



Empowering Leaders, Enhancing Safety.

# Company Constitution

**Focus Network Group Pty Ltd**  
**Trading as Safety Sphere**  
**ACN 680 498 248**  
**ABN 86 680 498 248**

A propriety limited non-listed privately owned entity

## **Office Location**

Level 10, 100 Arthur Street,  
North Sydney, NSW, 2060

## **Incorporation Date**

4th September 2024

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## 1. Introduction

This Constitution sets out the rules, procedures, and responsibilities for the management and operation of Focus Network Group Pty Ltd/ trading as Safety Sphere and its subsidiaries (the “Company”). It governs the relationship among the Company, its directors, its shareholders and its members.

### 1.1 Nature of Company

The Company is a proprietary limited, non-listed, privately owned entity.

### 1.2 Replaceable Rules

The replaceable rules in the Corporations Act 2001 do not apply to the Company.

## 2. Definitions

In this document, the following terms shall have the meanings ascribed to them:

- “Company” means Focus Network Group Pty Ltd, trading as Safety Sphere.
- “Directors” means the members of the board responsible for managing the Company.
- “Shareholders” means the owners of shares in the Company.
- “Members” means those companies that have paid a subscription membership fee.
- “Industry Advisory Committee” means those personnel supporting the execution of this Constitution.
- “WHS” means Work Health and Safety.
- “Safety Sphere” means the trading name of the membership body.

## 3. Company Objectives and Scope

The purpose of the Company is to establish a membership-based organisation for entities to subscribe to for a fee, fulfilling the following objectives:

- Promoting and facilitating health and

safety awareness and collaboration within industry, including learning from significant incidents and events.

- Facilitating stronger senior executive and company director engagement to strengthen WHS governance and leadership.
- Advocating for policy and regulatory change to improve work health and safety outcomes.
- Researching and developing fact-based local industry knowledge and benchmarking data to improve work health and safety outcomes across industry

## 4. Governance Structure

### 4.1 Board of Directors

#### Appointment

Directors shall be appointed per the procedures established by the shareholders’ meeting.

#### Powers and Duties

The Directors are responsible for strategic direction, oversight, and overall management of the Company, receiving guidance from the Industry Advisory Committee.

#### Removal

An Industry Advisory Committee member may be removed by a resolution passed at a shareholders’ or Industry Advisory Committee meeting.

### 4.2 Shareholders’ Meetings

#### Annual General Meeting (AGM)

An AGM shall be held annually to review performance, approve accounts, and address statutory matters.

#### Extraordinary General Meetings (EGM)

EGMs may be called as needed, following notice and quorum procedures.



### **Voting and Resolutions**

Each share carries one vote. Resolutions are passed by a majority vote.

### **Conflict of Interest**

Directors, shareholders, and advisory committee members must disclose conflicts of interest. Decisions in which a conflict exists should be made by disinterested members.

### **Delegation of Duties**

The Company may delegate specific duties and powers to committees or individual officers, provided such delegation is clearly documented.

### **Internal Policies**

The Company shall establish internal policies for compliance and financial management with applicable laws and regulations.

## **5. Membership**

### **5.1 Membership Categories**

There is one category of membership for legal entities, body corporates, or trusts.

### **5.2 Applications for Membership**

- Any legal entity, body corporate, or trust may apply for membership by submitting an application and agreeing to the constitution's objectives.
- The company shall decide to accept or reject any application at the earliest reasonable opportunity, following receipt of the application and notify the applicant whether the application is accepted or rejected.

### **5.3 Duration, Renewal, and Termination of Membership**

- Membership with Safety Sphere is activated upon receipt of the full 12-month membership fee being received by the company, with the term commencing on the date payment is received.
- Membership will automatically renew at the conclusion of the 12-month term, with the renewal fee charged to the credit card on file. The renewal fee will be determined based on the prevailing membership rate agreed upon with Focus Network Group Pty Ltd. In cases where no credit card is on file, an invoice will be issued with payment instructions for the forthcoming membership period
- Members will receive an email notification from Safety Sphere five weeks prior to their membership expiration, outlining the upcoming renewal date and the renewal fee. If a member wishes to cancel their subscription, they will be provided with clear instructions on how to do so.
- If the credit card on file is declined or payment is not received in the company's bank account by the due date, the designated point of contact for the member company will be notified via email. They will have the option to update the payment details within 24 hours or make an immediate transfer to the company's nominated bank account.
- If subsequent payment attempts continue to fail or funds are not received, a formal letter of demand will be issued, granting a final 7-day period to settle the outstanding balance. Failure to do so will result in Focus Network Group Pty Ltd escalating the debt to a third-party collection agency.
- Full access to Safety Sphere membership services will be suspended if membership fees are not paid by the due date. Access will be reinstated upon the company receiving full payment of funds.
- If a member company wishes to cancel its subscription, they can do so through the Safety Sphere Exchange community portal. Membership will remain active until the end of the current cycle, after which it will be cancelled.



- If a member makes application for liquidation or administration they cease to be a member.
- If the Company considers that a member has not complied with this constitution or has acted (or omitted to act) in a manner which is unbecoming to a member or detrimental to the interests of the Company, the Company may expel the member or suspend the membership for a given period of time.
- Each member of the Industry advisory committee is appointed for a two year term, committee members must be representative of their entity (a paid member) and of their industry (No committee members will sit on the committee, should their company not be a current member of Safety Sphere)
- The Company will appoint a chair of the committee and a deputy chair, which will be on a two year term.

## **6. Industry Advisory Committee**

The purpose of the Industry advisory committee is to provide advice, guidance and stewardship of the company's objectives and enable the effective input of various industry inputs and perspectives in the delivery of the company's collateral.

### **6.1 Purpose**

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### **6.2 Appointment and Composition**

- Appointment of the industry advisory committee is made by the Company.
- There should be no more than eight (8) advisory committee members who can sit on the advisory committee each year.
- Advisory committee members must be representative of a cross section of industries and will need to be currently employed as the highest ranking HSE leader within their company.

### **6.3 Roles and Responsibilities**

- Provide input on the delivery of the Company's initiatives.
- Advise on industry trends and best practices.

### **6.4 Meetings and Decision-Making**

- The Industry advisory committee is required to meet together at least four (4) occasions in person at any given calendar year.
- The schedule of meeting dates, times and locations for committee members is to be determined at least 12 months in advance.
- Any committee member may request the Chair to call upon the convening of a meeting.
- The inaugural industry advisory committee will be appointed by the Company, the chair and its Director/s for a two year term.
- Following the conclusion of the first term of any members of the Industry advisory committee, the committee shall be elected by the representatives or the nominees of the Members.
- The Company will facilitate the election process of the Industry advisory committee.



- The Chair is entitled to oversee the meeting as per a pre arranged agenda distributed to the committee members. In the absence of the Chair the Deputy Chair person is to entitled to oversee the meeting.
- The quorum for a meeting of committee is 5 members entitled to vote present in person or by representative or proxy. The quorum must be present at all times during the meeting.
- A meeting may be held in person or utilising a means of a technological platform to enable communication amongst committee members.
- Committee members may provide their proxy to another committee member but not delegate to any one person not already a committee member.
- The inaugural industry advisory committee will be appointed by the Company, the chair and its Director/s for a two year term.
- Following the conclusion of the first term of any members of the Industry advisory committee, the committee shall be elected by the representatives or the nominees of the Members.
- The Company will facilitate the election process of the industry advisory committee.
- Committee members are to have their entities endorsement to be appointed as and advisory committee member.
- The Industry advisory committee may invite personnel to present and provide advice on particular matters as guests of the committee.
- The Company will provide a secretary with secretariat support to the Industry advisory committee and minutes of the meeting are to be distributed within seven (7) days of the conclusion of the meeting to all members. Notice of the meeting outcomes and key decisions are to be distributed to members following the approval of the meeting minutes following each meeting.
- The Committee may make resolutions, and each committee member has one vote.
- A committee member who is entitled to vote at a meeting, may vote on a show of hands and on a poll either personally, or by one proxy.
- The industry advisory committee makes recommendations to the Company that are non-binding.
- The industry advisory committee members or as a collective have no ownership rights to any intellectual property of committee members or the company
- The industry advisory committee has no rights to the execution of documents or artefacts of the company.
- An industry advisory committee members' appointment can be terminated if they are not in good standing, are not present for three (3) consecutive meetings or its entities membership is not renewed. This notification is to be made by the chair to the committee member in writing and is not subject to appeal. The company may consult with the Chair and Deputy Chair on the decision.
- Industry Advisory Committee members are indemnified by the Company in undertaking their duties.



## 6.5 Conflict of Interest

Industry advisory Committee members must disclose any conflicts of interest prior to the start of each meeting and any conflict perceived or otherwise should be recorded in the minutes.

## 6.6 Financial and Operational Authority

- Operational expenditure in carrying out the functions of the committee is funded by the Company. The industry advisory committee has no financial operational budget or authority.
- Operational management of the company is undertaken by employees of the company at the direction of the Board and Directors of the company.

## 7. Notices and Interpretation

- All Notices and correspondence to members must be in writing and in English, and must be distributed by an authorised representative of the company.
- The Company may give notice to a member by sending it by post to the address of the member in the register of members or the alternative address (if any) nominated by the member or electronic address (if any) nominated by the member.

## 8. Financial Records

- The Company must keep the financial records required by the Corporations Act 2001.
- The financial records must be audited as required by the Corporations Act 2001.
- Unless authorised by the Company Director/s or the Corporations Act 2001, a member is not entitled to inspect the company's books.
- The Company must notify the industry

advisory committee within 7 days of becoming aware of there being risks of liquidation or in the event of liquidation of the Company or should matters give rise to the Company becoming of a going concern.

## 9. Amendments to the Constitution

- Amendments to this Constitution may be proposed by the company, it's shareholders or members of the industry advisory committee. Such amendments must be approved by a simple majority vote at a duly convened shareholders' meeting.
- Proposed amendments must be communicated in writing in advance.

## 10. Dissolution

- The Company may be dissolved upon resolution by the shareholders or under conditions prescribed by law
- Upon dissolution, the assets of the company shall be distributed in accordance with applicable laws and the priorities of creditors and shareholders.

## 11. Miscellaneous

- This Constitution shall be governed by and construed in accordance with the laws of Corporations Act 2001
- Any disputes arising under this constitution shall be resolved through negotiation, mediation, arbitration, or court proceedings, as applicable.
- Directors and officers of the company shall be indemnified to the fullest extent permitted by law against liabilities incurred in the course of performing their duties.
- If any provision of this constitution is found to be invalid or unenforceable, the remaining provisions shall remain in full force and effect.



## **12. Adoption of the Constitution**

This Constitution is adopted by the authorised representatives of Focus Network Group Pty Ltd, trading as Safety Sphere, on 7th March 2025.

## **Signatures:**

**Susan Schuitema, Director**



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[safety-sphere.com.au](https://safety-sphere.com.au)