



A COMPANY LIMITED BY GUARANTEE

# CONSTITUTION

ABN 25 064 052 615

UPDATED JULY 2023

## TABLE OF CONTENTS

<b>1. PRELIMINARY</b> .....	<b>1</b>
1.1 Name and nature of Consult Australia .....	1
1.2 Replaceable rules .....	1
1.3 Objects .....	1
1.4 No distribution to Members .....	2
1.5 Definitions .....	2
1.6 Interpretation .....	4
1.7 Exercise of powers .....	5
1.8 Severing invalid provisions .....	5
<b>2. MEMBERS</b> .....	<b>5</b>
2.1 Classes of membership .....	5
2.2 Applications .....	5
2.3 No transfers .....	6
2.4 Ceasing to be a Member .....	6
2.5 Resignation .....	6
2.6 Code of Ethics .....	6
2.7 Handling complaints and disciplinary procedures .....	6
2.8 Expulsion or suspension .....	7
2.9 Variation of classes and class rights .....	7
2.10 Certificates .....	7
2.11 Life Member .....	8
2.12 Appointment of Representatives .....	8
<b>3. PROCEEDINGS OF MEMBERS</b> .....	<b>9</b>
3.1 Who can call meetings of Members .....	9
3.2 Annual General Meeting .....	9
3.3 How to call meetings of Members .....	9
3.4 Right to attend meetings of Members .....	10
3.5 Meetings of Members at more than one place .....	10
3.6 Quorum at meetings of Members .....	10
3.7 Chairperson of meetings of Members .....	11
3.8 General conduct of meetings of Members .....	11
3.9 Resolutions of Members at meetings of Members .....	11
3.10 Polls at meetings of Members .....	12
3.11 Adjourned, cancelled and postponed meetings of Members .....	12
3.12 Number of votes at meetings of Members .....	13
3.13 Objections to qualification to vote at meetings of Members .....	13
3.14 Proxies and attorneys at meetings of Members .....	13
3.15 Voting Formula Schedule .....	16
<b>4. FEES AND LEVIES</b> .....	<b>16</b>
4.1 Fees .....	16
4.2 Failure to pay annual membership Fee .....	17
4.3 Interest on Fees .....	17
4.4 Exercise of powers .....	17

# CONSTITUTION

<b>5.</b>	<b>DIRECTORS</b> .....	<b>17</b>
5.1	Number of Directors and Composition .....	17
5.2	President .....	17
5.3	Term of office for Directors .....	18
5.4	Vacation of office .....	19
5.5	Alternate Directors .....	19
<b>6.</b>	<b>OFFICERS</b> .....	<b>20</b>
6.1	Chief Executive Officer .....	20
6.2	Secretary .....	20
6.3	Indemnity and insurance.....	20
<b>7.</b>	<b>POWERS OF THE COMPANY AND DIRECTORS</b> .....	<b>21</b>
7.1	General powers of Directors .....	21
7.2	Execution of documents.....	21
7.3	Committees and delegates .....	22
7.4	Attorney or agent .....	22
<b>8.</b>	<b>PROCEEDINGS OF DIRECTORS</b> .....	<b>22</b>
8.1	Written resolutions of the Directors .....	22
8.2	Meetings of the Directors .....	22
8.3	Who can call meetings of the Directors.....	23
8.4	How to call meetings of the Directors.....	23
8.5	Quorum at meetings of Directors .....	23
8.6	Resolutions of the Directors.....	23
8.7	Chairperson of meetings of Directors.....	24
<b>9.</b>	<b>BY LAWS</b> .....	<b>24</b>
9.1	By-Laws.....	24
<b>10.</b>	<b>NOTICES</b> .....	<b>24</b>
10.1	Notice to Members.....	24
10.2	Notice to the Company .....	25
10.3	Time of service of notices .....	25
10.4	Signatures on notice .....	25
<b>11.</b>	<b>WINDING UP</b> .....	<b>25</b>
11.1	Transfer of surplus.....	25
11.2	Application to Supreme Court .....	25
<b>12.</b>	<b>ACCOUNTS AND AUDIT</b> .....	<b>26</b>
12.1	Accounting Records.....	26
<b>13.</b>	<b>INSPECTION OF RECORDS</b> .....	<b>26</b>
<b>14.</b>	<b>TRANSITIONAL ARRANGEMENTS</b> .....	<b>26</b>
14.1	Adoption Date.....	26
14.2	Transition - Directors .....	26
14.3	Transition – Officers.....	27

## 1. PRELIMINARY

### 1.1 Name and nature of Consult Australia

- a) The name of the Company is "Consult Australia" (hereinafter referred to as "**the Company**").
- b) The Company is a public company limited by guarantee.
- c) Each Member undertakes to contribute an amount not exceeding \$20 to the property of the Company if the Company is wound up:
  - (i) at a time when that person is a Member; or
  - (ii) within one year of the time that person ceased to be a Member,for:
  - (iii) payment of the debts and liabilities of the Company contracted or incurred before that person ceased to be a Member; and
  - (iv) payment of the costs, charges and expenses of winding up the Company.

### 1.2 Replaceable rules

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

### 1.3 Objects

- a) The objects for which the Company is established are:
  - (i) to define and maintain a Code of Ethics dedicated to the interests of the community and the maintenance and development of Members involved in the provision of consulting services for the built and/or natural environment;
  - (ii) to promote the interests of Members which are either resident in or which carry on business in the Commonwealth and which provide consulting services for the built and/or natural environment;
  - (iii) to initiate, promote and conserve the interests and status of Members involved in the provision of consulting services for the built and/or natural environment;
  - (iv) to promote the maintenance and development of the professional skills and practice of the Members;
  - (v) to advocate and promote the views and interests of Members to all levels of government, educational institutions and the community;
  - (vi) to promote excellence in the built and natural environment through education and professional practice development; and
  - (vii) to develop and maintain, in a lawful manner, alliances with other organisations having similar objects in order to further the interests of the Members and the Company.
- b) In fulfilling these Objects the Company will:
  - (i) uphold and maintain the concept of the free enterprise system;
  - (ii) affiliate with organisations with similar objects; and

(iii) take an interest in legislative, economic and social matters in order to protect and promote the interests of the Members.

- c) Subject to this Constitution, the Company may exercise, in any manner permitted by the Corporations Act, any power which a public company limited by guarantee may exercise under the Corporations Act.
- d) The Company will only apply the income and property of the Company in promoting the objects of the Company.

## 1.4 No distribution to Members

- a) Subject to clause 1.4(b), the Company must not make any distributions to any Members, whether by way of dividend, surplus on winding up or otherwise.
- b) Clause 1.4(a) does not prevent the Company, with the approval of the Directors and acting in good faith, paying:
  - (i) reasonable remuneration to any officer or Director of the Company;
  - (ii) reasonable remuneration in consideration for services rendered or goods supplied by a Member to the Company in the ordinary course of business;
  - (iii) interest, at a reasonable rate, on money borrowed by the Company from a Member;
  - (iv) reasonable rent for premises leased to the Company by a Member;
  - (v) out-of-pocket expenses incurred by a Member for, or on behalf of, the Company; or
  - (vi) any other reasonable amount of a similar character to those described in this clause 1.4(b).

## 1.5 Definitions

In this Constitution:

**"AGM"** means the Annual General Meeting of Members;

**"Board of Directors"** or **"Board"** means the board of management of the Company which is constituted by the persons who hold office as Directors, from time to time;

**"By-Laws"** means the by-laws of the Company prescribed, adopted or amended by the Directors from time to time in accordance with this Constitution;

**"Business Day"** means a day except a Saturday, Sunday or public holiday anywhere in the Commonwealth;

**"Cessation Event"** means, in respect of a Member:

- a) the death, bankruptcy or insolvency of that Member; or
- b) that Member's name being entered on the register of persons who have been disqualified from managing corporations kept by the Australian Securities and Investments Commission in accordance with the Corporations Act; or
- c) the Member fails to pay the annual membership Fee and their membership is terminated under clause 4.2(b).

**“Chair”** or **“Chairperson”** means a person elected as chairperson in accordance with this Constitution;

**“Chief Executive Officer”** or **“CEO”** means the person appointed in accordance with this Constitution to the office of Chief Executive Officer, being an employee (whether full-time or part-time) of the Company or a related body corporate of the Company;

**“Code of Ethics”** means the code of ethics and standards of conduct for Members, as prescribed by the Directors from time to time;

**“Commonwealth”** means the Commonwealth of Australia and its external territories;

**“Company”** means Consult Australia (ABN 25 064 052 615);

**“Corporations Act”** means the *Corporations Act 2001* (Cth) as amended from time to time;

**“Director”** means a director of the Company for the time being;

**“Election Regulations”** means the regulations determined by the Board, including those set out in the By-Laws which set the procedure by which up to seven (7) Members, or Representatives of Members, are elected to the Board;

**“Fee”** means a fee, subscription or levy payable by Members in accordance with this Constitution;

**“Legal Costs”** of a person, means legal costs incurred by that person in defending an action for a Liability of that person;

**“Liability”** of a person, means a liability incurred by that person as an officer or Director of the Company or a related body corporate of the Company;

**“Life Member”** means a person elected as a life member in accordance with this Constitution;

**“Maximum Continuous Period”** means the term limit for Directors set out in clause 5.3(g);

**“Member”** means a person whose name is entered in the Register as a Member of the Company;

**“officer”** has the same meaning set out in the *Corporations Act*;

**“Prescribed Notice”** means the Prescribed Period of notice or any shorter period of notice for a meeting allowed under the *Corporations Act*;

**“Prescribed Period”** means twenty-one (21) days;

**“President”** means the President of the Company for the time being;

**“Register”** means the register of Members kept under the *Corporations Act*;

**“Relevant Officer”** means a person who is, or has been, a Secretary, a Chief Executive Officer, a Director or an officer of the Company;

**“Representative”** means a representative of a Member appointed or nominated by the Member to act as the Member’s representative for the purposes of this Constitution;

**“Secretary”** means the company secretary of the Company for the time being;

**"Vice President"** means the Vice President of the Company for the time being.

## 1.6 Interpretation

- a) In this Constitution:
- (i) a reference to a meeting of Members includes a meeting of any class of Members;
  - (ii) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy or attorney; and
  - (iii) a reference to a notice or document in writing includes a notice or document given by fax or another form of written communication.
- b) In this Constitution, headings are for convenience only and do not affect interpretation, and unless the context indicates a contrary intention:
- (i) words importing the singular include the plural (and vice versa);
  - (ii) words indicating a gender include every other gender;
  - (iii) the word **"person"** includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership, a trust and a Life Member;
  - (iv) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
  - (v) the word **"includes"** in any form is not a word of limitation.
- c) Unless the context indicates a contrary intention, in this Constitution:
- (i) a reference to a clause or a Schedule, is to a clause or a Schedule of this Constitution;
  - (ii) a reference in a Schedule to a paragraph is to a paragraph of that Schedule;
  - (iii) a Schedule is part of this Constitution; and
  - (iv) a reference to this Constitution, is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time.
- d) Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it.
- e) Unless the context indicates a contrary intention, in this Constitution:
- (i) an expression that deals with a matter dealt with by a provision of the *Corporations Act* has the same meaning as in that provision; and
  - (ii) an expression that is defined in section 9 of the *Corporations Act* has the same meaning as in that section.

# CONSTITUTION

---

## 1.7 Exercise of powers

Subject to the Corporations Act, where this Constitution confers a power or imposes a duty, then, unless the contrary intention appears, the power may be exercised and the duty shall be performed, from time to time, as the occasion requires.

## 1.8 Severing invalid provisions

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, that does not affect or impair:

- a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
- b) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.

## 2. MEMBERS

### 2.1 Classes of membership

The Directors may, from time to time, determine:

- a) the various classes of membership of the Company;
- b) any restriction in the number of Members, including the number of Members within each class of membership;
- c) the qualifications for admission to each class of membership; and
- d) the rights attached to being a Member in each class of membership.

### 2.2 Applications

- a) Any person or organisation who:
  - (i) is within a class of membership as determined by the Directors;
  - (ii) agrees to carry out their obligations as a Member honestly, fairly and with business integrity; and
  - (iii) agrees to be bound by, and to comply with, the Code of Ethics and this Constitution;is eligible to apply to become a Member.
- b) Each applicant to become a Member must:
  - (i) sign and deliver to the Company an application in the form (including in electronic form) prescribed by the Directors from time to time; and
  - (ii) pay any initial fee, and any annual membership fee, which the Directors determine, from time to time.
- c) The Directors will determine, in their absolute discretion, whether an applicant may become a Member.
- d) The Directors are not required to give any reason for the rejection of any application to become a Member.



- e) If an application to become a Member is accepted, the Company must:
  - (i) give written notice of the acceptance to the applicant including details of the class of membership and the rights that are then attached to that class;
  - (ii) request payment of any amount owing for the initial fee and annual membership fee (being a pro rata sum if so determined by the Directors); and
  - (iii) upon payment of that amount, enter the applicant's name in the Register.
- f) If an application to become a Member is rejected, the Company must:
  - (i) give written notice of the rejection to the applicant; and
  - (ii) refund in full any fees paid by the applicant.

## 2.3 No transfers

The rights of being a Member are not transferable whether by operation of law or otherwise.

## 2.4 Ceasing to be a Member

A person will cease to be a Member if:

- a) that Member resigns in accordance with clause 2.5;
- b) that Member is expelled under clause 2.6; or
- c) a Cessation Event occurs in respect of that person.

## 2.5 Resignation

- a) A Member may immediately resign as a Member by giving the Company notice in writing stating that the resignation takes effect immediately.
- b) Subject to clause 2.5(a), and unless the notice provides otherwise, a resignation by a Member takes effect thirty (30) days after the receipt of that notice by the Company.

## 2.6 Code of Ethics

- a) The Directors will, from time to time, submit for adoption as the Code of Ethics of the Company:
  - (i) a code of professional ethics and general standards of professional conduct and practice; or
  - (ii) any alterations or additions to or omissions from the existing Code of Ethics.
- b) Any submission made by the Directors under clause 2.6(a) (with or without amendment) requires the approval of Members by special resolution at a meeting of Members.
- c) The Code of Ethics adopted for the time being by the Company is binding upon all Members.

## 2.7 Handling complaints and disciplinary procedures

- a) Without limiting the generality of the Directors' rights to make By-Laws, the Directors may make By-Laws setting out the Company's disciplinary procedures, including in relation to:
  - (i) the investigation, handling and resolution of complaints against Members and the regulation of the professional conduct of Members concerning:
    - (A) breaches of the Code of Ethics or this Constitution; and

- (B) such other matters as determined by the Board from time to time;
- (ii) establishing one or more bodies that are responsible for administering the Company's disciplinary procedures as determined by the Directors from time to time;
- (iii) actions required of Members to assist the Company with any disciplinary procedures; and
- (iv) the provision of information for the purposes of the Company's compliance, investigation and disciplinary proceedings including regulations for the disclosure of such information (other than those subject to legal professional privilege) during and for the purposes of the conduct of disciplinary proceedings.

## 2.8 Expulsion or suspension

- a) Subject to the outcomes of a formal disciplinary process referred to in clause 2.7 as set out in the By-Laws, the Directors may resolve to suspend or expel a Member.
- b) Before passing any resolution under clause 2.8(a), the Member must be given at least ten (10) Business Days' notice in writing:
  - (i) stating the grounds upon which the proposed suspension or expulsion is based; and
  - (ii) informing the Member that they may submit either oral or written representations to the Directors in relation to the proposed suspension or expulsion.
- c) Where a resolution is passed under clause 2.8(a), the Company must give the Member notice in writing of the expulsion or suspension ("Discipline Notice") within ten (10) Business Days of the resolution.
- d) A resolution under clause 2.8(a) takes effect on the date of the resolution.
- e) The Directors may reinstate an expelled Member on any terms and at any time as the Directors resolve, including a requirement that all amounts due but unpaid by the expelled Member are paid.

## 2.9 Variation of classes and class rights

Subject to the *Corporations Act* and the terms of a particular class of membership, the Company may:

- a) vary or cancel rights attached to being a Member of that class; or
- b) convert a Member from one class to another by special resolution of the Company.

## 2.10 Certificates

- a) The Company may issue to each Member, free of charge, a certificate evidencing that person as a Member.
- b) The Company may issue a replacement certificate for a Member if:
  - (i) the Company receives and cancels the existing certificate; or
  - (ii) the Company is satisfied that the existing certificate is lost or destroyed, and the Member pays any fee as the Directors resolve.

## 2.11 Life Member

- a) A Member may nominate a person who has rendered distinguished service to the Member and who personifies the professional values Members respect and encourage, for election as a Life Member of the Company.
- b) The Directors must consider the nomination for election as a Life Member at a meeting of Directors and may recommend election as a Life Member at an AGM.
- c) The Directors' recommendation pursuant to clause 2.9(b) must be determined by a resolution of Directors. The resolution is successful if at least 75 per cent of all Directors present and eligible to vote, vote in favour of the recommendation.
- d) Election to Life Membership must take place at an AGM.
- e) The notice convening the AGM which will hold elections to Life Membership must specify:
  - (i) that the meeting will hold such elections; and
  - (ii) the Directors' recommendations for such elections to Life Membership.
- f) Election to Life Membership requires the approval of at least 75% of the Members present and voting at the AGM.
- g) Each Life Member is deemed to be and is entitled to all the privileges, and is subject to all the duties, of a Member during that Life Member's life without any further payment of fees, subscriptions or levies.
- h) Each Life Member remains a Life Member regardless of retirement from practice.
- i) A certificate of Life Membership may be given to the Life Member to commemorate the Life Member's election to that position.

## 2.12 Appointment of Representatives

- a) A Member who is not a natural person shall appoint or nominate a natural person or persons to be the Member's Representative or Representatives to exercise, upon behalf of the Member, all rights conferred by this Constitution and otherwise to represent and vote for and on behalf of that Member:
  - (i) at general meetings of the Company;
  - (ii) at meetings of the Division at which the Member is entitled to vote;
  - (iii) at meetings of the Congress at which the Member is entitled to vote;
  - (iv) at meetings of any council or committee of which the Member is a member; and
  - (v) in all ballots held by the Company in which the Member is entitled to vote.
- b) Subject to this Constitution, the Directors may:
  - (i) determine the number of Representatives a Member is entitled to appoint; and
  - (ii) accept or refuse the appointment of a Representative by a Member.

- c) The Representative, or any one of them for a Member with more than one Representative, is deemed to be the designated contact point for receiving all communications from the Company on behalf of the Member.
- d) A Member may revoke the appointment of its Representative at any time. The revocation of the appointment of a Representative takes effect when the Company receives valid notification of the revocation from the Member. To be valid, a revocation notification must include the contact details of an eligible replacement Representative.
- e) If the Member has not appointed or nominated a Representative or Representatives to represent and vote for and on behalf of that Member, the chief executive officer, managing partner or similar equivalent will be eligible to vote on all matters at which the Member is entitled to vote.

## 3. PROCEEDINGS OF MEMBERS

### 3.1 Who can call meetings of Members

- a) Subject to the *Corporations Act*, the Directors may call a meeting of Members at a time and place as the Directors resolve.
- b) The Directors must call and arrange to hold a meeting of Members on the request of Members made in accordance with the *Corporations Act*.
- c) The Members may call and arrange to hold a meeting of Members as provided by the *Corporations Act*.

### 3.2 Annual General Meeting

- a) The Company must hold an AGM if required by, and in accordance with, the *Corporations Act*.
- b) The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
  - (i) the consideration of the annual financial report, the Directors' report and the auditor's report for the Company;
  - (ii) the appointment of the auditor of the Company; and
  - (iii) the fixing of the remuneration of the auditor of the Company.

### 3.3 How to call meetings of Members

- a) The Company must give not less than the Prescribed Notice of a meeting of Members.
- b) Notice of a meeting of Members must be given to each Member, each Director and the auditor of the Company.
- c) Subject to clause 3.11(g), a notice of a meeting of Members must:
  - (i) set out the place, date and time for the meeting of Members (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (ii) state the general nature of the business of the meeting of Members; and
  - (iii) set out or include any other information or documents specified by the *Corporations Act*.

- d) Subject to the *Corporations Act*, anything done (including the passing of a resolution) at a meeting of Members is not invalid if a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.

### 3.4 Right to attend meetings of Members

- a) Each Member and the auditor of the Company is entitled to attend any meetings of Members.
- b) Subject to this Constitution, each Director is entitled to attend and speak at all meetings of Members.

### 3.5 Meetings of Members at more than one place

- a) A meeting of Members may be held at one or more places, or wholly or partly online or virtually, using any technology that:
  - (i) gives the Members as a whole a reasonable opportunity to participate in proceedings;
  - (ii) enables the Chairperson to follow and preside the proceedings; and
  - (iii) enables the Members to vote on a show of hands and on a poll.
- b) If a meeting of Members is held in one or more places under clause 3.5(a):
  - (i) a Member present at one of the places or who participates using the technology prescribed, is taken to be present at the meeting; and
  - (ii) the Chairperson of that meeting may determine at which place the meeting is taken to have been held.

### 3.6 Quorum at meetings of Members

- a) Subject to clause 3.6(e), a quorum for a meeting of Members is at least ten (10) Members entitled to vote at that meeting.
- b) In determining whether a quorum for a meeting of Members is present:
  - (i) where a person is present as a Member and as a proxy or attorney of another Member, that person is counted separately for each appointment provided that there is at least one other Member present; and
  - (ii) where a person is present as a proxy or attorney for more than one Member, that person is counted separately for each appointment provided that there is at least one other Member present.
- c) A quorum for a meeting of Members must be present at the commencement of the meeting. If a quorum is present at the commencement of a meeting of Members, it is taken to be present throughout the meeting unless the Chairperson otherwise determines.
- d) If a quorum is not present within thirty (30) minutes after the time appointed for a meeting of Members:
  - (i) if the meeting was called under clause 3.1(b) or clause 3.1(c), the meeting is dissolved; and

- (ii) any other meeting is adjourned to such date, time and place as the Directors may, by notice to the Members, appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned.
- e) If a quorum is not present within thirty (30) minutes after the time appointed for an adjourned meeting of Members:
  - (i) if there are not less than five (5) Members present, the Members present shall constitute a quorum; and
  - (ii) otherwise, the meeting is dissolved.

### 3.7 Chairperson of meetings of Members

- a) The President shall (if present within fifteen (15) minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Members.
- b) If at a meeting of Members:
  - (i) there is no President;
  - (ii) the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting of Members; or
  - (iii) the President is present within fifteen (15) minutes after the time appointed for the holding of the meeting but is not willing to chair all or part of that meeting,the Directors present may, by majority vote, elect another Director or another person present to chair all or part of the meeting of Members.
- c) Subject to clause 3.7(a), if at a meeting of Members:
  - (i) a chair of that meeting has not been elected by the Directors under clause 3.7(b); or
  - (ii) the chair elected by the Directors under clause 3.7(b) is not willing to chair all or part of a meeting of Members,the Members present must elect another person, present and willing to act, to chair all or part of that meeting.

### 3.8 General conduct of meetings of Members

- a) Subject to the *Corporations Act*, the Chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- b) The Chairperson of a meeting of Members may delegate any power conferred by this clause 3.8 to any person.
- c) The powers conferred on the Chairperson of a meeting of Members under this clause 3.8 do not limit the powers conferred by law.

### 3.9 Resolutions of Members at meetings of Members

- a) Subject to the *Corporations Act*, a resolution is passed at a meeting of Members if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution.

- b) Unless a poll is requested in accordance with clause 3.10, a resolution put to the vote at a meeting of Members must be decided on a show of hands.
- c) A declaration by the Chairperson of a meeting of Members that a resolution has on a show of hands been passed, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

### 3.10 Polls at meetings of Members

- a) A poll may be demanded on any resolution at a meeting of Members except:
  - (i) the election of a Chairperson of that meeting; or
  - (ii) the adjournment of that meeting.
- b) A poll on a resolution at a meeting of Members may be demanded by:
  - (i) at least three (3) Members present and entitled to vote on that resolution;
  - (ii) Members with at least five percent (5%) of the votes that may be cast on the resolution on a poll; or
  - (iii) the Chairperson of that meeting.
- c) A poll on a resolution at a meeting of Members may be demanded:
  - (i) before a vote on that resolution is taken; or
  - (ii) before, or immediately after, the result of the vote on that resolution on a show of hands is declared.
- d) A demand for a poll may be withdrawn.
- e) A poll demanded on a resolution at a meeting of Members must be taken in the manner and at the time and place the Chairperson directs.
- f) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- g) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

### 3.11 Adjourned, cancelled and postponed meetings of Members

- a) Subject to the *Corporations Act*, the Chairperson of a meeting of Members must, if the Members present with a majority of votes that may be cast at that meeting agree, or direct the Chairperson to do so, adjourn the meeting to any day, time and place.
- b) No person other than the Chairperson of a meeting of Members may adjourn that meeting.
- c) Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.
- d) Subject to the *Corporations Act* and this clause 3.11, the Directors may at any time postpone or cancel a meeting of Members by giving notice, not less than five (5) Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.

- e) A meeting of Members called under clause 3.1(b) must not be cancelled or postponed by the Directors without the consent of the Members who requested the meeting.
- f) A meeting of Members called under clause 3.1(c) must not be cancelled or postponed by the Directors without the consent of the Members who called the meeting.
- g) A notice adjourning or postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in two or more places, the technology that will be used to facilitate this).

### 3.12 Number of votes at meetings of Members

- a) Subject to this Constitution and any rights or restrictions attached to a class of membership, on a show of hands or on a poll at a meeting of Members, every Member present has the number of votes specified in clause 3.15.
- b) In the case of an equality of votes on a resolution at a meeting of Members, the Chairperson of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the Chairperson has in respect of that resolution.
- c) A Member present at a meeting of Members is not entitled to vote on any resolution if any amount due and payable in respect of that person's membership has not been paid within ninety (90) days after the due date for payment.
- d) A Member present at a meeting of Members is not entitled to vote on a resolution at that meeting where that vote is prohibited by the *Corporations Act* or an order of a court of competent jurisdiction.
- e) The Company must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that person is not entitled to vote on that resolution.
- f) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member is present in person at that meeting.

### 3.13 Objections to qualification to vote at meetings of Members

- a) An objection to the qualification of any person to vote at a meeting of Members may only be made:
  - (i) before that meeting, to the Directors; or
  - (ii) at that meeting (or any resumed meeting if that meeting is adjourned), to the Chairperson of that meeting.
- b) Any objection under clause 3.13(a) must be decided by the Directors or the Chairperson of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive.

### 3.14 Proxies and attorneys at meetings of Members

- a) A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll:
  - (i) in person;
  - (ii) by not more than one proxy; or



- (iii) by not more than one attorney.
- b)** A proxy or attorney of a Member need not be a Member.
- c)** A Member may appoint a proxy or attorney for:
  - (i) all meetings of Members; or
  - (ii) any one or more specified meetings of Members.
- d)** An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains:
  - (i) the name and address of that Member;
  - (ii) the name of the Company;
  - (iii) the name of the proxy or the name of the office held by the proxy; and
  - (iv) the meeting or meetings of Members at which the proxy may be used.
- e)** The Chairperson of a meeting of Members may determine that an instrument appointing a proxy is valid even if it contains only some of the information specified in clause 3.14(d).
- f)** An instrument appointing an attorney must be in a form as the Directors may prescribe or accept, from time to time.
- g)** Subject to the *Corporations Act*, the decision of the Chairperson of a meeting of Members as to the validity of an instrument appointing a proxy or attorney is final and conclusive.
- h)** Unless otherwise provided in the *Corporations Act* or in the appointment, a proxy or attorney may:
  - (i) agree to a meeting of Members being called by shorter notice than is required by the *Corporations Act* or this Constitution;
  - (ii) agree to a resolution being either or both proposed and passed at a meeting of Members of which notice of less than the Prescribed Period is given;
  - (iii) speak on any resolution at a meeting of Members on which the proxy or attorney may vote;
  - (iv) vote at a meeting of Members (but only to the extent allowed by the appointment);
  - (v) demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote; and
  - (vi) attend and vote at any meeting of Members which is rescheduled or adjourned.
- i)** Unless otherwise provided in the *Corporations Act* or in the proxy or attorney's appointment, at a meeting of Members a proxy or attorney may vote on:
  - (i) any amendment to a resolution on which the proxy or attorney may vote;
  - (ii) any motion not to put that resolution or any similar motion; and
  - (iii) any procedural motion relating to that resolution, including a motion to elect the Chairperson of a meeting of Members, vacate the chair or adjourn that meeting.
- j)** The Company must only send a form of proxy to Members in respect of a meeting of Members which provides for the Member:

- (i) to appoint a proxy of the Member's choice, but may specify who is to be appointed as proxy if the Member does not choose; and
  - (ii) to vote for or against each resolution, and may also provide for the Member to abstain from voting on each resolution.
- k)** If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member at a meeting of Members is:
  - (i) the person specified by the Company in the form of proxy in the case where the Member does not choose; or
  - (ii) if no person is so specified, the Chairperson of that meeting.
- l)** A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a meeting of Members but, unless specified, the proxy or attorney may vote as he or she thinks fit.
- m)** An appointment of proxy or attorney for a meeting of Members is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than forty eight (48) hours before the time scheduled for commencement of that meeting (or any adjournment of that meeting, unless the adjourned meeting is held within forty eight (48) hours of the original meeting).
- n)** Unless the Company has received notice in writing before the time scheduled for the commencement or resumption of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy or attorney is, subject to this Constitution, valid even if, before the person votes, the appointing Member:
  - (i) dies; or
  - (ii) is mentally incapacitated;
  - (iii) revokes the appointment of that person;
  - (iv) revokes the authority under which the person was appointed by a third party.

## 3.15 Voting Formula Schedule

- a) A Member other than a Life Member has the following number of votes at a meeting of Members:

Number of Staff*	VOTES	Number of Staff*	VOTES
1	1	163 TO 186	16
2 TO 6	2	187 TO 210	17
7 TO 11	3	211 TO 239	18
12 TO 20	4	240 TO 269	19
21 TO 30	5	270 TO 300	20
31 TO 40	6	301 TO 330	21
41 TO 49	7	331 TO 350	22
50 TO 59	8	351 TO 380	23
60 TO 70	9	381 TO 410	24
71 TO 82	10	411 TO 440	25
83 TO 94	11	441 TO 460	26
95 TO 106	12	461 TO 490	27
107 TO 123	13	491 TO 510	28
124 TO 143	14	511 TO 540	29
144 TO 162	15	541 PLUS	30

- b) A Life Member has one vote.
- c) For the purposes of the table set out in clause 3.15a) 'Number of Staff' means the total number (determined on the basis of the latest membership survey undertaken by the Company) of staff employed by the Member in Australia.

## 4. FEES AND LEVIES

### 4.1 Fees

- a) The Company may require the payment of Fees, including an annual membership fee, by Members in the amounts and at the times as the Directors resolve.
- b) The Company may make Fees payable for one or more Members, or classes of Members, for different amounts and at different times.
- c) Pursuant to clause 4.1(a), the Directors may, from time to time, give notice to Members:
- (i) revoking or postponing Fees;

- (ii) extending the time for payment of Fees;
- (iii) allowing for payment of Fees by instalments; or
- (iv) stipulating the amount, the time, the method and the place of payment of Fees.

## 4.2 Failure to pay annual membership Fee

- a) A Member who has not paid their annual membership Fee by the due date will not be entitled to exercise their rights or take part in any proceedings of the Company while the Fee remains unpaid.
- b) If the Member's annual membership Fee remains unpaid for a period of one (1) month after it becomes due, written notice will be given to the Member of that fact. If any fee remains unpaid more than two (2) months after the date of the notice, the Member's membership is terminated unless the Board resolves otherwise.

## 4.3 Interest on Fees

- a) A Member must pay to the Company:
  - (i) interest at the rate reasonably determined by the Directors, on any Fees which are not paid on, or before, the time appointed for payment, from the time appointed for payment to the time of the actual payment; and
  - (ii) expenses incurred by the Company because of the failure to pay, or late payment of, that amount.
- b) The Directors may waive payment of all or any part of an amount payable under clause 4.4(a).

## 4.4 Exercise of powers

- a) The powers of the Company under this clause 4 may only be exercised by the Directors.

# 5. DIRECTORS

## 5.1 Number of Directors and Composition

- a) The Company must have not less than seven (7) nor more than ten (10) Directors constituted as follows:
  - (i) up to seven (7) Elected Directors who shall be Members, or Representatives of Members, elected by and from the Members in accordance with the Company's Election Regulations; and
  - (ii) up to three (3) Appointed Directors who shall be individuals appointed to the Board by no less than a majority of Elected Directors.
- b) If the number of Directors is below the minimum fixed by this Constitution, the Directors must not act except to appoint one or more additional Directors or to call, and arrange to hold, a meeting of Members.

## 5.2 President

- a) The Board will appoint a President from amongst the eligible Directors who must be a Member or a Representative of a Member.

- b) The President will serve a term of two (2) years as President in accordance with clause 5.2(c), up to a maximum of two consecutive terms.
- c) No earlier than three (3) months prior to the AGM at which the President's term is due to end, the Board will appoint a President-Elect from the eligible Directors (who may be the incumbent President if they are serving their first term as President). The President-Elect will become the President at the end of that AGM and will hold office as President for two (2) years until the end of the second following AGM.
- d) If a casual vacancy in the position of President occurs, the Board may appoint another eligible Director to fill the vacancy and the Director will serve as President until the conclusion of the next occurring AGM. The time served as President during this period will not count towards the term limit of two (2) consecutive terms as President set out in clause 5.2(b).
- e) The Board may appoint a Vice President from amongst the Directors who will hold office for a period as determined by the Board but such period must not exceed their term as a Director.
- f) Any President, President Elect or Vice President who ceases to be a Director in accordance with clause 5.4 automatically ceases to be the President, President Elect or Vice President at the same time as they cease to be a Director.

### 5.3 Term of office for Directors

- a) Subject to clause 5.3(c), an Elected Director is elected for a term of three (3) years with their term commencing from the conclusion of the AGM at which their election is declared or announced until the conclusion of the third following AGM.
- b) The term for an Appointed Director shall be such period as the Board determines with the term to be no greater than three (3) years from the date of appointment. An Appointed Director may be re-appointed for consecutive terms subject to clause 5.3(g).
- c) If an Elected Director is appointed as the President-Elect, their term as an Elected Director shall be extended where necessary to allow them to remain on the Board and serve as President. This means they may continue to serve as an Elected Director where necessary until their term as President concludes.
- d) If an Appointed Director is appointed as President-Elect then the Board will resolve to extend the Appointed Director's term accordingly to allow them to remain on the Board and serve as President.
- e) At each AGM:
  - (i) any Elected Directors (other than a person to whom clause 5.3(c) applies) who were elected three (3) years prior must retire but, if eligible, may be nominated for re-election; and
  - (ii) an Elected Director to whom clause 5.3(c) applies who has concluded their term as President must retire but, if eligible, may be renominated for re-election.
- f) A retiring Elected Director holds office until the conclusion of the AGM at which that Elected Director retires.
- g) Subject to clause 5.3(h), the Maximum Continuous Period that a Director may serve as a Director is as follows:
  - (i) an Elected Director may serve up to two (2) consecutive terms; and

(ii) no Director may serve more than six (6) consecutive years.

- h) Any 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.
- i) A person who has held office as a Director for the Maximum Continuous Period is eligible for re-election or reappointment after a period of at least three (3) years has elapsed from the date that the person last held office as a Director.
- j) If a casual vacancy in the position of an Elected Director occurs, the Board may appoint an eligible Member or Representative of a Member to fill that position. The person so appointed will hold office for the remainder of the term of the vacated Elected Director.
- k) If a vacancy in the position of an Appointed Director occurs, the Board may appoint a new Appointed Director at any time.

#### 5.4 Vacation of office

- a) A Director may resign from office by giving the Company notice in writing.
- b) Subject to the *Corporations Act* and the Constitution, the Company in a general meeting convened on Prescribed Notice, may, by ordinary resolution, remove any Director and, if thought fit, appoint another person in place of that Director.
- c) A Director ceases to be a Director if the *Corporations Act* so provides or if that Director:
  - (i) becomes of unsound mind;
  - (ii) is absent without the consent of the Directors from all meetings of the Directors held during a period of six (6) months and the other Directors resolve that his or her office be vacated;
  - (iii) resigns or is removed under this Constitution;
  - (iv) becomes bankrupt; or
  - (v) is an Elected Director and ceases to be a Member of the Company or ceases to be a Representative of a Member of the Company, unless the Directors resolve otherwise.

#### 5.5 Alternate Directors

Directors are not entitled to appoint alternate directors.

## 6. OFFICERS

### 6.1 Chief Executive Officer

- a) The Directors may appoint a person as the Chief Executive Officer, for any period and on any terms (including as to remuneration) as the Directors resolve.
- b) The Chief Executive Officer cannot be elected or appointed as a Director.
- c) Subject to any agreement between the Company and the Chief Executive Officer, the Directors may remove or dismiss or suspend the Chief Executive Officer at any time, with or without cause.
- d) The Directors may delegate any of their powers (including the power to delegate) to the Chief Executive Officer as provided in clause 7.3.
- e) The Directors may revoke or vary:
  - (i) the appointment of the Chief Executive Officer; or
  - (ii) any power delegated to the Chief Executive Officer.
- f) The Chief Executive Officer must exercise the powers delegated to him or her in accordance with any directions of the Directors.
- g) The exercise of a delegated power by the Chief Executive Officer is as effective as if the Directors exercised the power.

### 6.2 Secretary

- a) As at the date of adoption of this Constitution, the Secretary is the person specified as company secretary in the ASIC Register.
- b) A Secretary or Secretaries may be appointed by the Board of Directors for any period and on any terms (including as to remuneration) as the Directors resolve.
- c) Subject to any agreement between the Company and a Secretary, the Directors may remove or dismiss a Secretary at any time, with or without cause.
- d) The Directors may revoke or vary the appointment of a Secretary.

### 6.3 Indemnity and insurance

- a) To the extent permitted by law, the Company must indemnify each Relevant Officer against:
  - (i) a Liability of that person; and
  - (ii) Legal Costs of that person.
- b) To the extent permitted by the law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- c) To the extent permitted by the law, the Company may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against:
  - (i) a Liability of that person; and
  - (ii) Legal Costs of that person.
- d) To the extent permitted by law, the Company must enter into an agreement or deed with:

- (i) a Relevant Officer; or
- (ii) a person who is, or has been, an officer of the Company or a related body corporate of the Company,  
under which the Company must do all or any of the following:
  - (iii) keep books of the Company and allow that officer, and his or her advisers, access to those books on the terms agreed;
  - (iv) indemnify that officer against any Liability of that officer;
  - (v) make a payment (whether by way of advance, loan or otherwise) to that officer in respect of Legal Costs of that officer; and
  - (vi) keep that officer insured in respect of any act or omission by that officer, while a Relevant Officer or an officer of the Company or a related body corporate of the Company, on the terms agreed (including as to payment of all or part of the premium for a contract of insurance).

## 7. POWERS OF THE COMPANY AND DIRECTORS

### 7.1 General powers of the Board of Directors

- a) The business of the Company is to be managed by, or under the direction of, the Directors.
- b) The Directors may exercise all the powers of the Company except any powers that the *Corporations Act* or this Constitution require the Company to exercise in general meeting.
- c) The Directors will make reasonable efforts to seek feedback from the Members on key issues affecting Members generally as and when the Directors determine. The Directors will communicate with the Members through appropriate channels.

### 7.2 Execution of documents

- a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by:
  - (i) two Directors; or
  - (ii) a Director and a Secretary; or
  - (iii) a Director and another person appointed by the Directors for that purpose.
- b) The Company may execute a document without a common seal if the document is signed by:
  - (i) two Directors; or
  - (ii) a Director and a Secretary;
  - (iii) a Director and another person appointed by the Directors for that purpose; or
  - (iv) delegated representatives appointed by the Directors.
- c) The Directors may resolve, generally or in a particular case, that any signature on certificates for membership, or other common use documents specified by the Directors, may be affixed by mechanical, electronic or other means.



- d) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in the manner, and by the persons, as the Directors resolve.

### 7.3 Committees and delegates

- a) The Directors may delegate any of their powers (including this power to delegate) to a committee, the Chief Executive Officer, an employee of the Company or a Member.
- b) The Directors may revoke or vary any power delegated under clause 7.3(a).
- c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Directors.
- d) The exercise of a delegated power by the committee or delegate is as effective as if the Directors exercised the power.
- e) Clause 8 applies (with the necessary changes) to meetings of a committee.

### 7.4 Attorney or agent

- a) The Directors may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Directors resolve.
- b) The Directors may delegate any of their powers (including the power to delegate) to an attorney or agent.
- c) The Directors may, at any time, revoke or vary:
  - (i) an appointment under Clause 7.4(a); or
  - (ii) any power delegated to an attorney or agent.

## 8. PROCEEDINGS OF DIRECTORS

### 8.1 Written resolutions of the Directors

- a) The Directors may pass a resolution without a Board meeting being held in the following way:
  - (i) the proposed resolution is sent to all Directors (other than a Director on approved leave of absence); and
  - (ii) all Directors (other than a Director on approved leave of absence) assent to the resolution within the time specified.
  - (iii) The resolution is passed when the last Director assents.
  - (iv) The proposed resolution may be sent and assented to using technology.

### 8.2 Meetings of the Directors

- a) The Directors may meet, adjourn and otherwise regulate their meetings as they think fit.
- b) A meeting of the Directors may be held using any technology consented to by all Directors.
- c) The consent of the Directors under clause 8.2(b) may be for all meetings of the Directors or for any one or more specified meetings.

- d) A Director may withdraw his or her consent under clause 8.2(b) within a reasonable period before the meeting.
- e) If a meeting of the Directors is held in two or more places linked together by any technology:
  - (i) a Director present at one of the places is taken to be present at the meeting unless and until that Director states to the Chairperson of the meeting that he or she is discontinuing participation in the meeting; and
  - (ii) the Chairperson of that meeting may determine at which place the meeting will be taken to have been held.

### 8.3 Who can call meetings of the Directors

- a) A Director may call a meeting of the Directors at any time.
- b) On request of any Director, a Secretary must call a meeting of the Directors.

### 8.4 How to call meetings of the Directors

- a) Notice of a meeting of the Directors must be given to each Director.
- b) A notice of meeting of the Directors must:
  - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
  - (ii) state the general nature of the business of the meeting.
- c) The Company must give not less than twenty-four (24) hours' notice of a meeting of the Directors, unless all Directors agree otherwise.
- d) A Director may waive notice of a meeting of the Directors by notice in writing to the Company to that effect.

### 8.5 Quorum at meetings of Directors

- a) Subject to the *Corporations Act*, a quorum for a meeting of the Directors is a majority of Directors present at the meeting.
- b) A quorum for a meeting of the Directors must be present at all times during the meeting.
- c) If there are not enough persons to form a quorum for a meeting of the Directors, one or more of the Directors (including those who have an interest in a matter being considered at that meeting) may call a meeting of Members and the meeting of Members may pass a resolution to deal with the matter.

### 8.6 Resolutions of the Directors

- a) A resolution of the Directors is passed if more votes are cast in favour of the resolution than against it.
- b) Subject to the *Corporations Act* and this Constitution, each Director has one vote on a matter arising at a meeting of the Directors.

- c) Subject to the *Corporations Act*, in case of an equality of votes on a resolution at a meeting of the Directors, the Chairperson of that meeting has a casting vote on that resolution in addition to any vote the Chairperson has in his or her capacity as a Director.

## 8.7 Chairperson of meetings of Directors

- a) The President shall (if present within fifteen (15) minutes after the time appointed for the holding of the meeting of Directors and willing to act) chair each meeting of Directors.
- b) If at a meeting of Directors:
  - (i) there is no President;
  - (ii) the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
  - (iii) the President is present within that time but is not willing to chair all or part of that meeting,the Directors present may, by majority vote, elect another Director present to chair all or part of the meeting of Directors.

## 9. BY LAWS

### 9.1 By-Laws

- a) The Directors may from time to time prescribe By-Laws of the Company on such matters considered necessary or expedient to give effect to this Constitution, to carry out the purposes of the Company or for the regulation, management and control of the Company's affairs.
- b) By-Laws shall be prescribed, amended, repealed or adopted by the Directors at a meeting of Directors by way of a majority of no less than two thirds of the Directors present and entitled to vote.
- c) In the event of any inconsistency between this Constitution and the By-Laws, this Constitution prevails.

## 10. NOTICES

### 10.1 Notice to Members

- a) The Company may give notice to a Member by:
  - (i) serving it on the Member personally;
  - (ii) sending it by post to the Member's address as shown in the Register or the alternative address (if any) nominated by that Member;
  - (iii) sending it to an electronic contact address such as an e-mail address nominated by that Member or using which the Member has contacted the Company in the past; or
  - (iv) making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address; or

# CONSTITUTION

---

(v) by any other means permitted by the Corporations Act.

## 10.2 Notice to the Company

A person may give notice to the Company:

- a) by leaving it at the registered office or principal place of business of the Company;
- b) by sending it by prepaid post to the registered office of the Company;
- c) by sending it to the electronic address (if any) nominated by the Company for that purpose; or
- d) by any other means permitted by the *Corporations Act*.

## 10.3 Time of service of notices

- a) Where a notice is sent by post, service of the notice is taken to be effected three (3) days after it is posted.
- b) Where a notice is sent by email or other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

## 10.4 Signatures on notice

The Directors may decide, generally or in a particular case, that a notice given by the Company be signed by mechanical or other means.

# 11. WINDING UP

## 11.1 Transfer of surplus

On a winding up of the Company, the Members must determine one or more companies, associations or institutions whose constitutions:

- a) require them to pursue only objects similar to those in clause 1.3 and to apply their income in promoting those objects;
- b) prohibit them from making distributions to their members to at least the same extent as in clause 1.4; and
- c) if companies, prohibit them from paying fees to their directors and require their directors to approve all other payments the companies make to their directors, to whom the liquidator must give or transfer any surplus on winding up.

## 11.2 Application to Supreme Court

If the Members fail to make a determination under clause 16.1 within twenty (20) Business Days of the winding up of the Company, the liquidator may make an application to the Supreme Court of New South Wales to make that determination.

## 12. ACCOUNTS AND AUDIT

### 12.1 Accounting Records

- a) The Directors must cause proper accounting and other records to be kept and must ensure the distribution to every Member of copies accompanied by a copy of the Directors' report and the auditor's report as required by the *Corporations Act*.
- b) The Directors may from time to time determine whether and at what times and place and under what conditions or regulations the accounting and other records of the Company are to be open for inspection of Members, subject to the Constitution and the *Corporations Act*.
- c) The accounting and other records of the Company must be examined and a report prepared by a registered company auditor in accordance with the *Corporations Act*.
- d) The appointment, removal, remuneration, functions, rights, duties and liabilities of such registered company auditor are to be regulated by and be subject to the provisions of the *Corporations Act*.

## 13. INSPECTION OF RECORDS

- a) Subject to the Corporations Act, the Directors shall decide whether and to what extent, and at what time and places and under what conditions, the Register, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than those who are also Directors).
- b) A Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in a meeting of Members.

## 14. TRANSITIONAL ARRANGEMENTS

### 14.1 Adoption Date

In this clause 14, Adoption Date means the date of the special general meeting at which the latest amendments to the Constitution are adopted by Members.

### 14.2 Transition - Directors

- a) Each person who on the Adoption Date was a Board Member elected by the Members will be designated as an Elected Director. They may serve no more than two (2) consecutive terms in total including any term served prior to the Adoption Date. They may serve two (2) consecutive terms even if this results in them serving more than the limit of six (6) years specified in clause 5.3(g)(ii).
- b) The appointed Board Member nominated by the President will become an Appointed Director and will retire at the conclusion of the 2023 AGM, but may be re-appointed as an Appointed Director subject to the Maximum Continuous Period set out in clause 5.3(g)(ii).
- c) Prior to the 2023 AGM, the Directors will appoint a President-Elect whose term as a Director will be extended if necessary in accordance with clause 5.3(c) or clause 5.3(d).

- d) In conjunction with the 2023 AGM:
  - (i) subject to clause 14.2(c), the incumbent President and any Elected Directors who were last elected at the 2019 AGM will retire at the 2023 AGM, but if otherwise eligible they may be nominated for re-election.
  - (ii) elections will be held for the vacant positions and the persons elected as Elected Directors will serve three (3) year terms with their terms commencing at the conclusion of the 2023 AGM and ending at the conclusion of the 2026 AGM.
- e) There will be no election of Directors in 2024.
- f) Subject to clause 5.3(c), any Elected Directors last elected at the 2021 AGM will retire at the 2024 AGM but, if otherwise eligible, may be nominated for re-election.

### **14.3 Transition – Officers**

The Directors serving as President and Vice President(s) as at the Adoption Date will continue in these roles until the conclusion of the 2023 AGM.