

CORPORATIONS ACT 2001

CONSTITUTION

of

The Spot Academy Ltd

ACN 606 609 616

A Company LIMITED BY GUARANTEE



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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 The Spot Academy 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 establish and operate such child care, pre-schools, primary and secondary schools, higher education and other educational facilities as are determined by the Board from time to time.
- B. Where the Company is functioning in its capacity as an operator of any primary or secondary school, any revenue derived by the Company from the Commonwealth for the school must only be used for the purpose of the school.

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

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6.2.4 Interest on money borrowed from any Member for any purpose of the Company at a rate not exceeding the rate for the time being charged by the Commonwealth Bank for overdrafts under \$100,000; or

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

6.3 Directors' fees

No Directors 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 he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Company (contracted before he 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 fifty dollars (\$50.00).

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, unless the said Member(s) is also an institution approved by the Commissioner of Taxation as a Tax Concession Charity and with similar charitable objects.

9.2 Distribution of surplus on winding up

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Subject to clause 9.1, the surplus shall be given or transferred to some other institution or institutions approved by the Commissioner of Taxation as a Tax Concession Charity such institution:

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

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 that does not have Tax Concession Charity status.

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 Membership criteria

The Board may, by regulation, promulgate criteria for admission of new Members.

11.3 Form of application

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

11.4 Board may accept or reject

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

11.5 Notification of acceptance

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

11.6 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:

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- 12.2.1 the full name of the Member;
- 12.2.2 the address of the Member;
- 12.2.3 the date of admission to and cessation of membership;
- 12.2.4 in the case of a Corporate Member, the full name and address of its nominated representative;
- 12.2.5 if a person is admitted as a Member as the nominated representative of an unincorporated association or body, the full name and address of the Member, the name of the unincorporated association or body and the fact that the Member is its nominated representative. Subject to the Directors' right to decline to accept any person as a Member, the unincorporated association or body may replace the Member who is its nominated representative with another person by notice in writing to the Company signed by any officer of the association or body concerned and setting out the details of the new nominated representative, without it being necessary for the outgoing Member to resign or the incoming Member to apply to become a Member; and
- 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 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:

- 13.1.1 resignation; or
- 13.1.2 not responding within two (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 in the case of a natural person:
 - a death;
 - b becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
 - c 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
 - d the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution; and
- 13.1.4 in the case of a body corporate:
 - a being dissolved or otherwise ceasing to exist;
 - b having a liquidator or provisional liquidator appointed to it; or

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- c being insolvent; or
- d the termination of the body corporate'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, 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 for the purpose of considering the resolution set out in the notice originally given to the Member under this clause; and
 - c if, at the general meeting, a resolution is passed by a majority of at least two-thirds of those present and voting (the vote to be taken by ballot), 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

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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

All meetings of the Company shall be held in Australia. The company may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

14.3 Convening meetings

Any Director may whenever he thinks fit 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 the place, the day, and the hour of meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- 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 contain a statement setting out information regarding the appointment of a proxy in accordance with the Act.

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

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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 one half of the Members, present in person or by proxy, is a quorum. For the purpose of this clause "Member" includes a person attending as proxy or as representing a corporation which is a Member.

15.4 When quorum not present

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 he 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 14.7 (if required).

15.7 Resolution of one Member company

Where the Company has only one member it may pass a resolution by the member recording it and signing the record.

15.8 Voting and demanding a poll where Company has more than one member

At any general 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:

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15.8.1 by the chairperson, or

15.8.2 by a Member 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 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 every person present who is a Member or a representative of a Member shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorized representative shall have one vote.

15.13 Appointment of proxies

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. 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 his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

15.14 Proxy form

The instrument appointing a proxy may be in the following form or in a common or usual form:

".....

I.....of..... being a Member of

THE SPOT ACADEMY LTD hereby appoint of or failing

him 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:

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Signed this day of20....

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

* Strike out whichever is not desired."

15.15 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 deposited at the registered office of the Company, faxed to the registered office or deposited at, faxed 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.

15.16 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 three (3) 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. They shall all retire at the first annual general meeting but shall be eligible for re-election. Thereafter the Board shall consist of those Directors elected as herein provided.

16.3 Term of appointment

At the first annual general meeting of the Company and at the annual general meeting of the Company in each year thereafter the Directors must be elected and shall hold office until the conclusion of the next annual general meeting when they must retire but they shall be eligible for re-election at such meeting.

16.4 Election of Directors

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

- 16.4.1 A Member of the Company shall be at liberty to nominate any other person to serve as a Director. The candidate must be a Member of the Company;
- 16.4.2 The nomination must be approved in writing by a simple majority of the Directors;
- 16.4.3 No person is eligible for election as a Director unless they provide a written consent to the Company;

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16.4.4 The nomination, which shall be in writing and signed by the candidate and his 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;

16.4.5 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 three.

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, a Director may be removed from office by ordinary resolution of the Members at a general meeting convened for that purpose on at least twenty-one (21) days notice. At the meeting the Director must be given the opportunity to present his case orally or in writing.

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 becomes bankrupt or makes any arrangement or composition with his creditors generally;

16.10.2 becomes prohibited from being a Director of a Company by reason of any order made under the Act;

16.10.3 ceases to be a Director by operation of any provision of the Act;

16.10.4 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;

16.10.5 resigns his office in accordance with clause 16.7;

16.10.6 is removed under the provisions of clause 16.8;

16.10.7 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 Regulations

The Board may make regulations for the conduct of the activities of the Company, or any of them. Such regulations shall nevertheless be subject to this Constitution and to the provisions of the Act. Any regulation of the Company made by the Board may be disallowed by the Company in general meeting provided that no resolution by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed or made.

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.

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 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

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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 If a majority of the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document is signed and at the time at which the document was last signed by a Director or, if the Directors sign the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

18.2.2 For the purposes of clause 18.2.1, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents;

18.2.3 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.

18.2.4 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.

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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 he is 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.

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

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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, the ACNC Act and any Charitable Fundraising Legislation (as applicable), 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.

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 to the fax number nominated by the Member; or
- 22.1.4 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 facsimile, 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:
 - a in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; or
 - b in connection with an application, in relation to such proceedings, in which the court grants relief to him or her 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 him or her:
 - a in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which he or she is 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

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24.1 Insurance for Directors, Secretaries and other officers

Subject to the Act, the Company will 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 Prior approval required

No amendment shall be made to this Constitution without the prior written approval of the Board.

25.2 Special resolution

A resolution altering or repealing any part of this Constitution must be passed by special resolution at an Annual General Meeting or extraordinary general meeting.

26 DEFINITIONS AND INTERPRETATION

26.1 Definitions

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

- 26.1.1 “**Annual General Meeting**” means the general meeting held each year as required by the Act and this Constitution;
- 26.1.2 “**Board**” means the Board of Directors of the Company;
- 26.1.3 “**Chairperson**” means the chairperson of the Board;
- 26.1.4 “**Company**” means The Spot Academy Ltd ACN 606 609 616;
- 26.1.5 “**Director**” means a person elected or appointed as a Director of the Company;
- 26.1.6 “**Member**” means a member of the Company;
- 26.1.7 “**Ordinary resolution**” means a resolution passed by a simple majority of such persons as being entitled so to do, vote in person or by proxy at a general meeting of the Company;
- 26.1.8 “**Person**” shall include natural persons and corporations;
- 26.1.9 “**Poll**” means a secret ballot;
- 26.1.10 “**Register**” means the Register of Members of the Company;
- 26.1.11 “**Regulations**” means the regulations made by the Board pursuant to this Constitution;

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- 26.1.12 “**Seal**” means the common seal of the Company;
- 26.1.13 “**Secretary**” means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
- 26.1.14 “**Special resolution**” means, subject to the Act, a resolution passed by a majority of not less than 75% of eligible voters, present in person or by proxy at a general meeting of the company of which not less than twenty-one (21) days notice has been given, such notice setting out the intention to propose the special resolution and stating the resolution;
- 26.1.15 “**Subscriber**” means a person named in the application to register the Company as a person who consents to become a Member;
- 26.1.16 “**the ACNC Act**” means the Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended from time to time;
- 26.1.17 “**the Act**” means the Corporations Act 2001 (Cth) as amended from time to time.

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.

Registered in the Office of the Australian Securities and Investments Commission on the thirteenth day of July 2015.

Australian Securities and Investments Commission