

CONSTITUTION & BY-LAWS

Capitalised terms used within these By-Laws have the same meanings as assigned to them in the Consult Australia Constitution, unless defined otherwise.

BY-LAW 2 – ELECTION REGULATIONS

ELECTIONS OF DIRECTORS

Elections for Directors must be held in accordance with the *Corporations Act* and the Consult Australia Constitution and By-Laws.

Eligibility to Stand for Election at an Annual General Meeting

A member firm may put forward any employee or representative of their firm to stand for election at the AGM provided that the Member¹ is a Financial Member² at the time of nomination.

Director Terms and Annual General Meetings(as per clauses 5.2 and 5.3 of the Consult Australia Constitution)

Elected Directors:

- Serve a three (3) year term from the conclusion of the AGM of election to the third following AGM (clause 5.3(a)).
- Term shall be extended if appointed as President-Elect to allow service as President (clause 5.3(c)).

Appointed Directors:

- Serve a term determined by the Board, up to three (3) years, with eligibility for reappointment for consecutive terms (clause 5.3(b)).
- Term shall be extended if appointed as President-Elect to allow service as President (clause 5.3(d)).

President and President Elect:

- The President serves a two (2) year term in accordance with clause 5.2(c), up to a maximum of two consecutive terms (clause 5.2(b)).
- No earlier than three (3) months before the AGM marking the end of the President's term, the Board appoints a President-Elect from eligible Directors (including the incumbent President if in their first term) (clause 5.2(c)).
- The President-Elect assumes the role of President at the end of that AGM and serves a 2-year term until the second following AGM (clause 5.2(c)).

Retirement at AGM:

- At each AGM:
 - Elected Directors (except the President Elect (per clause 5.3(c)) must retire after three (3) years but, if eligible, may seek re-election (clause 5.3(e)(i)).
 - Elected Director to whom clause 5.3(c) applies who has served their terms as President must retire but, if eligible, may seek re-election (clause 5.3(e)(ii)).
- A retiring Elected Director holds office until the conclusion of the AGM at which that Elected Director retires (clause 5.3(f)).

Maximum Continuous Period:

- Elected Directors may serve up to two (2) consecutive terms (clause 5.3(g)(i)); and
- No Director may serve more than six (6) consecutive years (clause 5.3(g)(ii)).
- Time served filling a casual vacancy in the position of an Elected Director or while serving as President (except for time serving to fill a casual vacancy in the office of President) does not count in calculating the Maximum Continuous Period (clause 5.3(h)).

Re-election After Maximum Continuous Period:

- Directors may be re-elected or reappointed after a three (3-year) break from the date that the person last held office as a Director (clause 5.3(i)).

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Notices to Members

In accordance with the *Corporations Act*, Consult Australia must give at least twenty-one (21) days notice to the members in order to hold an AGM. This includes when the meeting involves the appointment of Directors. For those members who have elected to receive their Notices by means other than electronic, the Notice must reach them no less than twenty-one (21) clear days of the date of the meeting.

Election Procedure and Timing

Call for Nominations

To ensure compliance with the *Corporations Act* a call for nominations is to be sought nine (9) weeks prior to the date of the meeting and must be submitted no less than five (5) weeks prior to the date of the meeting.

Collation and Preparation of Notices

Following the close of the nomination period, the Secretary³ will collate the nominations and prepare the appropriate notices. This process includes a check of whether the nominated individual is eligible to stand for election under the Constitution.

¹ "Member" means a person whose name is entered in the Register as a member of the Company

² "Financial Member" means that a firm has paid the required levy and/ or fee as determined by the Board and that that amount is not more than three (3) months in arrears

³ "Secretary" means the company secretary of the Company for the time being.

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Issuing of Notices

To ensure compliance with the *Corporations Act* notices to all voting members are issued twenty-one (21) days prior to the date of the meeting, regardless of their preferred method to receive notices.

Board Composition

Consult Australia aspires to promote diversity in the Board in order to achieve exceptional management of its affairs through the unique contributions of people with diverse backgrounds, experiences and perspectives. To achieve this, the Board of Directors has set out the following aspirational guidelines in relation to the composition of the Board:

- a) Two (2) Members or Representatives of Members from Small to Medium Enterprises;
- b) Three (3) Members or Representatives of Members that represent the diversity of professions and industries:
 - (i) involved in the provision of consulting services for the built and/or natural environment; and
 - (ii) other professions that assist in the provision and maintenance of good governance, including the management of the financial and legal affairs of the company;
- c) One (1) Member or Representative of a Member from a Regional Area, being an area that is located outside a capital city, with the exception of Hobart and Darwin;
- d) One (1) Chief Executive Officer, Managing Director, Managing Partner or principal that is a Representative of a Member where that Member is a Large Enterprise; and
- e) The seven (7) Members or Representatives in (a) – (d) above should be from at least 3 States or Territories.

First Meeting of the Board Following the AGM

At the first meeting of the newly elected Board following the AGM, the elected Directors must appoint the officers of the Board in accordance with the Consult Australia Constitution.

Voting at general meeting

- (a) The appointment of directors is generally determined by members at the company's AGM. The Constitution contains a number of rules regarding how members may make decisions in general meeting.
- (b) Clause 3.9 provides that a resolution is passed if more votes are cast in favour of the resolution than there are against. Unless a poll is requested by members, a resolution is voted on by a show of hands. Clause 3.15 sets out the number of votes that each member has, which depends generally on the total number of staff employed by that member as indicated in the latest membership survey. Accordingly, a resolution at a meeting of members will pass if more votes are passed in favour than there are against, taking into account the number of votes of each member as set out in clause 3.15.
- (c) In the event of an equal number of votes for and against a resolution, clause 3.12 provides that the Chairperson has a casting vote in addition to any vote(s) they may already have. Accordingly, the Chairperson has the ability to break any voting tie on a resolution at a general meeting of members. In the event of a deadlock (tied votes), the Chairman will direct the returning Officer to draw the winner by lot and then the Chairman will exercise his/her casting vote by voting in favour of the individual that was drawn by lot.

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Timeline

The below table outlines the timeline of events in the lead up to a Consult Australia election of Directors. The responsibility for carrying out the below tasks in accordance with the Constitution and the *Corporations Act* lies with the Company Secretary.

Time	Action
11 weeks prior	Prepare call for nominations
9 weeks prior	Issue call for nominations
9 – 5 weeks prior	Respond to queries
9 – 5 weeks prior	Start to prepare meeting notices
5 weeks prior	Call for nominations close
5 weeks prior	Finalise meeting notices
21 days prior	Issue meeting notices as per voting holders instructions
3 weeks prior	Make arrangements for the AGM/ EGM vote to be scrutineered
1 week prior	Finalise in-person voting forms
3 days prior	Collate and prepare apologies and proxies Prepare voting spreadsheet (including eligibility to vote)
Day of meeting	Ensure those in attendance are eligible to vote, distribute voting forms, advise proxies held, carry out vote, calculate and report election results
Week following the election	Advise successful and non-successful candidates (if not present) Update ASIC registers

BY-LAW 3 – MEMBERSHIP CATEGORIES

Membership Category	Full Membership	Associate Membership	Affiliate Membership
Eligibility	<p>A Firm or Business that provides consulting services for the built and/or natural environment.</p> <p>Firm or Business is primarily run by professionals (i.e. those who are members or eligible to be members of a professional institute with a code of ethics).</p> <p>Firm or Business must have an ABN.</p>	<p>Other Firms or Businesses who don't fully meet the spirit and intent of the Objects as determined by the Board</p>	<p>Government Agencies/Authorities.</p>
Typical Types of Firms or Businesses	<p>Engineers</p> <p>Architects</p> <p>Planners</p> <p>Quantity Surveyors</p> <p>Environmental Scientists</p> <p>Project Managers</p>	<p>Contractors</p> <p>Suppliers</p> <p>Recruitment firms</p> <p>Non-professional businesses</p> <p>Banks</p> <p>Universities</p> <p>Management Consultants</p> <p>Research Consultants</p> <p>Lawyers</p> <p>IT Consultants</p>	<p>Corporatised government authorities.</p>
Membership Rights	<p>Full rights</p>	<p>Receive limited membership services, get no vote at Consult Australia AGM and are not eligible to sit on Committees (State, Policy or Governance).</p>	<p>Receive limited membership services, get no vote at Consult Australia AGM and are not eligible to sit on Committees (State, Policy or Governance).</p>

Firms and Businesses can self select but Board has absolute right of discretion to deny approval of membership in any category and suggest re-application in another category.

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BY-LAW 3(a)

In the event that a member resigns their membership prior to the 31st July they will be entitled to have their invoice for that financial year waived. Should the resignation be received after this date in any given financial year the member will be required to pay the annual membership fee up to the 30th June in that financial year.

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BY-LAW 3(b) Life Membership Post nominal

The following post nominal may be used by Life Members of Consult Australia;

Consult Australia (Life)

OR

CA (Life).