the general nature of the meeting's business;
- 14.5.3 if a special resolution is to be proposed at the meeting – set out an intention to propose a special resolution and state the resolution; and
- 14.5.4 if a Member is entitled to appoint a proxy, contain a statement setting out information regarding the appointment of a proxy in accordance with the Act.

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14.6 Persons entitled to notice

Notice of every general meeting shall be given in any manner authorised by clause 22 and in accordance with the Act to:

14.6.1 every Member and Director; and

14.6.2 the Auditor or Auditors, if any, for the time being of the Company;

No other person shall be entitled to receive notices of general meetings.

14.7 Notice of adjourned meeting

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

14.8 Accidental failure to give notice

Subject to the Act, an accidental failure to give notice of any general meeting to a person entitled to receive notice, or the non receipt by that person of the notice, does not affect the validity of the proceedings at the meeting or any resolution passed at it.

15 PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

15.1 Business of Annual General Meeting

The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:

15.1.1 to receive and consider the annual financial report, the report of the Board and the Audit/Financial Review report as applicable;

15.1.2 the election of Directors; and

15.1.3 the appointment of auditors, if necessary.

15.2 Special business

All other business transacted at an Annual General Meeting and all business transacted at any extraordinary general meeting is special business.

15.3 Quorum

No business can be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, at least 20% of the Members with an entitlement to vote present at the meeting is a quorum. For the purpose of this clause:

15.3.1 A Member is "present" at a Physical Meeting if they have cast a Direct Vote for the purposes of that meeting, or if they attend that meeting in person or by proxy; and

15.3.2 "Member" includes a person attending a Physical Meeting as proxy; and

15.3.3 A Member is "present" at an Online Meeting if they have cast a Direct Vote for the purposes of that meeting.

15.4 When quorum not present

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If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, must be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board determines and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

15.5 Chairperson

The chairperson must preside at every general meeting of the Company, or if there is no chairperson, or if the chairperson is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-chairperson must be the chairperson, or if the vice-chairperson is not present or is unwilling to act then the Members present must elect one of their number to be chairperson of the meeting.

15.6 Adjournment

The chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned notice of the adjourned meeting shall be given in accordance with clause 14.5 (if required).

15.7 Votes by members

15.7.1 Means of voting

Subject to clause 15.7.3, votes by Members at any general meeting may be given:

- a personally at the meeting;
- b by proxy, representative or attorney at the meeting; or
- c by a valid notice of their voting intention (Direct Vote).

15.7.2 One vote

A Member may only vote by one of the permitted methods in clause 15.7.1 in respect of each vote that Member is entitled to cast. If a Member casts a Direct Vote on a particular resolution they are taken to have revoked the authority of a previously authorised proxy to vote on their behalf on that resolution.

15.7.3 Notwithstanding clause 15.7.1, if an Online Meeting is called, then the only way in which a vote may be given at that meeting is by Direct Vote.

15.8 Voting and demanding a poll

At any Physical Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

15.8.1 by the chairperson, or

15.8.2 by a Member with an entitlement to vote present in person or by proxy.

15.9 Declaration of vote on show of hands

Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that

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effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

15.10 Taking a poll

If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith.

15.11 Chairperson has casting vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote, provided that the chairperson is a Member of the Company.

15.12 Voting rights

A Member may vote in person or by proxy or by attorney and on a show of hands or by poll of every person present who is a Member or a representative of a Member shall have the number of votes allocated to their class of membership in accordance with clause 11.2.1 and on a poll of every Member present in person or by proxy or by attorney or other duly authorized representative shall have the number of votes allocated to their class of membership in accordance with clause 11.2.1.

15.13 Direct voting

Pursuant to clause 15.7.1, a Member is entitled to cast a Direct Vote prior to the relevant general meeting. Every Member who is entitled to attend and vote at that general meeting is entitled to cast one or more Direct Votes according to the number of votes that Members is entitled to cast.

15.14 Direct voting instrument

15.14.1 If sent by post, the Direct Vote must be signed by the Member.

15.14.2 If sent by electronic transmission the Direct Vote is to be taken to have been signed if it has been signed or authorised by the Member in the manner approved by the Directors or specified in the notice of meeting.

15.14.3 A Direct Vote includes any form of vote that the Directors may prescribe or accept including by any electronic means.

15.15 Deposit of instrument

At least 48 hours before the time for holding the relevant general meeting, an adjourned meeting or a poll at which a person proposes to cast a notice of their voting intention, there must be received at the registered office or such other place as is specified for that purpose in the notice of meeting, or be transmitted to an electronic address specified for that purpose in the notice of meeting:

15.15.1 notice of their voting intention; and

15.15.2 any authority or power under which the Direct Vote was signed or a certified copy of that power or authority.

15.16 Form of the Direct Vote

A notice of a voting intention is valid if it contains the following information:

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15.16.1 the Member's name and address or any applicable identifying notations such as the membership number or similar approved by the Directors or specified in the notice of meeting; and

15.16.2 the Member's voting intention on any or all of the resolutions to be put before the meeting.

15.17 Validity

A vote submitted in accordance with a Direct Vote is valid even if before the vote was counted the Member:

15.17.1 died;

15.17.2 became of unsound mind; or

15.17.3 wishes to change their vote, unless written notification of the relevant event is received at the registered office before the meeting, adjourned meeting or the taking of the poll in respect of which the Direct Vote was to have been cast.

15.18 Chairperson's decision

The Chairperson's decision as to whether a Direct Vote is valid is conclusive.

15.19 Attendance by Member who has cast a Direct Vote

A person who has cast a Direct Vote at a Physical Meeting is entitled to attend the meeting. The Member's attendance does not cancel the direct vote, unless the Member instructs the Company otherwise in writing before the meeting.

15.20 Counting of Direct Votes

15.20.1 Count

If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the Chairperson of the meeting must:

a on a vote by show of hands, count each Member who has submitted a Direct Vote for or against the resolution in accordance with their Direct Vote; and

b on a poll, count the votes cast by each Member who has submitted a Direct Vote directly for or against the resolution, by the number of votes each Member is entitled to cast.

15.20.2 Certificate of Direct Votes cast

The Chairperson of a meeting must ensure that a certificate signed by the returning officer of Direct Votes received is available at the meeting ahead of any vote being taken.

15.21 Appointment of proxies

15.21.1 A Member who is entitled to physically attend and cast a vote at a meeting may appoint not more than 2 proxies in accordance with section 249X of the Act to attend and act for the Member at a meeting of Members. To be clear, if a meeting is called on the basis given under clause 14.2.2b then physical attendance at that meeting is not possible. An appointment of proxy must be made by written notice to the Company that complies with section 250A(1) of the Act or in any other form and mode that is signed or otherwise authenticated by the Member or by their attorney duly authorised in writing and in a manner satisfactory to the Board. If the Member appoints 2 proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may

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exercise, each proxy may exercise half of the votes. Any fractions of votes resulting from this clause shall be disregarded.

15.21.2 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.

15.22 Proxy form

The instrument appointing a proxy may be in the following form or in a common or usual form as included as Appendix A of this constitution.

15.23 Proxy form and power of attorney to be deposited before meeting

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly certified copy of that power or authority shall be submitted in such form and mode that is in a manner satisfactory to the Board, deposited at the registered office of the Company, or sent by electronic mail to such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in that instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the take of the poll and in default the instrument or proxy shall not be treated as valid.

15.24 Validity of proxy or attorney vote

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

16 COMPOSITION OF THE BOARD

16.1 Directors and appointment of Chairperson

The business and affairs of the Company shall be managed by the Board of Directors consisting of not less than four (4) Directors who shall appoint one of their number as chairperson and may do so from time to time as occasion may require.

16.2 First Directors

The first Directors, who have consented in writing, will be those individuals named in the application to register the Company. One half of the first Directors (identified by agreement or ballot) shall retire at the first annual general meeting but shall be eligible for re-election. The remaining first Directors shall retire at the second annual general meeting but shall be eligible for re-election. A rotation of Directors is thereby established. Thereafter the Board shall consist of those Directors elected as herein provided.

16.3 Term of appointment

Subject to clause 16.2, a Director shall hold office for a term of two (2) years, such term commencing at the time of election and continuing until the annual general meeting two (2) years subsequent to their election, when they must retire, but they shall be eligible for re-election at such meeting.

16.4 Election of Directors

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The election of Directors shall take place in the following manner:

- 16.4.1 A Member of the Company with an entitlement to vote shall be at liberty to nominate any other person to serve as a Director. The candidate must be a Member of the Company with the right to vote at a general meeting;
- 16.4.2 No person is eligible for election as a Director unless they provide a written consent to the Company;
- 16.4.3 The nomination, which shall be in writing and signed by the candidate and the proposer, and the consent must be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place;
- 16.4.4 In case there shall not be a sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies.

16.5 Increasing or reducing number of Directors

The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors provided that the minimum number of Directors must not be less than four.

16.6 Board power to appoint

The Board has the power at any time, and from time to time, to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed, if any, in accordance with this Constitution. Any person appointed as a Director must provide the Company with a signed consent to act as a Director prior to their appointment as required by the Act. Any Director so appointed shall hold office only until the conclusion of the next following annual general meeting when they shall retire but they shall be eligible for re-election.

16.7 Resignation

A Director may resign from office by notice in writing to the Company.

16.8 Removal by Members

Subject to the Act, the Company may by resolution remove a Director from office.

16.9 Directors cannot remove another Director

A Director cannot be removed from office by the other Directors.

16.10 Vacation of office of Director

The office of a Director shall become vacant if the Director:

- 16.10.1 ceases to be a Member under the provisions of clause 13.1;
- 16.10.2 becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 16.10.3 becomes prohibited from being a Director of a Company by reason of any order made under the Act;
- 16.10.4 becomes disqualified from being a Director under the Act or any order made under the Act;

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- 16.10.5 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 16.10.6 resigns their office in accordance with clause 16.7;
- 16.10.7 is removed under the provisions of clause 16.8;
- 16.10.8 for more than three (3) months is absent without permission of the Board from meetings of the Board held during that period.

17 POWERS AND DUTIES OF THE BOARD

17.1 General powers of Board

- 17.1.1 The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.
- 17.1.2 If the company is a subsidiary of a holding company the directors are authorised to act in the best interests of the holding company provided the company is not insolvent at the time of the directors' act or does not become insolvent because of the directors' act.

17.2 By-laws

The Board may make by-laws for the conduct of the activities of the Company, or any of them. Such by-laws shall nevertheless be subject to this Constitution and to the provisions of the Act. Any by-laws of the Company made by the Board are binding on the Company and the Members of the Company.

17.3 Borrowing

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part thereof, and to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the Company.

17.4 Execution of cheques etc

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.

17.5 Minutes

The Board shall cause minutes to be made:

- 17.5.1 of proceedings and resolutions of meetings of the Company; and
- 17.5.2 of proceedings and resolutions of meetings of the Board (including meetings of a committee of Directors); and
- 17.5.3 of resolutions passed by a Member without a meeting where the Company has only one Member; and
- 17.5.4 of resolutions passed by Directors without a meeting.
- 17.5.5 Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting. Where the minutes referred to in this clause are signed in accordance with this clause, those

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minutes shall be presumed to be an accurate record of the relevant proceedings and resolutions unless the contrary is proved.

17.6 Notice required when Director has material personal interest

Subject to the Act, a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of their interest and must not be present at the meeting while the matter is being considered or vote on the matter. The notice required to be given to the other Directors must give details of the nature and extent of the material personal interest and the relation of the material personal interest to the affairs of the Company. Notice must be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter. Details must be recorded in the minutes of the Directors' meeting.

17.7 Standing notice of interest

A Director who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest in the matter in accordance with the Act. The notice may be given at any time and whether or not the matter relates to the affairs of the Company at the time the notice is given.

17.8 Director may contract with Company

Subject to clause 17.6, a Director is not disqualified by the office of Director from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise and no contract or arrangement entered into with the Company by a Director nor any contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested may be avoided for that reason. A Director is not liable to account to the Company for any profit realized by any contract or arrangement, by reason of holding the office of Director or of the fiduciary relationship established by the office.

17.9 Director with interest may affix seal

A Director who is interested in any contract or arrangement may, notwithstanding the interest, attest the affixing of the Seal to any document evidencing or otherwise connected with the contract or arrangement.

18 PROCEEDINGS OF THE BOARD

18.1 Meetings of the Board

The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the secretary must on the requisition of a Director, summon a meeting of the Board.

18.2 Circular resolutions

18.2.1 The Directors may pass a resolution without a Director's meeting being held if a majority of the Directors vote in favour of the resolution by each Director either:

- a signing a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document; or
- b replying by email in response to an original email setting out the terms of a resolution of the Board confirming that they are in favour of the resolution set out in the original email.

18.2.2 Once the original sender has received the number of responses that is sufficient to constitute a majority, a resolution in those terms shall be deemed to have been passed on the day and at the time that the original sender receives the last of those responses.

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18.2.3 For the purposes of clause 18.2.1a, separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.

18.2.4 A reference in clause 18.2.1 to a majority of the Directors does not include a reference to a Director who, at a Board meeting, would not be entitled to vote on the resolution.

18.2.5 A resolution of the Board passed in accordance with clause 18.2.1 must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.

18.3 Quorum for Board

The quorum necessary for the transaction of the business of the Board shall be a majority of the total Board or such greater number as may be fixed by the Board.

18.4 Meetings by electronic means

A majority of Directors shall be deemed to hold or be present at a meeting of Directors when they communicate through a telephone conference call, video or other electronic conference method in circumstances where each of them can simultaneously hear what is said by and can speak to the others of them. Such a meeting shall be deemed to be held at the place where the chairperson was present during the meeting. A resolution passed by the Board pursuant to this clause must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.

18.5 Voting at Board meetings and Chairperson's casting vote

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of those Directors present and a determination by a majority shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

18.6 Permitted acts during vacancy in Board

The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

18.7 Chairperson

The chairperson shall preside at every meeting of the Board, but if there is no chairperson, or if at any meeting they are not present within ten minutes after the time appointed for holding the meeting, the vice-chairperson shall be chairperson or if the vice-chairperson is not present at the meeting then the Directors may choose one of their number to be chairperson of the meeting.

18.8 Sub-committees

The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the Directors of the Company by the Act or the general law) to one or more sub-committees. Any sub-committee so formed shall conform to any regulations that may be imposed by the Board and all members of such sub-committee shall have one vote on the sub-committee.

18.9 Advisory Boards

The Board may appoint one or more advisory boards consisting of such persons as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and all members of such advisory board shall have one vote on the advisory board.

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18.10 Conduct of sub-committees and advisory boards

A sub-committee or advisory board may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson of the sub-committee or advisory board shall have a second or casting vote.

18.11 Defects in appointment or qualifications of Director

All acts done by any meeting of the Board or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

19 APPOINTMENT OF SECRETARY

The secretary shall in accordance with the Act be appointed by the Board for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. A person must provide the Company with a signed consent to act as secretary prior to their appointment.

20 SEAL

20.1 Common seal optional

The Board may provide for the Company to have a common seal which must only be used with the authority of the Board or of a sub-committee of Directors authorised by the Board in that behalf.

20.2 Affixing the seal

The Company may execute a document (including a Deed) using a seal if the seal is affixed to the document and the affixing of the seal is witnessed by:

20.2.1 two (2) Directors; or

20.2.2 a Director and a Secretary.

20.3 Execution of documents without seal

The Company may execute a document (including a Deed) without using a seal if the document is signed by:

20.3.1 two (2) Directors; or

20.3.2 a Director and a Secretary.

20.4 Other ways of executing documents

Notwithstanding clauses 20.2 and 20.3, a document (including a Deed) may also be signed by the Company in any other manner permitted by law.

21 ACCOUNTS

21.1 Keeping of financial records

True accounts shall be kept in accordance with the Act of the sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place and of the proper credits and liabilities of the Company.

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21.2 Inspection by Members

The Board shall from time to time determine at what times and places and under what conditions the accounting and other records of the Company shall be open to the inspection of Members.

21.3 Reporting to Members

The Board shall provide annual financial reporting to Members in accordance with the Act.

22 NOTICE

22.1 Service of notices

Any notice required by law or by or under this Constitution to be given to any Member shall be given:

22.1.1 personally; or

22.1.2 by sending it by post to the address for the Member in the Register of Members; or

22.1.3 by sending it by e-mail or like device to the e-mail address or other electronic address nominated by the Member.

22.2 When notice deemed to be served

Where a notice is given personally, service of the notice shall be deemed to occur on the day of receipt. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected 3 days after it is posted. Where a notice has been given by e-mail or like device it shall be deemed to have been given on the same day as transmission.

23 INDEMNITY

23.1 Indemnity for Directors, Secretaries and other officers

Subject to the Act and to the extent permitted by law, the Company must indemnify every person who is or has been a Director, the Secretary or another officer of the Company against a liability:

23.1.1 incurred by any such person acting in that capacity to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith;

23.1.2 for the costs and expenses incurred by any such person acting in that capacity:

a in defending proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted; or

b in connection with an application, in relation to such proceedings, in which the court grants relief to them under the Act.

23.2 Indemnity for employees

Every employee who is not a Director, the Secretary or another officer of the Company may be indemnified, unless prohibited by law, out of the property of the Company against a liability:

23.2.1 incurred by the employee acting in that capacity;

23.2.2 for the costs and expenses incurred by them acting in that capacity:

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- a in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which they are acquitted; or
- b in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under Act.

24 INSURANCE

24.1 Insurance for Directors, Secretaries and other officers

Subject to the Act, the Company may pay insurance premiums in respect of insurance for the benefit of a Director, Secretary or another officer of the Company acting in that capacity against:

- 24.1.1 costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- 24.1.2 a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Company or a breach of the provisions of the Act dealing with improper use of inside information or position.

24.2 Insurance for others

The Company may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company who is not a Director, Secretary or another officer of the Company concerned in the management of the Company.

25 ALTERATION OF THIS CONSTITUTION

25.1 Special resolution

A resolution altering or repealing any part of this Constitution must be passed by special resolution.

26 DEFINITIONS AND INTERPRETATION

26.1 Definitions

In this Constitution unless there be something in the subject or context inconsistent therewith:

- 26.1.1 “**Act**” means the Corporations Act 2001 (Cth) as amended from time to time;
- 26.1.2 “**Annual General Meeting**” means the general meeting held each year as required by the Act and this Constitution;
- 26.1.3 “**Board**” means the Board of Directors of the Company;
- 26.1.4 “**Chairperson**” means the chairperson of the Board;
- 26.1.5 “**Company**” means Australian Network Operators Group Ltd ACN 652 509 414;
- 26.1.6 “**Direct Vote**” means a Member’s vote delivered to the Company by post, or other electronic means approved by the Directors. The Directors may specify the form, method and timing of giving a Direct Vote at a meeting in order for the vote to be valid;
- 26.1.7 “**Director**” means a person elected or appointed as a Director of the Company;
- 26.1.8 “**Member**” means a member of the Company;

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- 26.1.9 “**Ordinary resolution**” means a resolution passed by a simple majority of the votes of such persons as being entitled so to do, voting in person (either physically or by technology) or by proxy at a general meeting of the Company;
- 26.1.10 “**Person**” shall include natural persons and corporations;
- 26.1.11 “**Poll**” means a secret ballot;
- 26.1.12 “**Register**” means the Register of Members of the Company;
- 26.1.13 “**Regulations**” means the regulations made by the Board pursuant to this Constitution;
- 26.1.14 “**Seal**” means the common seal of the Company;
- 26.1.15 “**Secretary**” means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
- 26.1.16 “**Special resolution**” means, subject to the Act, a resolution passed by a majority of not less than 75% of the votes of eligible voters, present in person (either physically or by technology) or by proxy at a general meeting of the company of which sufficient notice has been given, such notice setting out the intention to propose the special resolution and stating the resolution;
- 26.1.17 “**Subscriber**” means a person named in the application to register the Company as a person who consents to become a Member.

26.2 Interpretation

In the construction of this Constitution:

- 26.2.1 expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 26.2.2 a gender includes all genders;
- 26.2.3 the singular includes the plural and vice versa;
- 26.2.4 words or expression contained in this Constitution shall be interpreted in accordance with the provisions of the Act.

26.3 Replaceable Rules

Except to the extent that is contained in any provision of this Constitution the replaceable rules referred to in the Act do not apply to this Company.

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27 APPENDIX A – PROXY FORM

I.....of..... being a Member of AUSTRALIAN NETWORK OPERATORS GROUP LTD hereby appoint of or failing them of as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Company, to be held on the day of 20... and at any adjournment thereof.

My proxy is hereby authorized to vote *in favour of/against the following resolutions:

Signed this day of20....

(Note - in the event of the Member desiring to vote for or against any resolution they shall instruct their proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit)

* Strike out whichever is not desired."

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REVISION HISTORY

Revision	Adoption Date	Notes
1	3/8/2021	Original document ID CORNEYLIND-1973521744-399755
2	x /8/2023	Removal of gender specific language