
Constitution of
Institute of Managers and Leaders Limited
(ACN 163 376 921)

A company limited by guarantee

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A company limited by guarantee

Constitution of the Institute of Managers and Leaders Limited (ACN 163 376 921)

1 Preliminary

1.1 Preamble

The Institute of Managers and Leaders, Australia and New Zealand (IMLANZ) was first established as the Australian Institute of Management (AIM) in a number of Australian states and territories in the late 1940s. For the next 70 or so years it existed as a loose confederation of primarily state based entities. In 2014 the members of the then divisions operating in Queensland and the Northern Territory (QNAN), New South Wales and the Australian Capital Territory (NSW/ACT) Victoria and Tasmania (Vic/Tas) and South Australia (SA) voted overwhelmingly to form a fully integrated merged organisation – the Australian Institute of Management (Group) Limited. Trading under the name of the Institute of Managers and Leaders since 2017, the Company established an office in Western Australia in 2018 and merged with the New Zealand Institute of Management (NZIM) in the same year.

What follows is the Constitution of the Institute of Managers and Leaders, Australia and New Zealand.

1.2 Definitions

In this constitution:

Term	Definition
AGM	means an annual general meeting of the Company that the Corporations Act requires to be held.
AIM WA	means Australian Institute of Management Western Australia Inc. ABN 14 766 715 751.
Application Fee	means the relevant fee set by the Board under rule 4.11.
Affiliate Members	means a member of the Affiliate Member category of membership.
Associate Fellow	means a member of the Associate Fellow category of membership.
Automatic Expulsion Event	means, in respect of a Member that the Member: (a) becomes disqualified under the Corporations Act, <i>Companies Act 1993</i> or <i>Incorporated Societies Act 1908</i> from managing corporations; or (b) has been convicted in criminal proceedings brought in connection with a contravention of the Corporations Act, <i>Companies Act 1993</i> , <i>Incorporated</i>

Term	Definition
	<i>Societies Act 1908</i> or otherwise relating to actions or omissions of that person in managing corporations or for an offence involving fraud or dishonesty.
Board	means the board of directors of the Company.
Business Day	means a day which is not a Saturday, Sunday or public holiday: <ul style="list-style-type: none"> (a) for the purpose of sending or receiving a notice under this Constitution – in the city where the notice is to be received; and (b) for all other purposes – in any State or Territory of Australia.
By-law	means a by-law of the Company made under rule 21.1.
Code of Conduct	means the code of conduct of the Company as determined by the Board.
Committee	means a committee established under rule 13.1(a).
Company	means the Institute of Managers and Leaders, Australia and New Zealand (IMLANZ) with ABN 31 163 376 921 and formerly known as Australian Institute of Management Qld, NSW, NT and ACT Limited.
Companies Act	means <i>Companies Act 1993</i>
Constitution	means the constitution of the Company.
Corporate Member	means an organisation or body corporate that is a member of the Corporate Member category of membership without any voting rights.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Eligibility Criteria	in relation to category of membership means any criteria determined by the Board which must be satisfied (which may include educational or other qualifications) for the person to be eligible to be admitted to, and to remain a member of, the relevant category of membership.
Expulsion Event	means in respect of a Member: <ul style="list-style-type: none"> (a) that Member has been found by a Court of competent jurisdiction to have contravened a civil penalty provision of the Corporations Act, <i>Companies Act 1993</i>, <i>Incorporated Societies Act 1908</i> or otherwise relating to actions or omissions of that person in managing corporations;

Term	Definition
	<ul style="list-style-type: none"> (b) that Member breaches this Constitution; (c) that Member breaches the Code of Conduct; or (d) the conduct of the Member, in the opinion of the Board, is unbecoming of a Member or prejudicial to the objects, interests or reputation of the Company or the Institute of Managers and Leaders brand.
Fellow	means a member of the Fellow category of membership.
General Member	means a member of the General Member category of membership.
Honorary Fellow	means a member of the Honorary Fellow category of membership.
Incorporated Societies Act	means <i>Incorporated Societies Act 1908</i>
Information Sheet	<p>means an information sheet about a nominee for election as a director in a form stipulated by the Board from time to time and which includes:</p> <ul style="list-style-type: none"> (a) the full name, address and age of the nominee; (b) the current occupation and degrees and qualifications of the nominee; (c) particulars of the nominee's present and past employment; (d) particulars of directorships in other organisations; (e) particulars of any actual or potential business or personal interest of the nominee of which the nominee is aware, which does or might conflict with the interests of the Company or its related bodies corporate; and (f) any other details specified by the Board.
Life Fellow	means a member of the Life Fellow category of membership.
Life Member	means a member of the Life Member category of membership.
Member	<p>means:</p> <ul style="list-style-type: none"> (a) a Fellow; (b) an Associate Fellow; (c) a General Member; (d) an Honorary Fellow; (e) a Life Member;

Term	Definition
	(f) a Life Fellow; (g) an Affiliate Member; (h) a Corporate Member; or (i) such other categories of membership determined by the Board.
Membership Fee	means the fee set by the Board under rule 4.12.
Officer	has the meaning given by rule 16.1.
Register	means the register of Members of the Company kept in accordance with the Corporations Act.
Registered Address	means the address of the Member specified in the Register or another address notified by the Member to the Company as the place they will accept service of notices.
Renewal Date	means the date on which the Member's membership expires in each year, decided by the Board.
Replaceable Rules	means the replaceable rules under the Corporations Act and includes any replaceable rules that become or may become a provision of the Corporations Act.
Representative	of a Corporate Member means a representative of that Member authorised under section 250D of the Corporations Act.
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.
Voting Member	means the categories of membership specified in rule 4.3(a).

1.3 Interpretation

In this Constitution:

- (a) a reference to a Member present at a general meeting is a reference to a Member present in person or by proxy, attorney or Representative;
- (b) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position;
- (c) unless the contrary intention appears:
 - (i) a reference to a person includes that person's successors, legal personal representatives, permitted substitutes and permitted assigns;
 - (ii) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;

- (iii) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (iv) a reference to a rule is a reference to a rule of this Constitution; and
- (v) a reference to a document or agreement (including a reference to this Constitution) is to that document or agreement as amended, supplemented, varied or replaced; and
- (vi) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (d) headings are for convenience only and do not affect interpretation; and
- (e) Specifying anything in this Constitution after the words 'including', 'includes' or 'for example' or similar expressions does not limit what else is or might be included unless there is express wording to the contrary.

1.4 Application of the Corporations Act

- (a) The Replaceable Rules do not apply to the Company.
- (b) Where an expression is used in a manner consistent with a provision of the Corporations Act, the expression has the same meaning as in that provision.

2 Objects and powers

2.1 Objects of Company

The objects of the Company are:

- (a) to promote management and leadership as a profession;
- (b) to promote ethical practice, professional conduct and leadership in management;
- (c) to promote the advancement of public education in the field of management and leadership training in the fields of government, commerce, industry and in such other spheres as the Company may see fit;
- (d) to promote the advancement of excellence in management and leadership in the fields of government, commerce, industry and in such other spheres as the Company may see fit;
- (e) to grant awards, prizes, distinctions, fellowships, diplomas and certificates as the Company may prescribe in recognition of the skill knowledge, capacity and efficiency of individuals and bodies in the theory or practice of management and leadership, whether measured by formal examination or otherwise;
- (f) to institute, establish and provide for scholarships, bursaries and allowances calculated to promote excellence in management and leadership in the fields of government, commerce, industry and in such other spheres as the Company may see fit;
- (g) to provide for the delivery, holding and conduct of lectures, exhibitions public meetings, and conferences calculated to advance directly or indirectly the cause of education in management and leadership in the fields of government, commerce and industry whether general, professional or technical and to engage with appropriate persons in such spheres as the Company may see fit;

- (h) to provide for and encourage research into areas and aspects of management and leadership in government, commerce, industry and in such other spheres as the Company may see fit;
- (i) to establish and maintain facilities for Members and to meet the requirements of government, commerce, industry and such other persons in such other spheres as the Company may see fit; and
- (j) to facilitate the accreditation of management and leadership and foster use of technology.

2.2 Separate objects

Each of the objects in rule 2.1 is a separate object of the Company and must not be construed by reference to any other object.

2.3 Powers of the Company

To achieve the objects of the Company, the Company may exercise any power, take any action or engage in any conduct which the Corporations Act permits a company limited by guarantee to exercise, take or engage in, including:

- (a) harnessing the resources of the community;
- (b) establishing and maintaining affiliations and information exchange with other organisations having similar objects to those of the Company;
- (c) creating subsidiaries, merging with or acquiring other entities or merging with the AIM WA division;
- (d) acting as trustee of any trust the purpose of which relates to the objects of the Company; and
- (e) doing all other things incidental or conducive to the attainment of the objects of the Company.

2.4 Exercising powers

- (a) The Company has no power to issue or allot shares.
- (b) A power conferred on a person to do a particular act or thing under this Constitution includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.
- (c) A power conferred under this Constitution to do a particular act or thing:
 - (i) may be exercised from time to time and subject to conditions; and
 - (ii) may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different provision concerning different matters or different classes of matters.
- (d) Where a power to appoint a person to an office or position is conferred under this Constitution (except the power to appoint a Director under rule 9) the power includes, unless the contrary intention appears, a power to:
 - (i) appoint a person to act in the office or position until a person is appointed to the office or position;

- (ii) remove or suspend any person appointed (without prejudice to any rights or obligations under any contract between the person and the Company); and
 - (iii) appoint another person temporarily in the place of any person removed or suspended or in the place of any sick or absent holder of the office or position.
- (e) Where this Constitution gives power to a person to delegate a function or power:
- (i) the delegation may be concurrent with, or (except in the case of a delegation by the Directors) to the exclusion of, the performance or exercise of that function or power by the person;
 - (ii) the delegation may be either general or limited in any way provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position;
 - (iv) the delegation may include the power to delegate; and
 - (v) where performing or exercising that function or power depends on that person's opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.

3 Non-profit nature of the Company

3.1 Non-profit

- (a) The income and property of the Company must only be applied towards the promotion of the objects of the Company set out in this Constitution.
- (b) No income or property of the Company may be paid or transferred, directly or indirectly, to a Member except for payments to a Member: in return for services rendered by or goods supplied by the Member to the Company in the ordinary and usual course of business;
 - (i) for reasonable and proper rent for premises leased by a Member to the Company; or
 - (ii) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

3.2 No distribution of profits to Members on winding up

- (a) Where property remains after the winding-up or dissolution of the Company, and satisfaction of all its debts and liabilities, it must not be distributed among Members.
- (b) Property referred to in rule 3.2(a) must be given to a charitable fund, authority or institution with:
 - (i) objects similar to the objects of the Company; and
 - (ii) a prohibition on distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution.
- (c) The charitable fund, authority or institution to receive property under rule 3.2(b) must be decided by the Members at or before the time of the winding-up or dissolution.

3.3 Limited liability on winding up

- (a) The liability of the Members is limited.
- (b) If the Company is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute to the assets of the Company for the:
 - (i) payment of the debts and liabilities of the Company contracted before the person ceased to be a Member;
 - (ii) costs of winding up; and
 - (iii) adjustment of the rights of the contributors among themselves.
- (c) The maximum liability of each Member under rule 3.3(b) is \$2.

4 Membership

4.1 First members

The first Members of the Company are those persons named as Members in the application for registration of the Company.

4.2 Membership

The number of Members of the Company is unlimited.

4.3 Categories of membership

- (a) The categories of voting membership are:
 - (i) Fellow, Life Fellow, Associate Fellow, and Honorary Fellow;
 - (ii) General Member and Life Member; and
 - (iii) such other voting category of membership determined by the Board.
- (b) The categories of non-voting membership are:
 - (i) Affiliate Member;
 - (ii) Corporate Member; and
 - (iii) such other non-voting category of membership determined by the Board.
- (c) The Board may:
 - (i) establish new categories of membership and prescribe the eligibility qualifications, rights, privileges and obligations of Members of those categories; and
 - (ii) move Members from one membership category to another in its absolute discretion, and Members acknowledge and agree that doing so does not amount to variation of any Member's class rights; and
 - (iii) where a membership category no longer contains any members – cancel that category.

- (d) Any individual or body corporate which is admitted to membership will continue as a Member in the relevant category so long as the name of the individual or body corporate is in the Register as such.
- (e) The rights of Members within a category of membership are:
 - (i) only if those Members are Voting Members – the right to vote at general meetings of the Company; and
 - (ii) to enjoy benefits bestowed from time to time in accordance with any applicable By-law made in relation to that category under rule 21. For the avoidance of doubt, it is the right to enjoy whatever benefits apply to the relevant category of membership, not the individual benefits themselves, that is a class right, therefore changing those benefits under rule 21 does not amount to a variation of any Member's class rights.
- (f) Membership is personal to the Member and is not transferable.
- (g) Except as otherwise required by law or provided by this Constitution, the Company is not:
 - (i) compelled in any way to recognise a person as holding a membership upon any trust, even if the Company has notice of that trust; or
 - (ii) compelled in any way to recognise, or bound by, any equitable, contingent, future or partial claim to or interest in a membership on the part of any other person except an absolute right of ownership in the Member, even if the Company has notice of that claim or interest.

4.4 Application for membership

- (a) Any individual who:
 - (i) is not less than 18 years of age at the date of application;
 - (ii) provides written confirmation in a form acceptable to the Board that he or she is supportive of the objects of the Company; and
 - (iii) agrees to be bound by this Constitution and the Code of Conduct,
 may apply for membership of the Company and in doing so may specify the category of membership he or she wishes to apply for.
- (b) Any body corporate which:
 - (i) provides written confirmation in a form acceptable to the Board that it is supportive of the objects of the Company, and in the opinion of the Board, has objects consistent with the objects of the Company; and
 - (ii) agrees to be bound by this Constitution and the Code of Conduct,
 may apply for membership of the Company as a Corporate Member.

4.5 Form of Application

- (a) An application for membership must:
 - (i) be in a form approved by the Board; and

- (ii) be accompanied by any other documents or evidence as to satisfaction of any applicable Eligibility Criteria which the Board requires.
- (b) The applicant must pay the Application Fee (if any) and Membership Fee (if any).

4.6 Admission to membership

- (a) The Board may in its absolute discretion:
 - (i) accept or reject any application for membership; and
 - (ii) in the case of an individual applicant, if it accepts his or her application for membership:
 - (A) and the applicant:
 - (I) has specified the category of membership he or she wishes to apply for; and
 - (II) meets any Eligibility Criteria applicable for that category, admit that applicant in the specified category of membership; or
 - (B) other than where rule 4.6(a)(ii)(A) applies – admit that applicant in the category of membership determined by the Board.
- (b) The Board need not give a reason for the exercise of a discretion under rule 4.6(a).
- (c) If an application for membership is rejected, the Secretary or the Secretary's delegate must notify the applicant in writing and the Application Fee (if any) and Membership Fee (if any) paid by the applicant must be refunded to the applicant as soon as reasonably possible.
- (d) If an applicant is accepted for membership:
 - (i) the name and details of that person must be entered in the Register; and
 - (ii) the Secretary or their delegate must notify the applicant in writing of the acceptance.

4.7 Elevation of membership category

Where a Member wishes to change to a new membership category, they may apply for membership in that new category – and such application is to be treated as if they were applying for a new membership in the Company in that new category.

4.8 Changes in eligibility during membership

- (a) Where a Member becomes aware that they no longer fulfil the Eligibility Criteria applicable for their category of membership – they must give the Secretary notice of that fact in writing as soon as practicable.
- (b) Where the Company suspects that a Member no longer fulfils, or might no longer fulfil, the Eligibility Criteria applicable for their category of membership – the Secretary may request evidence in writing from that Member that they do still fulfil those Eligibility Criteria.
- (c) Where a Member no longer fulfils the Eligibility Criteria applicable for their category of membership:

- (i) the Member may, within a period with a starting date and of a term determined by the Board (being not less than 2 months) apply under rule 4.4 for membership in another category of membership; and
- (ii) at the end of the period determined by the Board under rule 4.8(c)(i), the Member ceases to be a Member in the original category of membership, whether or not they have applied for membership in a new category of membership.

4.9 Certificate of membership

Members will be entitled to a certificate of membership. All certificates issued will remain the property of the Company. The fee payable for certificates may be determined by the Board from time to time.

4.10 Register of Members

- (a) The Secretary must ensure that a register of members is kept by the Company in accordance with the Corporations Act.
- (b) The following must be entered in the Register for each Member:
 - (i) the full name of the Member;
 - (ii) the residential address, phone number, facsimile number (if any) and electronic mail address (if any) of the Member;
 - (iii) the date of admission to and any cessation of membership;
 - (iv) the date of last payment of the Member's Membership Fee (if any);
 - (v) the category of membership;
 - (vi) in the case of a Corporate Member – the last notified Representative of that Member; and
 - (vii) any other information as the Board requires.
- (c) Each Member must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within one month after the change.
- (d) The Secretary must promptly make an appropriate entry or entries in the Register upon:
 - (i) a Member resigning under rule 4.13;
 - (ii) a Member's membership expiring under rule 4.14;
 - (iii) a Member being expelled or suspended under rule 4.15;
 - (iv) a Member's membership terminating under rule 4.16;
 - (v) a Member's membership being reinstated under rule 4.17;
 - (vi) a Member ceasing to be a Member by virtue of rule 4.8(c)(i); or
 - (vii) a Member changing their category of membership under rule 4.7.

4.11 Application Fee

The Application Fee payable by each applicant for membership is the sum the Board determines for the relevant category of membership.

4.12 Membership Fee

- (a) The Membership Fee payable by a Member of the Company is the sum the Board determines for the relevant category of membership.
- (b) All Membership Fees are due and payable in advance on the Renewal Date each year.

4.13 Resignation of membership

- (a) A Member may resign from the Company by giving written notice of resignation to the Secretary.
- (b) Resignation by a Member under rule 4.13(a) takes effect from the later of:
 - (i) the receipt of written notice of resignation by the Secretary; and
 - (ii) the time and date stated in the written notice, if any.

4.14 Expiry of membership for non-payment of Membership Fee

- (a) The Board will determine the Renewal Date of each Member's membership.
- (b) A Member's membership expires on the Renewal Date, but it may be renewed with effect from the Renewal Date by the Company receiving the Member's relevant Membership Fee no later than three months after the Renewal Date.

4.15 Expulsion or suspension of membership in connection with an Expulsion Event

- (a) If an Expulsion Event occurs in respect of a Member the Board may resolve to expel the Member or suspend the Member for such a period as the Board may determine provided that before passing any such resolution the Board:
 - (i) must give the Member notice of the Directors' intention to pass the resolution and allow the Member 10 Business Days to provide an explanation of why the Board should not pass the resolution;
 - (ii) must apply the principles of natural justice to the process; and
 - (iii) subject to (ii), may adopt other procedures to aid in the resolution of the matter.
- (b) If a Member is suspended under rule 4.15(a):
 - (i) rule 4.17 applies in relation to the reinstatement of that Member's membership;
 - (ii) the Member is not entitled to vote at general meetings of the Company;
 - (iii) the Board may at any time, and without any need for further reason, expel that Member; and
 - (iv) any other consequences as set out in any applicable By-law will apply.

4.16 Immediate termination of membership in connection with an Automatic Expulsion Event

If an Automatic Expulsion Event occurs in respect of a Member, the Member's membership immediately terminates.

4.17 Reinstatement of Membership following expulsion or suspension

The Board may reinstate a person as a Member who has been expelled or suspended on any terms and at any time as the Board resolves provided that a person who is serving a term of imprisonment or is disqualified from managing a corporation due to any event which would have been an Automatic Expulsion Event may not have their membership reinstated.

4.18 Variation of class rights

Unless otherwise provided by the terms of membership of a class of Members:

- (a) all or any of the rights or privileges attached to the class may be varied, whether or not the Company is being wound up, only with the consent in writing of three-quarters of the Members of that class, or with the sanction of a special resolution passed at a separate meeting of the Members of that class;
- (b) the provisions of this Constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to each separate meeting of the Members of that class; and
- (c) the rights conferred upon the Members of that class are to be taken as not having been varied by the admission of further Members of that class or any other class.

5 Financial records

5.1 Keeping of financial records

- (a) The financial year of the Company begins on 1 January and ends at 31 December in the calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting, financial reporting, review and audit requirements of the Corporations Act.
- (c) If required by the Corporations Act, the Board must:
 - (i) notify all Members at the end of each financial year of their entitlement to receive copies of the financial report prepared by the Company including a copy of the auditor's report, if any, and any other documents as required by the Corporations Act; and
 - (ii) lay before the Members at each AGM the financial statements required under rule 5.1(b).

5.2 Appointment of auditor or reviewer

If required by the Corporations Act, the Company must appoint a qualified auditor or reviewer.

5.3 Inspection of records of the Company

- (a) The Board may decide whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company or any of them are open to inspection by Members other than the Board.
- (b) No Member other than a Director has the right to inspect any document of the Company except as set out in the Corporations Act or as authorised by the Board.

6 AGM

6.1 AGM

A general meeting, to be called the AGM, must be held at least once in every calendar year (after the end of the financial year).

6.2 Business at AGMs

- (a) The business of an AGM is:
 - (i) if required by the Corporations Act, to receive and consider the financial and other reports required by the Corporations Act to be laid before each AGM;
 - (ii) to elect Directors, if necessary;
 - (iii) if required by the Corporations Act, to appoint an auditor or reviewer; and
 - (iv) to transact any other business which, under this Constitution, is required to be transacted at an AGM.
- (b) All other business transacted at an AGM and all business transacted at other general meetings is special business.
- (c) The auditor or reviewer, if any, and its representative may attend and be heard on any part of the business of a meeting concerning the auditor or reviewer. The auditor or reviewer, if any, or its representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit or review, if undertaken.

6.3 Provisions about general meetings apply to AGMs

The provisions of this Constitution about general meetings apply, with necessary changes, to AGMs.

7 General meetings

7.1 Calling general meetings

A general meeting may only be called:

- (a) by a Directors' resolution; or
- (b) as otherwise provided in the Corporations Act.

7.2 Postponing or cancelling a meeting

- (a) The Directors may:

- (i) postpone a meeting of Members;
- (ii) cancel a meeting of Members; or
- (iii) change the place for a general meeting,

if they consider that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.

- (b) A meeting which is not called by a Directors' resolution and is called under a Members' requisition under the Corporations Act may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

7.3 Notice of general meetings

- (a) Notice of a general meeting must be given not less than 21 calendar days in advance.
- (b) Notice of the AGM must be given not less than 35 calendar days in advance.
- (c) Notice of a general meeting must be given to each person who at the time of giving the notice is a Voting Member, Director or auditor or reviewer of the Company.
- (d) The Directors may decide the content of a notice of a general meeting, but the notice must include:
 - (i) the general nature of the business to be transacted at the meeting; and
 - (ii) any other matters required by the Corporations Act.
- (e) Unless the Corporations Act provides otherwise:
 - (i) no business may be transacted at a general meeting unless the general nature of the business is stated in the notice calling the meeting; and
 - (ii) except with the approval of the Directors or the chairman, but only where permitted by law, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to that resolution and a copy of which has been made available to Voting Members to inspect or obtain.
- (f) A person may waive notice of any general meeting by written notice to the Company.

7.4 Non-receipt of notice

- (a) Subject to the Corporations Act, the:
 - (i) non-receipt of a notice of any general meeting by; or
 - (ii) accidental omission to give notice to,any person entitled to notice does not invalidate anything done (including the passing of a resolution) at that meeting.
- (b) A person's attendance at a general meeting waives any objection that person may have to:

- (i) a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
- (ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

7.5 Admission to general meetings

- (a) The chairman of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:
 - (i) using or attempting to use a device for the purpose of recording audio, video or images of the meeting;
 - (ii) in possession of a placard or banner;
 - (iii) in possession of an article considered by the chairman to be dangerous, offensive or liable to cause disruption;
 - (iv) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;
 - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
 - (vi) who is not entitled to receive notice of the meeting.
- (b) The chairman may delegate the powers conferred by this rule to any person.
- (c) A person, whether a Member or not, requested by the Directors or the chairman to attend a general meeting is entitled to be present and, at the request of the chairman, to speak at the meeting.

7.6 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairman and the adjournment of the meeting, unless a quorum of Members is present in person.
- (b) A quorum is 20 Voting Members.
- (c) The Company may hold a general meeting at two or more venues using any technology that gives Members a reasonable opportunity to participate and cast a vote on a resolution. A Member present at a venue is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the general meeting
- (d) If a quorum is not present within 30 minutes after the time appointed for the general meeting:
 - (i) where the meeting was called at the request of Members, the meeting must be dissolved; or
 - (ii) in any other case:
 - (A) the meeting stands adjourned to the day, and at the time and place, the Directors present decide; or

- (B) if they do not make a decision, to the same day in the next week at the same time and place.
- (e) At an adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

7.7 Circulating resolutions

- (a) This rule 7.7 applies to resolutions which the Corporations Act, or this Constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 Corporations Act to remove an auditor.
- (b) The Company may pass a resolution without a general meeting being held if all the Members 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.
- (c) Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (d) The resolution is passed when the last Member signs.
- (e) If the Company received by facsimile transmission or other electronic means a copy of a document referred to in this rule 7.7 it is entitled to assume that the copy is a true copy.

7.8 Chairman

- (a) The chairman of the Board is entitled to take the chair at every general meeting.
- (b) If at any general meeting:
 - (i) the chairman of the Board is not present at the specified time for holding the meeting; or
 - (ii) the chairman of the Board is present but is unwilling to act as chairman of the meeting,

the deputy chairman of the Board is entitled to take the chair at the meeting.

- (c) If at any general meeting:
 - (i) there is no chairman of the board or deputy chairman of the Board;
 - (ii) the chairman of the Board and deputy chairman of the Board are not present at the specified time for holding the meeting; or
 - (iii) the chairman of the Board and the deputy chairman of the Board are present but each is unwilling to act as chairman of the meeting;

the Directors present may choose another Director as chairman of the meeting and if no Director is present or if each of the Directors present are unwilling to act as chairman of the meeting, a Member chosen by the Members present is entitled to take the chair at the meeting.

7.9 Acting chairman

- (a) A chairman of a general meeting may, for any item of business or discrete part of the meeting, vacate the chair in favour of another person nominated by him or her (**Acting Chairman**).

- (b) Where an instrument of proxy appoints the chairman as proxy for part of the proceedings for which an Acting Chairman has been nominated, the instrument of proxy is taken to be in favour of the Acting Chairman for the relevant part of the proceedings.

7.10 Conduct at general meetings

The chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairman under this rule is final.

7.11 Adjournment and postponement by the chairman

- (a) Despite rules 7.2(a) and 7.2(b), where the chairman considers that:
 - (i) there is not enough room for the number of Members who wish to attend the meeting; or
 - (ii) a postponement is necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out,the chairman may postpone the meeting before it has started, whether or not a quorum is present.
- (b) A postponement under rule 7.11(a) is to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place is taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).
- (c) The chairman may at any time during the course of the meeting:
 - (i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting; and
 - (ii) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for any period or periods he or she decides without effecting an adjournment. No business may be transacted and no discussion may take place during any suspension of proceedings unless the chairman otherwise allows.
- (d) The chairman's rights under rules 7.11(a) and 7.11(c) are exclusive and, unless the chairman requires otherwise, no vote may be taken or demanded by the Members present about any postponement, adjournment or suspension of proceedings.
- (e) Only unfinished business may be transacted at a meeting resumed after an adjournment.

- (f) Where a meeting is postponed or adjourned for 30 calendar days or more, notice of the postponed or adjourned meeting must be given as in the case of the original meeting.

7.12 Decisions at general meetings

- (a) Except where a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the Voting Members present and entitled to vote at the meeting. A decision made in this way is for all purposes, a decision of the Members.
- (b) No Member who is otherwise entitled to vote at any general meeting, is entitled to vote unless all moneys presently payable by the Member to the Company (including any Membership Fee) have been paid.
- (c) If the votes are equal on a proposed resolution, the chairman of the meeting has a casting vote, in addition to any deliberative vote.
- (d) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded:
 - (i) before the show of hands is taken;
 - (ii) before the result of the show of hands is declared; or
 - (iii) immediately after the result of the show of hands is declared.
- (e) On a show of hands, where the chairman has two or more appointments that specify different ways to vote on a resolution, the chairman must not vote as a proxy.

7.13 When poll may be demanded

- (a) No poll may be demanded on the election of a chairman of a meeting. Otherwise, a poll may be demanded by:
 - (i) the chairman;
 - (ii) at least five members entitled to vote on the resolution; or
 - (iii) by members with at least 5% of the votes that may be cast on the resolution on a poll.
- (b) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll is demanded.
- (c) Unless a poll is duly demanded, a declaration by the chairman of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the Company's minute book is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.
- (d) If a poll is duly demanded at a general meeting, it must be taken in the way and either at once or after an interval or adjournment as the chairman of the meeting directs. The result of the poll as declared by the chairman is the resolution of the meeting at which the poll was demanded.
- (e) The demand for a poll may be withdrawn with the chairman's consent.

- (f) In the case of any dispute about the admission or rejection of a vote, the chairman's decision is final.

7.14 Voting rights

- (a) Subject to this Constitution and to any rights or restrictions attached to any category of membership, at a general meeting:
 - (i) on a show of hands, each Voting Member present and entitled to vote has one vote;
 - (ii) where a person is entitled to vote by virtue of rule 8.1 in more than one capacity, that person is entitled only to one vote on a show of hands, but on a poll is entitled to a separate vote for each Member the person represents, in addition to any vote the person may have as a Member in his or her own right;
 - (iii) if the person appointed as proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and
 - (iv) on a poll, each Voting Member present has one vote.
- (b) An objection to the validity of a vote tendered at a general meeting must be:
 - (i) raised before or immediately after the result of the vote is declared; and
 - (ii) referred to the chairman of the meeting, whose decision is final.
- (c) A vote tendered, but not disallowed by the chairman of a meeting under rule 7.14(b), is valid for all purposes, even if it would not otherwise have been valid.
- (d) The chairman may decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any member and the decision of the chairman is final.

7.15 Representation at general meetings

Subject to this Constitution, each Member entitled to vote at a general meeting may vote:

- (a) in person;
- (b) by proxy in accordance with rule 8;
- (c) by attorney in accordance with rule 8; or
- (d) if the Member is a Corporate Member – by its Representative in accordance with rule 8; or
- (e) by a valid notice of their voting intention (**direct vote**) where the Directors have determined that Members are entitled to vote by direct vote on that resolution at that meeting

7.16 Membership rights where the Member is of unsound mind

If:

- (a) a Member is of unsound mind or is a person whose person or property is liable to be dealt with in any way under the law about mental health; and

- (b) his or her trustee or guardian or other person who has the management of his or her property gives the Directors the information they reasonably require to establish their entitlement to act on behalf of that Member,

that person may exercise any rights of the Member at a general meeting as if the trustee or guardian or other person were the Member.

8 Proxies, attorneys and Representatives

8.1 Appointment of proxies

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy may, but need not, be a Member entitled in their own right to vote.
- (c) The document appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Board) must be deposited at the Company's registered office, faxed to the Company's registered office or deposited, faxed or sent by electronic mail to any other place specified in the notice of meeting not less than 48 hours before the time for holding the meeting at which the person named in the document proposes to vote.

8.2 Validity of vote

- (a) A vote given as required by the terms of a proxy document or power of attorney is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the proxy document or power of attorney for which the vote is given,if no written notice of the death, unsoundness of mind or revocation has been received at the Company's registered office before the meeting or any adjourned meeting.
- (b) A proxy or appointment of an attorney is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes on the resolution for which the proxy or attorney appointment is proposed to be used.

8.3 Form and execution of proxy document

- (a) A document appointing a proxy must be in writing signed by the appointor or his or her attorney. If the appointor is a body corporate the appointment must be signed by a duly authorised officer, in a form specified by, or otherwise acceptable to, the Board.
- (b) A document appointing a proxy, unless the contrary is stated, is also valid for any adjournment of the meeting to which it relates. Any duly signed proxy which is incomplete may be completed by the Secretary on authority from the Board and as permitted by the Corporations Act and the Board may authorise completion of the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given.

8.4 Board to issue forms of proxy

- (a) The Board may issue with any notice of general meeting of Members or any class of Members, forms of proxy for use by the Members.

- (b) Each form must enable the Member to write in the proxy's name. It may provide that if the Member leaves this blank, the proxy is to be a person named on the form.
- (c) The form may include the names of any of the Directors, or of any other person, as a suggested proxy.
- (d) The form must allow the Member to direct the proxy to vote for or against (or to abstain from voting on) any proposed resolution.

8.5 Attorney of a Member

A Member may appoint an attorney to act on the Member's behalf at all or specified meetings of the Company. The power of attorney or proof of the power of attorney must be delivered to the Secretary or elsewhere as directed, with evidence to the satisfaction of the Board of the due execution of the power of attorney. The attorney may appoint a proxy for the Member.

8.6 General provisions on appointments

- (a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or Representative will be taken to confer authority:
 - (i) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) to speak to any proposed resolution on which the proxy, attorney or Representative may vote;
 - (iii) to demand or join in demanding a poll on any resolution on which the proxy, attorney or Representative may vote;
 - (iv) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or Representative how to vote on those resolutions:
 - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chairman, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting; and
 - (v) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (b) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.

9 Direct voting

9.1 Board may decide direct voting to apply

- (a) The Board may determine that Members entitled to attend and vote on any or all of the resolutions (including special resolutions) proposed to be considered at, and specified in

the notice convening, a meeting of Members, is entitled to cast the vote by direct vote. A 'direct vote' includes a vote delivered to the company by post, fax or other electronic means approved by the Board. A Member who delivers a direct vote at any general meeting is deemed to be present at that meeting for all purposes.

- (b) If the Board decides that votes may be cast by direct vote, the Board may make the regulations it considers appropriate for the casting of direct votes.

9.2 Direct votes only counted on a poll

- (a) Direct votes are not counted if a resolution is decided on a show of hands.
- (b) Subject to rules 9.3 and 9.4, if a poll is held on a resolution, votes cast by direct vote by a Member entitled to vote on the resolution are taken to have been cast on the poll as if the Member had cast the votes on the poll at the meeting, and the votes of the Member are to be counted accordingly.
- (c) A direct vote received by the Company on a resolution is taken to be a direct vote on that resolution as amended (where permitted by law), if the chairman of the meeting decides this is appropriate.
- (d) Receipt of a direct vote from a Member has the effect of revoking (or, in the case of a standing appointment, suspending) the appointment of a proxy or attorney or Representative made by the Member under an instrument received by the Company before the direct vote was received, to the extent of the proceedings in relation to which the direct vote was cast.

9.3 Withdrawal of direct vote

- (a) A direct vote received by the Company:
 - (i) may be withdrawn by the Member by written notice received by the Company before the time appointed for the commencement of the meeting (or in the case of any adjournment, the resumption of the meeting); and
 - (ii) is automatically withdrawn if:
 - (A) the Company receives from the Member a further direct vote or direct votes (in which case the most recent direct vote is, subject to this rule, counted in lieu of the prior direct vote); or
 - (B) the Company receives, after the Member's direct vote is received, an instrument under which a proxy, attorney or Representative is appointed to act for the Member at the meeting under rule 8.
- (b) A direct vote by a Member is not revoked by the Member attending the meeting unless the Member instructs the Company before the meeting that the Member wishes to vote in person on any or all of the resolutions to be put before the meeting, in which case the direct vote by the Member is revoked.
- (c) A direct vote withdrawn under this rule is not counted.

9.4 Vote not affected by incapacity of a Member

A direct vote received by the Company is valid even if, before the meeting, the Member:

- (i) dies or becomes mentally incapacitated;

- (ii) become bankrupt or an insolvent under administration; or
- (iii) where the direct vote is cast on behalf of the Member by an attorney, revokes the appointment of the attorney or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

10 Directors

10.1 Number of Directors

The Board shall consist of at least three and no more than nine Directors.

10.2 Location of Directors

To ensure that the Board is generally representative of the geographic distribution of the membership, save as otherwise unanimously agreed by the Board in circumstances where less than the maximum number of Directors is appointed under rule 10.1:

- (a) no more than two members of the Board shall at the time of their election or appointment have a residential address on the Register which is in:
 - (i) New South Wales or the Australian Capital Territory;
 - (ii) Queensland or the Northern Territory;
 - (iii) Victoria or Tasmania;
 - (iv) South Australia or Western Australia; and
- (b) no more than one member of the Board shall at the time of their election or appointment have a residential address on the Register which is in
 - (i) New Zealand.

10.3 Power of Board to appoint Directors

- (a) The Directors may appoint a person who meets the requirements set out in rule 10.4 either as an addition to the existing Directors or to fill a casual vacancy provided that:
 - (i) the total number of Directors does not exceed the maximum number fixed under this Constitution; and
 - (ii) the composition of the Board following the appointment complies with rule 10.2.
- (b) A Director appointed to fill a casual vacancy holds office, subject to this Constitution, until the first AGM held by the Company following their appointment at which they must retire from office and subject to rule 10.4, will be eligible for re-election.
- (c) For the avoidance of doubt, the Board is empowered to award the status of Fellow to a relevantly qualified and experienced person who was not hitherto a current Member in order to appoint that person as a Director in accordance with this provision.

10.4 Qualifications of Director

To be eligible to be appointed or elected as a Director, a person must be:

- (a) either:
 - (i) a Fellow; or
 - (ii) a Voting Member of at least two continuous years standing;
- (b) supportive of the objects of the Company; and
- (c) not prohibited from being a director by reason of the operation of the Corporations Act, *Companies Act 1993* or *Incorporated Societies Act 1908*.

10.5 Term as Director

A Director (other than the executive Director appointed under rule 15.1(a)):

- (a) may not hold office beyond the conclusion of the eighth AGM after the Director was first elected by the Members;
- (b) must retire at the eighth AGM after the Director was first elected by the Members; and
- (c) is not eligible for re-election.

10.6 Retirement by rotation

- (a) Despite rule 10.5, but subject to rule 10.6(b), at the conclusion of the AGM each year, in addition to any Directors appointed to fill a casual vacancy under rule 10.3, not less than two Directors (other than any executive Director appointed under rule 15.1(a)), must retire from office and, subject to rule 10.5, are eligible for re-election.
- (b) The Directors to retire at each AGM referred to in rule 10.6(a) will be:
 - (i) firstly, those that must retire under rule 10.5 because they will have achieved the maximum term of office; and
 - (ii) secondly, if less than two Directors must retire under rule 10.6(b)(i), those longest in office since they were last elected, and as between those of equal terms in office, as agreed by the Directors, or failing agreement, determined by Directors drawing lots.

10.7 Election of Directors

- (a) Where required by this Constitution to do so, the Company must hold an election of Directors.
- (b) The Company may by resolution at an AGM fill an office vacated by a Director under rule 10.6 by electing or, subject to rule 10.5, re-electing an eligible person to that office.
- (c) The retirement of a Director from office under this Constitution and the re-election of a Director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occurs.

- (d) A person is eligible for election to the office of a Director at a general meeting only if the person:
 - (i) is in office as a Director immediately before that meeting; or
 - (ii) has been nominated by the Directors for election at that meeting; or
 - (iii) has been validly nominated under rule 10.9(c).
- (e) A partner, employer or employee of an auditor of the Company may not be appointed or elected as a Director.

10.8 Nominations

No person may be elected as a Director unless duly nominated or in the office immediately before the relevant meeting.

10.9 Call for Nominations

- (a) The Secretary must, no later than 60 calendar days prior to the AGM call for nominations for the office of Director.
- (b) Nominations for the office of Director must be made to the Secretary at the registered office of the Company. Nominations close at 5.00pm local time on the day which is 28 calendar days prior to the AGM.
- (c) For a nomination to be valid:
 - (i) the nominee must meet the qualifying requirements of rule 10.4 above;
 - (ii) the nomination must name the candidate and be signed by not less than two Voting Members;
 - (iii) the person nominated must consent to act if elected; and
 - (iv) the nomination and consent must be received before the close of nomination.
- (d) A consent is sufficient if the person signs a form of consent on the nomination paper. The Secretary or their delegate may accept any other form of consent, whether accompanied by the nomination paper, that the Secretary or their delegate deemed satisfactory, and such acceptance is final.

10.10 Automatic election

If the number of candidates for election as a Director is equal to or less than the vacancies to be filled by election or re-election of Directors who retire under rule 10.5 or 10.6, those candidates are automatically elected as Directors at the conclusion of the relevant AGM and no vote, ballot or other approval is required.

10.11 Election by ballot

If there are more candidates for election as a Director than vacancies to be filled by election or re-election of Directors who retire under rule 10.5 or 10.6, or by candidates nominated by the Board, an election by ballot of the Voting Members must be conducted in the following manner:

- (a) The Secretary must, at least 21 calendar days before the date fixed for the AGM, forward to each Voting Member notice of the ballot and the form and method of the ballot,

approved by the Board. The non-receipt by any Voting Member of the notice of ballot does not invalidate the ballot.

- (b) The Voting Member must clearly indicate, using the form and method of the ballot notified, each candidate for whom he or she wishes to vote, and a vote must be cast for the exact number of Directors to be elected in the ballot.
- (c) If the form of the ballot is a paper ballot, the Voting Member must sign the ballot paper and:
 - (i) place the ballot paper in the inner envelope, seal it and send it or have it delivered to the registered office of the Company; or
 - (ii) send a scanned copy of the ballot paper by email transmission to the email address of the Company set out in the notice of the ballot.
- (d) If the form of the ballot is an electronic ballot, the Voting Member must complete the voting process described on the notice of the ballot.
- (e) A ballot paper or electronic ballot may only be completed, and signed (if required) by:
 - (i) the Voting Member; or
 - (ii) an attorney for the Voting Member if a copy of the power of attorney certified as a true copy by a justice of the peace or a solicitor has been given to the Company before the time for counting the ballot.
- (f) All votes cast by ballot and received by the Company in accordance with rules 10.11(c), 10.11(d) and 10.11(e) no later than 5 pm on the day which is 4 Business Days before the day fixed for the AGM must be counted in the ballot. Votes cast by ballot received after that time cannot, unless the chairman determines otherwise, be counted in the ballot.
- (g) Any ballot conduct in accordance with this rule 10.11 must include the Member's full name, address, member number and signature (where required).

10.12 Vacating office

In addition to the circumstances prescribed by the Corporations Act and this Constitution, the office of a Director becomes vacant if the Director:

- (a) becomes an insolvent under administration, suspends payment generally to creditors or compounds with or assigns the Director's estate for the benefit of creditors;
- (b) becomes a person of unsound mind or a person who is a patient under laws about mental health or whose estate is administered under laws about mental health;
- (c) is absent from Directors' meetings for a period of three consecutive calendar months without leave of absence from the Directors where the Directors have not, within 14 calendar days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
- (d) resigns office by written notice to the Company;
- (e) ceases to be a Voting Member;
- (f) is an executive Director or employee of the Company and ceases to be an employee of the Company or a related body corporate of the Company, provided that such cessation does not of itself prevent a later reappointment or re-election of the person as a Director;

- (g) is removed from office under the Corporations Act, *Companies Act 1993* or *Incorporated Societies Act 1908*;
- (h) is prohibited from being a director by reason of the operation of the Corporations Act, *Companies Act 1993* or *Incorporated Societies Act 1908*; or
- (i) is convicted on indictment of an offence and the Directors do not within one month after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director.

10.13 Remuneration

- (a) The Company may pay fees to a Director for performing that person's duties and responsibilities as a Director as determined from time to time by the Board.
- (b) The Company may pay all reasonable travelling, accommodation and other expenses that a Director properly incurs for the reimbursement of out of pocket expenses incurred on reasonable commercial terms in carrying out the duties of a Director.
- (c) The Company may pay for any service rendered by a Director to the Company in a professional or technical capacity and outside his or her role as a Director, where the terms of service are on reasonable commercial terms and have been previously approved by resolution of the Directors.
- (d) Remuneration under rule 10.13(a) may be given in the manner that the directors decide, including by way of non-cash benefit, such as a contribution to a superannuation fund.

10.14 Directors interests

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) holding an office (except auditor) or place of profit or employment in the Company or a related body corporate of the Company;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has interest;
 - (iii) being a member, creditor or otherwise being interested in any body corporate (including the Company), partnership or entity, except as auditor of the Company;
 - (iv) entering into any agreement or arrangement with the Company; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with the Corporations Act on the disclosure of the Director's interests.
- (c) The Directors may have By-laws in place requiring the disclosure of interests that a Director, and any person considered by the Directors to be related to or associated with the Director, has in any matter concerning or that may concern the Company or a related body corporate.
- (d) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any applicable By-law.

- (e) A Director who has a material personal interest in a matter that is being considered by the Directors must not be present at a meeting while the matter is being considered nor vote on the matter, except where permitted by the Corporations Act.
- (f) If a Director has an interest in a matter, then subject to rules 10.14(c), 10.14(g) and the constitution:
 - (i) that Director may not be counted in a quorum at the Board meeting that considers the matter that relates to the interest provided that Director is entitled to vote on at least one of the resolutions relating to the matter to be proposed at the meeting;
 - (ii) that Director may not participate in and vote on matters that relate to the interest;
 - (iii) the Company can proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) the Director may retain the benefits under the transaction that relates to the interest even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If an interest of a Director is required to be disclosed under rule 10.14(b), rule 10.14(f)(iv) applies only if the interest is disclosed before the transaction is entered into.
- (h) A contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested is not invalid or voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office.
- (i) A Director who is interested in any arrangement involving the Company is not liable to account to the Company for any profit realised under the arrangement merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office, if the Director complies with the disclosure requirements applicable to the Director under rule 10.14(a) and under the Corporations Act about that interest.
- (j) A Director who is interested in any contract or arrangement may, despite that interest, witness the fixing of the Company seal to any document evidencing or otherwise connected with that contract or arrangement.

11 Powers and duties of Directors

11.1 General powers

The Directors are responsible for managing the business of the Company and may exercise all powers and do all things that are within the Company's power and are not expressly required by the Corporations Act or this Constitution to be exercised by the Company in a general meeting.

11.2 Power to borrow and give security

- (a) The Directors may exercise all the powers of the Company:
 - (i) to borrow or raise money in any other way;
 - (ii) to give guarantees and indemnities;

- (iii) to mortgage, charge and otherwise encumber any of the Company's property or business; and
 - (iv) to issue debentures or give any security for a debt, liability or obligation of the Company or of any other person.
- (b) Debentures or other securities may be issued on the terms and at prices decided by the Directors, including bearing interest or not, or with special privileges as to attending and voting at general meetings.
 - (c) The Directors may decide how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as applicable, by or on behalf of the Company.

11.3 Powers of appointment

The Directors may:

- (a) appoint or employ any person as an officer, agent or attorney of the Company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for any period and on any other conditions they decide;
- (b) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney;
- (c) remove or dismiss any officer, agent or attorney of the Company at any time, with or without cause: and
- (d) appoint a person to represent the Company on other bodies in which it has a stake holding or equity interest.

12 Proceedings of Directors meetings

12.1 Meetings of Directors

- (a) The Directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide, provided that Directors meet at least once every quarter of the year.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of Directors to constitute a quorum, constitutes a meeting of the Directors. All the provisions in this Constitution relating to meetings of the Directors apply, as far as they can and with any necessary changes, to meetings of the Directors by telephone or other electronic means.
- (c) A meeting by telephone or other electronic means is to be taken to be held at the place where the chairman of the meeting is or at any other place the chairman of the meeting decides on, if at least one of the Directors involved was at that place for the duration of the meeting.
- (d) A Director taking part in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs where one or more Directors cease to participate, the chairman may adjourn the meeting until the difficulty is

remedied or may, where a quorum of Directors remains present, continue with the meeting.

12.2 Calling meetings of Directors

- (a) A Director may, whenever the Director thinks fit, call a meeting of the Directors.
- (b) The Secretary must, if requested by a Director, call a meeting of the Directors.

12.3 Notice of meetings of Directors

- (a) Notice of a meeting of Directors must be given to each person who is, at the time the notice is given a Director, except a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may, if necessary, be given immediately before the meeting; and
 - (iv) may be given in person or by post or by telephone, fax or other electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect in person or by post or by telephone, fax or other electronic means.
- (d) Failure to give a Director notice of a meeting of Directors does not invalidate anything done or any resolution passed at the meeting if:
 - (i) the failure occurred by accident or inadvertent error; or
 - (ii) the Director attended the meeting or waived notice of the meeting (whether before or after the meeting).
- (e) A person who attends a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

12.4 Quorum at meetings of Directors

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) More than half the Directors entitled to vote will constitute a quorum.
- (c) If there is a vacancy in the office of a Director, the remaining Directors may act. But, if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of Directors to a number sufficient to constitute a quorum

12.5 Chairman and deputy chairman of Directors

- (a) The Directors may elect, for any period they decide (but not exceeding four consecutive years):
 - (i) a Director to the office of chairman of Directors; and
 - (ii) a Director to the office of deputy chairman of Directors.

- (b) The chairman and deputy chairman of Directors must be a Fellow, Honorary Fellow or Life Fellow.
- (c) The chairman and deputy chairman of Directors must not be an executive Director appointed by the Board.
- (d) The chairman of Directors is entitled (if present within ten minutes after the time appointed for the meeting and willing to act) to preside as chairman at a meeting of Directors.
- (e) If at a meeting of Directors:
 - (i) there is no chairman of Directors;
 - (ii) the chairman of Directors is not present within ten minutes after the time appointed for the holding of the meeting; or
 - (iii) the chairman of Directors is present within that time but is not willing or declines to act as chairman of the meeting,

the deputy chairman if any, if then present and willing to act, is entitled to be chairman of the meeting or if the deputy chairman is not present or is unwilling or declines to act as chairman of the meeting, the Directors present must elect one of themselves to chair the meeting.

12.6 Decisions of Directors

- (a) The Directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) Questions arising at a meeting of Directors must be decided by a majority of votes cast by the Directors present and entitled to vote on the matter.
- (c) Subject to rule 12.6(d), if the votes are equal on a proposed resolution, the chairman of the meeting has a casting vote, in addition to his or her deliberative vote.
- (d) Where only a quorum of Directors are present or entitled to vote at a meeting of Directors and the votes are equal on a proposed resolution:
 - (i) the chairman of the meeting does not have a second or casting vote; and
 - (ii) the proposed resolution is taken as lost.

12.7 Written resolutions

- (a) Unless the Board unanimously decides a lesser number is required, a resolution in writing of which notice has been given to all Directors and which is signed or consented to by all of the Directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the same form, each signed or consented to by one or more of the Directors.
- (b) A Director may consent to a resolution by:
 - (i) signing the document containing the resolution (or a copy of that document);
 - (ii) giving to the Company a written notice (including by fax or other electronic means) addressed to the Secretary or to the chairman of Directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or

- (iii) telephoning the Secretary or the chairman of Directors and signifying assent to the resolution and clearly identifying its terms.

13 Committees and delegation

13.1 Committees

- (a) The Board may constitute committees consisting of such number of Directors or other persons having specialised knowledge or who may provide advice or assistance to the Board as the Board thinks fit.
- (b) A Committee must conduct its activities in accordance with the terms of reference prescribed by the Board, and the Committee cannot exercise powers of the Board except to the extent such powers have been expressly delegated to it under rule 13.2.
- (c) A Committee is under the control and direction of the Board and has no power in the management of the Company except to the extent powers have been expressly delegated to it under rule 13.2 and must report to the Board.
- (d) The provisions of this constitution applying to meetings and resolutions of Directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a Committee, except to the extent they are contrary to any terms of reference or direction given under rule 13.1(b) or 13.1(c).

13.2 Delegation to a Committee or Director

- (a) The Directors may delegate any of their powers to a Committee or one Director.
- (b) A Committee or Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

13.3 Delegation to a regional council

- (a) The Directors may delegate any of their powers to a regional council established in accordance with rule 14.
- (b) A regional council that has been delegated powers must exercise the powers in accordance with the direction of the Directors.

13.4 Validity of acts

All acts done at any meeting of the Directors or by a Committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered:

- (a) that there was some defect in the appointment of any of the Directors; or
- (b) the Committee or the person acting as a Director or that any of them were disqualified,

valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of the Committee (as the case may be).

14 Regional councils

The Board may, at its election, establish and dissolve regional councils to represent regions on all management matters that affect that region in accordance with the Company's objects and mission. The terms of reference for that regional council will be set by the Board.

15 Executive officers

15.1 Executive directors

- (a) The Directors may appoint an employee to the office of executive director, to hold office as Director for the period determined at the time of the appointment but not to exceed the term of employment of the employee.
- (b) The Directors may, subject to the terms of any employment contract between the relevant director and the Company or a subsidiary, at any time remove or dismiss the executive director from employment with the Company, in which case the appointment of that person as a Director automatically ceases.

15.2 Secretary

- (a) The Company must have at least one Secretary appointed by the Board.
- (b) The Board may suspend or remove a Secretary from that office.

15.3 Provisions applicable to all executive officers

- (a) The Board may appoint an executive officer for a period, at the remuneration and on the conditions the Directors decide.
- (b) The remuneration payable by the Company to an executive officer must not include a commission on, or percentage of, operating revenue.
- (c) The Directors may:
 - (i) delegate to an executive officer any powers, discretions and duties they decide;
 - (ii) withdraw, suspend or vary any of the powers, discretions and duties given to an executive officer; and
 - (iii) authorise the executive officer to delegate any of the powers, discretions and duties given to the executive officer.
- (d) An act done by a person acting as an executive officer is not invalidated by:
 - (i) a defect in the person's appointment as an executive officer;
 - (ii) the person being disqualified to be an executive officer; or
 - (iii) the person having vacated office,if the person did not know that circumstance when the act was done.

16 Indemnity and insurance

16.1 Officer's right of indemnity

Rules 16.2 and 16.4 apply:

- (a) to each person who is or has been a Director; and

- (b) to any other officers or former officers of the Company or of its related bodies corporate as the Directors in each case determine,

(each an **Officer** for the purposes of this rule).

16.2 Indemnity

The Company must indemnify each Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (**Liabilities**) incurred by the Officer in that capacity.

16.3 Scope of indemnity

The indemnity in rule 16.2:

- (a) does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance;
- (b) is enforceable without the Officer having to first incur any expense or make any payment; and
- (c) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an Officer.

16.4 Insurance

The Company may, to the extent the law permits:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for each Officer against any Liability incurred by the Officer in that capacity including:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (c) a Liability arising from negligence or other conduct.

16.5 Savings

Nothing in rule 16.2 and 16.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any Liability referred to in those rules;
- (b) limits the capacity of the Company to indemnify or provide or pay for insurance for any person to whom those rules do not apply; or
- (c) limits or diminishes the terms of any indemnity conferred or agreement to indemnify entered into before the adoption of this Constitution.

16.6 Contract

The Company may enter into an agreement with any Officer to give effect to the rights conferred by this rule or the exercise of a discretion under this rule on any terms as the Directors think fit which are not inconsistent with this rule.

17 Execution of documents

The Company may sign a document including a deed, by having the document signed by:

- (a) two Directors; or
- (b) a Director and the Secretary.

18 Minutes

18.1 Contents of minutes

The Board must ensure that minutes are duly recorded in any manner it thinks fit and include:

- (a) the names of the Directors present at each meeting of the Company, the Board and of Committees; and
- (b) details of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and Committees.

18.2 Signing of minutes

The minutes of a meeting of the Board or of a Committee or of the Company, if signed by the chairman of the meeting or by the chairman of the next meeting, are prima facie evidence of the matters stated in the minutes.

19 Notices

19.1 Method of service

- (a) The Company may give a notice to a Member by:
 - (i) delivering it personally;
 - (ii) sending it by prepaid post to the Member's Registered Address or any other address the Member gives the Company for notices; or
 - (iii) sending it by electronic means to a fax number or electronic address the Member gives the Company for notices.
- (b) Where a Member does not have a Registered Address or where the Company believes that Member is not known at the Member's Registered Address, all notices are taken to be:
 - (i) given to the Member if the notice is exhibited in the Company's registered office for a period of 48 hours; and
 - (ii) served at the commencement of that period,unless and until the Member informs the Company of the Member's address.
- (c) If a Member notifies the Company of more than one of the postal address, electronic address or such other means of written communication the Board in its discretion nominates, the Company may in its discretion choose which address to record in the Register notwithstanding any advice to the contrary by the Member.

19.2 Time of service

- (a) A notice from the Company properly addressed and posted is taken to be given and received on the day after the day of its posting.
- (b) A notice sent or given by fax or other electronic transmission:
 - (i) is taken to be effected by properly addressing and transmitting the fax or other electronic transmission; and
 - (ii) is taken to have been given and received on the day of its transmission.
- (c) Where a given number of calendar days' notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

19.3 Evidence of service

A certificate signed by a Director or Secretary stating that a notice has been given under this Constitution is conclusive evidence of that fact.

19.4 Other communications and documents

Rule 19.1 applies, so far as it can and with any necessary changes, to serving any communication or document.

19.5 Notification of change of address

Every Member must notify the Company of any change of his or her address and any new address must be entered in the Register. Upon entry it becomes the Member's Registered Address.

20 General

20.1 Patron

The Board may at its discretion appoint a patron to represent the Company and promote the objects of the Company throughout the community.

20.2 Submission to jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act, the Federal Court of Australia and the courts which may hear appeals from those courts.

20.3 Prohibition and enforceability

Any part of this Constitution which is prohibited or unenforceable in any place is, in that place, ineffective only to the extent of that prohibition or unenforceability.

21 By-laws

21.1 By-laws are made by the Directors

The Directors may from time to time, in their absolute discretion, make, amend, add to, rescind or replace by-laws concerning any aspect of the membership, governance, management, operation or activities of the Company including:

- (a) any matter this Constitution envisages may be regulated by by-laws (including the Code of Conduct, and for the purposes of rule 4.3(e)(ii), benefits of a category of membership); and
- (b) any other matter relevant to the Company that the Directors choose to regulate.

21.2 Conflict between the Constitution and By-laws

To the extent of any conflict between this Constitution and any By-law, this Constitution prevails.

21.3 Effectiveness and promulgation of By-laws

Any By-law made, and any amendment, addition, rescission or replacement:

- (a) has effect on and from the date it is made unless otherwise stated in the relevant instrument; and
- (b) must be promulgated to those affected, provided that failure to bring it to the attention of any person does not render it or anything done in accordance with it void, voidable or ineffective.

21.4 Enforceability of By-laws

Subject to rule 21.2, any By-law:

- (a) is as valid and enforceable as if it was repeated in this Constitution; and
- (b) can be enforced by legal action.