



PROFESSIONS
AUSTRALIA

Constitution

Australian Council of Professions Ltd
ABN 20 059 999 914

MinterEllison

LAWYERS

Constitution of Australian Council of Professions Ltd

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Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

Advisory Committee has the meaning given in clause 41.1(b).

Auditor means the Company's auditor.

Board means all or some of the Directors acting as a board.

Board Committee has the meaning given in clause 41.1(a).

CEO means the chief executive officer of the Company, appointed pursuant to clause 47.

Company means Australian Council of Professions Ltd ABN 20 059 999 914.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Director includes any person occupying the position of director of the Company.

Honorary Treasurer means the person elected to the office of Honorary Treasurer pursuant to clause 27.1.

Immediate Past President means the person who held the office of President immediately prior to the current President.

Junior Vice-President means the person elected to the office of Junior Vice-President pursuant to clause 27.1.

Large Association means a Member with a number of individual members in a range determined from time to time by the Board, such range to be higher than the range applicable to Medium Associations and Small Associations.

Medium Association means a Member with a number of individual members in a range determined from time to time by the Board, such range to be lower than the range applicable to Large Associations and higher than the range applicable to Small Associations.

Member means a member under clause 6.

Office means the Company's registered office.

Ordinary Directors means the Directors other than the President, Senior Vice-President, Junior Vice-President, Honorary Treasurer and Immediate Past President.

President means the person elected to the office of President pursuant to clause 27.1.

Profession means a disciplined group of individuals who adhere to high ethical standards and who hold themselves out as, and are accepted by, the public as possessing special knowledge and skills in a widely recognised, organised body of learning derived from education and training at a high level and who are prepared to apply this knowledge and these skills in the interests of others.

Professional Association means a body corporate established in Australia to represent the interests of a Profession.

Register means the register of Members of the Company.

Representative means a person appointed as such under clause 10.

Seal means the Company's common seal (if any).

Small Association means a Member with a number of individual members in a range determined from time to time by the Board, such range to be lower than the range applicable to Large Associations and Medium Associations.

Secretary means any person appointed by the Board to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

Senior Vice-President means the person elected to the office of Senior Vice-President pursuant to clause 27.1.

- 1.2 An expression in a clause of this Constitution has the same meaning as in the Corporations Act, except where the context otherwise requires. Where the expression has more than one meaning in the Corporations Act, in a clause of this Constitution that expression has the same meaning as in a provision of the Corporations Act that deals with the same matter as the clause of this Constitution.

2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
- (f) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

3. Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

Objects

4. Objects

4.1 The objects for which the Company is established are:

- (a) to promote the interests and welfare of the Australian community through the combined influence and expertise of the Professions;

- (b) to maintain and advance the standards of the Professions consistent with the public interest;
 - (c) to promote and advance ethical and responsible behaviour to foster community confidence in the integrity of the Professions;
 - (d) to be the national peak body for communicating with government on issues of concern to the Professions; and
 - (e) to communicate with and facilitate the sharing of ideas among members for the advancement of the Professions.
- 4.2 The Company may only exercise the powers in subsection 124(1) of the Corporations Act to:
- (a) carry out the objects in this clause; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).

Income and property of Company

5. Income and property of Company

- 5.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4.
- 5.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

Membership

6. Admission

- 6.1 The number of Members of the Company is unlimited.
- 6.2 The Members of the Company are:
- (a) the members of the Company as recorded on the Register as at the date of adoption of this clause 6.2; and
 - (b) any applicants for membership which the Board:
 - (i) determines as meeting the definition of 'Professional Association' specified in clause 1.1; and
 - (ii) admits to membership in accordance with this Constitution.
- 6.3 Applications for membership of the Company must be in writing, signed by the applicant and in a form approved by the Board in their absolute discretion.
- 6.4 The Board will consider each application for membership at the next meeting of the Board after the application is received. In considering an application for membership, the Board may:

- (a) accept or reject the application; or
 - (b) ask the applicant to give more evidence of eligibility for membership.
- 6.5 If the Board asks for more evidence under clause 6.4, their determination of the application for membership is deferred until the evidence is given.
- 6.6 The Board does not have to give any reason for rejecting an application for membership.
- 6.7 As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's first annual subscription.
- 6.8 The Board may determine that any accepted applicant for membership will pay a pro rata first subscription corresponding with the proportion of the annual subscription period remaining after the date of acceptance.
- 6.9 Subject to clause 6.10, an accepted applicant for membership becomes a Member when the applicant's first annual subscription is paid.
- 6.10 If the first annual subscription of an accepted applicant for membership is not paid within 30 days after the date the applicant is notified of acceptance of their application for membership, the Board may cancel its acceptance of the applicant for membership of the Company.
- 6.11 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

7. Subscriptions

- 7.1 The Board may determine the annual subscription payable by each Member or each category of Member. The Board may determine categories of Members for subscription purposes and such categories will not necessarily correspond with categories applicable to voting rights under this Constitution.
- 7.2 The annual subscription period will commence on 1 January of each year, and the annual subscription will be due by this date.
- 7.3 If a Member does not pay a subscription within 30 days after it becomes due the Board:
- (a) will give the Member notice of that fact; and
 - (b) if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

8. Ceasing to be a Member

- 8.1 A Member's membership of the Company will cease:
- (a) if the Member gives the Secretary at least six months' written notice of resignation, with effect from the date of effect stated in that notice or, if no date is specified, from the date six months after the notice is received by the Secretary;
 - (b) if a majority of three-quarters of the Board present and voting at a meeting of the Board by resolution terminate the membership of a Member:
 - (i) who in that majority's opinion no longer meets the definition of 'Professional Association' specified in clause 1.1; or

- (ii) whose conduct in that majority's opinion renders it undesirable that that Member continue to be a Member of the Company;
provided that the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) if membership is forfeited under clause 7.3(b);
- (d) if:
 - (i) a liquidator is appointed in connection with the winding- up of the Member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the Member.

8.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription; and
- (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

9. Powers of attorney

- 9.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- 9.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 9.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

10. Representatives

10.1 Any Member may by written notice to the Secretary:

- (a) subject to clause 10.3, appoint up to two natural persons to act as its Representatives in all matters connected with the Company as permitted by the Corporations Act; and
- (b) remove a Representative.

10.2 A Representative is entitled to:

- (a) subject to clause 10.3, exercise at a general meeting all the powers which the Member which appointed him or her could exercise if it were a natural person;
- (b) stand for election as a Director, provided that if elected as a Director the person must resign as a Representative at the end of the meeting at which the election is held; and
- (c) subject to clause 10.3, be counted towards a quorum on the basis that the Member is to be considered personally present at a general meeting if one Representative is personally present at the meeting.

10.3 If a Member appoints two Representatives, only one of the Representatives may exercise the Member's entitlement to vote at a general meeting, be counted towards a quorum, demand a poll or exercise any other right or power of the Member at any time, other than the right to attend and speak at general meetings which may be exercised by both Representatives.

- 10.4 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of a Representative.
- 10.5 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 10.6 The appointment of a Representative may set out restrictions on the Representative's powers.

General meetings

11. Calling general meeting

- 11.1 Any Director may, at any time, call a general meeting.
- 11.2 A Member may:
- (a) only request the Board to call a general meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.
- 11.3 An annual general meeting will be held once every calendar year and otherwise in accordance with the Corporations Act.

12. Notice of general meeting

- 12.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 12.2 A notice calling a general meeting:
- (a) must specify the place, date and time of 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
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 12.3 The business to be transacted at an annual general meeting may, regardless of whether stated in the notice, include:
- (a) the consideration of the annual financial report, Board' report and the Auditor's report;
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 12.4 The Board may postpone or cancel any general meeting whenever it thinks fit (other than a meeting called as the result of a request under clause 11.2).
- 12.5 The Board must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 54.1 entitled to receive notices from the Company.

- 12.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or other person referred to in clause 54.1 or the non-receipt of a notice (or form) by any Member or other person referred to in clause 54.1 does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

13. Member

In clauses 14 (quorum), 15 (chairperson), 17 (decision on questions) and 20 (entitlement to vote), **Member** includes a Member present in person or by proxy, attorney or Representative.

14. Quorum

- 14.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 14.2 A quorum of Members is five Members.
- 14.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

15. Chairperson of general meetings

- 15.1 The President will be the chairperson of general meetings.
- 15.2 The Senior Vice-President will act as chairperson of general meetings in the President's absence.
- 15.3 The Junior Vice-President will act as chairperson of general meetings in the President's and Senior Vice-President's absence.
- 15.4 The Honorary Treasurer will act as chairperson of general meetings in the President's, Senior Vice-President's and Junior Vice-President's absence.
- 15.5 The Directors present may elect a chairperson of a general meeting if:
- (a) there is no President, Senior Vice-President, Junior Vice-President or Honorary Treasurer;
 - (b) none of the President, Senior Vice-President, Junior Vice-President and Honorary Treasurer are present within 15 minutes after the time appointed for the general meeting to begin; or
 - (c) the President, Senior Vice-President, Junior Vice-President and Honorary Treasurer are unwilling to act as chairperson of the general meeting.

- 15.6 If no election is made under clause 15.5, then:
- (a) the Members may elect one of the Directors present as chairperson of the general meeting; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson of the general meeting.

16. Adjournment

- 16.1 The chairperson of a general meeting at which a quorum is present:
- (a) at his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 16.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 16.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 16.4 Notice of an adjourned general meeting must only be given in accordance with clause 12.1 if a general meeting has been adjourned for more than 21 days.

17. Decision on questions

- 17.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution (in accordance with clause 20) are in favour of the resolution.
- 17.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by any Member or the chairperson of the general meeting.
- 17.3 A poll may be demanded before a vote is taken or before or after the voting results on a show of hands are declared.
- 17.4 Unless a poll is demanded:
- (a) a declaration by the chairperson of the general meeting that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 17.5 The demand for a poll may be withdrawn.
- 17.6 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.
- 17.7 If there is a dispute at a general meeting about a question of procedure, the chairperson of the general meeting may determine the question.
- 17.8 In the event of an equality of votes, the chairperson of the general meeting has a casting vote in addition to the chairperson's votes (if any) as a Member, proxy, attorney or Representative.

18. Taking a poll

- 18.1 A poll will be taken when and in the manner that the chairperson of the general meeting directs.
- 18.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 18.3 The chairperson of a general meeting may determine any dispute about the admission or rejection of a vote.
- 18.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 18.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 18.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

19. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person is in possession of any:

- (a) electronic or recording device;
- (b) placard or banner; or
- (c) other article,

which the chairperson of the meeting considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

20. Entitlement to vote

- 20.1 A Member is not entitled to vote at a general meeting if the member's annual subscription is more than 30 days in arrears at the date of the meeting.
- 20.2 A Member entitled to vote has:
 - (a) on a show of hands, subject to clause 22.1, one vote; and
 - (b) on a poll, the following number of votes:
 - (i) if the Member is a Small Association, one vote;
 - (ii) if the Member is a Medium Association, two votes; and
 - (iii) if the Member is a Large Association, three votes.

21. Objections

- 21.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 21.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 21.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

22. Votes by proxy

- 22.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 22.2 A proxy need not be a Member.
- 22.3 A proxy may demand or join in demanding a poll.
- 22.4 A proxy or attorney may vote on a poll.
- 22.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

23. Document appointing proxy

- 23.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Board may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 23.2 For the purposes of clause 23.1, an appointment received at an electronic address will be taken to be signed by the Member if:
 - (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Board.
- 23.3 A proxy's appointment is valid at an adjourned general meeting.
- 23.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 23.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 23.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more directors or the Secretary.

24. Lodgement of proxy

- 24.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 24.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Office;
 - (b) a facsimile number at the Office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

25. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

Appointment and removal of Directors

26. Composition of Board

- 26.1 The Board will comprise seven Directors holding the following offices:
- (a) the President;
 - (b) the Senior Vice-President;
 - (c) the Junior Vice-President;
 - (d) the Honorary Treasurer;
 - (e) the Immediate Past President;
 - (f) two Ordinary Directors.
- 26.2 No more than two Directors at any time may be employees or officers of the same Member.

27. Appointment of Directors

- 27.1 Each Director, other than the Immediate Past President, will be elected annually (subject to clause 26.2) to their respective office by vote of the Members at the annual general meeting of the Company.
- 27.2 All Directors, other than the Immediate Past President, will hold office until the end of the next annual general meeting following the annual general meeting at which they were last elected.
- 27.3 The Immediate Past President will be a Director by virtue of being the immediate past President and will remain as a Director until the next President is elected. If the Immediate Past President is elected or appointed at any time to another Director office (other than President), then the office of Immediate Past President will remain vacant while the Immediate Past President holds that other office.
- 27.4 Elections for offices will be conducted at the annual general meeting in the sequence of offices listed in clause 26.1.
- 27.5 For the avoidance of doubt, a candidate may, by reason of clause 26.2, become ineligible for a particular office as a consequence of the results of earlier elections.
- 27.6 If there is no eligible candidate at the annual general meeting for election to a particular office (or insufficient eligible candidates in the case of the two Ordinary Directors), including the office of President, nominations may be accepted at the annual general meeting in accordance with clause 31.5. Either before or after any such nominations are received, Members may resolve to postpone the election to that office until a later general meeting and the Company may call for additional nominations prior to that later meeting.
- 27.7 If there is a single eligible candidate at the annual general meeting for election to a particular office, including the office of President, that candidate is appointed to that office without any vote being required. If there are two eligible candidates for election as Ordinary Directors, both candidates are appointed as Ordinary Directors without any vote being required.
- 27.8 The election result must be declared by the Company at the general meeting and the appointment will take effect at the end of the meeting.
- 27.9 Each election will be decided in favour of the candidate (or two candidates in the case of the Ordinary Directors) with the most votes, regardless of whether the number of votes cast for them constitutes a majority of all votes cast.
- 27.10 Voting rights for Members for election of Directors are the same as for any other resolutions at general meetings.

28. Removal of Directors

- 28.1 The Company may by resolution passed in general meeting:
- (a) remove any Director before the end of the Director's period of office; and
 - (b) subject to clause 26.2, appoint another person in the Director's place (unless the Director removed was the Immediate Past President).
- 28.2 A person appointed under clause 28.1(b) will hold office until the next annual general meeting of the Company.

29. Casual vacancies

- 29.1 Subject to clauses 26.2 and 28.1(b), the Board may appoint any person, whether or not already a Director at the time, as a Director to fill a casual vacancy in any office on the Board (excluding the offices of President and Immediate Past President).
- 29.2 In the event of a casual vacancy in the office of President, the Senior Vice-President will become the President, unless the Senior Vice-President is unwilling or unable to do so, in which case the Junior Vice-President will become the President unless he or she is also unwilling or unable to do so. If both the Senior Vice-President and the Junior Vice-President are unwilling or unable to assume office as President, the Honorary Treasurer will become the President. If the Senior Vice-President, the Junior Vice-President and the Honorary Treasurer are unwilling or unable to assume office as President, the Directors will elect another one of their number as President. Upon the Senior Vice-President, Junior Vice-President, Honorary Treasurer or other Director assuming office as President, a casual vacancy will arise in that person's office.
- 29.3 A person appointed to an office under clause 29.1 or 29.2 will hold office until the next annual general meeting of the Company when the person may be re-elected to that office.
- 29.4 If the Immediate Past President vacates his or her office for any reason that office will remain vacant until the next President is elected.

30. Retirement and re-election

- 30.1 A Director (other than the Immediate Past President) must retire from office at the conclusion of the first annual general meeting after the Director was last elected.
- 30.2 A retiring Director will be eligible for re-election.
- 30.3 A retiring Director will be ineligible for re-election to a particular office after serving two consecutive terms in that office. The time spent holding office as an appointee to a casual vacancy under clause 29.1 or 29.2 does not count as a term in office for the purposes of this clause 30.3.

31. Nomination of Director

- 31.1 The Secretary must by written notice to Members call for nominations from Members for candidates for election as Directors at least 30 days before each annual general meeting.
- 31.2 Subject to clause 31.5, a person, including a retiring Director, is not eligible for election as a Director at an annual general meeting unless a written notice has been left at the Office at least 14 days before the relevant annual general meeting:
- (a) stating that a Member nominates the person for election as a Director;
 - (b) stating that the person consents to the nomination;
 - (c) signed by the nominating Member and the nominated person; and
 - (d) if the person is a candidate for President, stating that to be the case.
- 31.3 A written notice referring to all candidates for election, including specifying candidates for President, must be sent by the Secretary to all Members at least seven days before the annual general meeting.
- 31.4 Candidates for offices other than President may, subject to eligibility under clause 26.2, specify the office they seek at the time of the election at the annual general meeting. Unsuccessful

candidates for an office may nominate for subsequent elections at the annual general meeting for other offices, provided they are not ineligible by reason of clause 26.2.

- 31.5 Nominations may be accepted from Members at the annual general meeting for candidates for a particular office (including President) if there is no eligible candidate for election to the office (or insufficient eligible candidates in the case of the two Ordinary Directors) nominated and notified in accordance with clauses 31.2 and 31.3.
- 31.6 For the avoidance of doubt, the procedures specified in this clause 31 do not apply to the Immediate Past President.

32. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it;
- (c) resigns by notice in writing to the Company; or
- (d) is removed by a resolution of the Company;
- (e) is absent from Board meetings for three consecutive meetings without leave of absence from the Board;
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act; or
- (g) is an employee or officer of a Member that ceases to be a Member.

33. Chairperson of Board meetings

- 33.1 The President will be the chairperson of Board meetings.
- 33.2 The Senior Vice-President will act as chairperson of Board meetings in the President's absence.
- 33.3 The Junior Vice-President will act as chairperson of Board meetings in the President's and Senior Vice-President's absence.
- 33.4 The Honorary Treasurer will act as chairperson of Board meetings in the President's, Senior Vice-President's and Junior Vice-President's absence.
- 33.5 The Directors present must elect one of their number as chairperson of a Board meeting if:
- (a) there is no President, Senior Vice-President, Junior Vice-President or Honorary Treasurer;
 - (b) none of the President, Senior Vice-President, Junior Vice-President and Honorary Treasurer are present within 15 minutes after the time appointed for the Board meeting to begin; or
 - (c) the President, Senior Vice-President, Junior Vice-President and Honorary Treasurer are unwilling to act as chairperson of the Board meeting.

Powers of Directors

34. Powers of Directors

- 34.1 The business of the Company is managed by the Board who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- 34.2 Without limiting the generality of clause 34.1, the Board may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

35. By-laws

- 35.1 The Directors may by resolution make, amend and repeal by-laws to regulate the affairs of the Company provided that they are not inconsistent with this Constitution.
- 35.2 The Directors must give notice to the Members of all such by-laws and any amendments and repeals.
- 35.3 The by-laws are binding upon all Members following notification.
- 35.4 Any by-law may be repealed by the Members at a general meeting of the Company.

Proceedings of the Board

36. Board meetings

- 36.1 A Director may at any time, and the Secretary must on the request of a Director, call a Board meeting.
- 36.2 A Board meeting must be called on at least 48 hours written notice of a meeting to each Director.
- 36.3 Subject to the Corporations Act, a Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 36.4 The Directors need not all be physically present in the same place for a Board meeting to be held.
- 36.5 Subject to clause 39, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 36.6 The Board may meet together, adjourn and regulate their meetings as it thinks fit.
- 36.7 A quorum is four Directors.
- 36.8 Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Board, the chairperson may call a general meeting to deal with the matter.

36.9 Notice of a meeting of the Board may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

37. Decision on questions

37.1 Subject to this Constitution (including clause 43), questions arising at a meeting of the Board are to be decided by a majority of votes of the Directors present and voting and, subject to clause 39, each Director has one vote.

37.2 In the event of an equality of votes, the chairperson of a Board meeting has a casting vote in addition to his or her deliberative vote.

38. Payments to Directors

No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Board;
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Board; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

39. Directors' interests

39.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

39.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

39.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.

39.4 Subject to clause 38, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Company;
- (b) hold any office or place of profit other than as auditor in the Company; and
- (c) act in a professional capacity other than as auditor for the Company,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

39.5 A Director who has a material personal interest in a matter that is being considered at a Board meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of the Board considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

39.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

40. Remaining Directors

40.1 The Board may act even if there are vacancies on the Board.

40.2 If the number of Directors is not sufficient to constitute a quorum at a Board meeting, the Board may act only to:

- (a) if other than because of the lack of quorum the Board would have the power under this Constitution to appoint a Director, appoint a Director; or
- (b) call a general meeting.

41. Committees

41.1 The Board may establish either or both of the following:

- (a) committees with specific powers delegated by the Board (**Board Committees**); and
- (b) advisory committees, with no delegated powers, to advise the Board on specified matters (**Advisory Committees**).

41.2 Board Committee members and Advisory Committee members will be appointed by the Board.

41.3 At least one member of each Board Committee must be a Director.

41.4 Meetings of any Board Committee or Advisory Committee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board. The provisions apply as if each Board Committee or Advisory Committee member was a Director.

41.5 Clause 43 regarding written resolutions applies to resolutions of Board Committees and Advisory Committees as if each Board Committee or Advisory Committee member was a Director.

42. Delegation

42.1 The Board may, upon any terms and conditions or restrictions as they see fit, delegate any of their powers, other than those which by law must be dealt with by the Board as a board, to:

- (a) a Board Committee;
- (b) a Director;
- (c) an employee of the Company; or
- (d) any other person.

42.2 A Board Committee to which, or person to whom, any powers have been delegated must exercise their powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.

42.3 A Board Committee to which, or person to whom, any powers have been delegated may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.

42.4 The Board may at any time revoke any delegation of power.

43. Written resolutions

43.1 The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

43.2 For the purposes of clause 43.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

43.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

43.4 The minutes of Board meetings must record that a meeting was held in accordance with this clause.

44. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Board Committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Board or the Board Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

45. Minutes and Registers

- 45.1 The Board must cause minutes to be made of:
- (a) the names of the Directors present at all Board meetings and meetings of Board Committees;
 - (b) all proceedings and resolutions of general meetings, Board meetings and meetings of Board Committees;
 - (c) all resolutions passed by the Board in accordance with clause 43;
 - (d) all appointments of officers;
 - (e) all orders made by the Board and Board Committees; and
 - (f) all disclosures of interests made under clause 39.
- 45.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 45.3 The Company must keep all registers required by this Constitution and the Corporations Act.

46. Appointment of attorneys and agents

- 46.1 The Board may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions,
determined by the Board.
- 46.2 An appointment by the Board of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Board.
- 46.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board think fit.
- 46.4 The Board may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.
- 46.5 An attorney or agent appointed under this clause may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

47. Chief Executive Officer

- 47.1 The Board may appoint any person, including a Director, to the position of CEO for the period and on the terms (including as to remuneration) that the Board sees fit.
- 47.2 The CEO will not be a Director unless appointed pursuant to clause 27.

Secretary

48. Secretary

- 48.1 There must be at least one secretary of the Company appointed by the Board for a term and at remuneration and on conditions determined by them.
- 48.2 The Secretary is entitled to attend and be heard on any matter at all Board meetings and general meetings.
- 48.3 The Board may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

Seals

49. Common Seal

If the Company has a Seal:

- (a) the Board must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Board;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Board to countersign the document.

50. Duplicate Seal

If the Company has a Seal, the Company may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;
- (b) must not be used except with the authority of the Board.

Audit and accounts

51. Audit and accounts

- 51.1 The Board must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.
- 51.2 The Board must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.

Inspection of records

52. Inspection of records

- 52.1 Except as otherwise required by the Corporations Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members.
- 52.2 Except as otherwise required by the Corporations Act, a Member does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Board.

Notices

53. Service of notices

- 53.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 53.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 53.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 53.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 53.5 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 53.6 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.

54. Persons entitled to notice

- 54.1 Notice of every general meeting must be given to:
- (a) every Member;
 - (b) every Director; and
 - (c) any Auditor.

54.2 No other person is entitled to receive notice of a general meeting.

Winding up

55. Winding up

55.1 If the Company is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Company for the:

- (c) payment of debts and liabilities of the Company (in relation to clause 55.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$200.

55.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another body corporate which, by its constitution, is:

- (a) required to pursue only objects similar to the Company;
- (b) required to apply its profits (if any) or other income in promoting its objects; and
- (c) prohibited from making any distribution to its members or paying fees to its directors,

such body corporate to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of the Australian Capital Territory for determination.

Indemnity

56. Indemnity

56.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); or
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

56.2 The amount of any indemnity payable under clauses 56.1(a) or 56.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which

includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

56.3 For the purposes of this clause, **officer** means:

- (a) a Director; or
- (b) a Secretary.