

Constitution

Governance Institute of Australia Ltd
ABN 49 008 615 950

Approved by Members on 1 December 2022

Constitution of Governance Institute of Australia Ltd

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1. Preliminary

1.1 Defined terms

(a) In this Constitution unless the contrary intention appears:

ACNC means Australian Charities and Not-for-profits Commission.

ACNC Act means Australian Charities and Not-for-profits Commission Act 2012 (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.

Adoption Date means 15 July 2011, being the date on which this Constitution was adopted by the Members.

Alternate Director means a person appointed as an alternate Director under clause 20.

Appointed Director has the meaning given in clause 15.5(b).

Associate means a person admitted to membership of the Company as an Associate.

Auditor means the Company's auditor.

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

Certificated Member means a person admitted to membership of the Company as a Certificated Member immediately prior to the Adoption Date.

Chair (or President) means the person appointed under clause 15.5(c) to act as Chair of the Board.

Chief Executive Officer means any person appointed to perform the duties of a chief executive officer in accordance with clause 29.

Company means Governance Institute of Australia Ltd ABN 49 008 615 950.

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

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 and, where appropriate, includes an Alternate Director.

Election General Meeting means a general meeting of the Company (other than an annual general meeting) convened to consider (in addition to any other business that may be proposed) the election of Directors.

Fellow means a person admitted to membership of the Company and who (until such time as the Board establishes a category of membership which the Board declares for this purpose to be equivalent to the category of membership in the Institute known as 'Fellow') is a Fellow of the Institute or who, following such declaration, has been admitted to the category of membership so established.

Institute means The Institute of Chartered Secretaries and Administrators (a body incorporated by Royal Charter in the United Kingdom).

Member means a Member under clause 6.2.

Ordinary Member means a person admitted to membership of the Company as an Ordinary Member immediately prior to the Adoption Date.

Present means those persons physically in attendance or in attendance virtually for any meeting of members held using electronic or other technology.

Past President means a person who is a former Chair of the Company or former President of the Australian Division of the Institute.

Register means the register of Members of the Company.

Representative means a person appointed as such under clause 9.

Seal means the Company's common seal.

State Representative has the meaning given in clause 15.5(a).

- (b) In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

- (a) In this Constitution, except where the context otherwise requires:
- (i) the singular includes the plural and vice versa, and a gender includes other genders;
 - (ii) another grammatical form of a defined word or expression has a corresponding meaning;
 - (iii) 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;
 - (iv) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (v) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
 - (vi) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.
- (b) Headings are for the ease of reference only and do not affect interpretation.
- (c) The Corporations Act prevails over any inconsistency with this Constitution.

3. Replaceable rules

To the extent permitted by law, the provisions of the Corporations Act that apply to certain companies as replaceable rules are displaced by this Constitution in their entirety and do not apply to the Company.

4. Objects

- (a) The objects for which the Company is established are to promote and advance the efficient governance, management and administration of commerce, industry and public affairs by their continued study and practice and the study and development of secretaryship of companies and other bodies and by providing lectures, other courses of instruction and education generally with respect thereto generally and for the Members and applicants for membership of the Company and for the public.
- (b) The Company may only exercise the powers in section 124(1) of the Corporations Act to:
 - (i) carry out the objects in this clause; and
 - (ii) do all things incidental or convenient in relation to the exercise of power under clause 4(b)(i) including, but not limited to:
 - (A) promoting the study of and research into law and practice of corporate governance, management, administration and secretaryship;
 - (B) providing courses of education and holding conferences for Members, applicants for membership and for the public;
 - (C) preparing and publishing, or superintending the publication of, journals, books, pamphlets and papers and information, utilising any and various means of communication;
 - (D) holding and arranging for examinations, establishing scholarships, granting prizes and by other means promoting and advancing the study of matters relevant to the objects of the Company;
 - (E) promoting the efficiency and usefulness of the service and the standard of professional conduct of Members and for that purpose exercising professional supervision and disciplinary powers over them;
 - (F) establishing and maintaining libraries and collections of documents, papers and other effects;
 - (G) holding or arranging competitions and providing or contributing towards the provision of prizes, awards and distinctions in connection therewith; and
 - (H) where it is in the interests of the Company and its members to do so, amalgamating with other associations or organisations, whether incorporated or not, whose objects are similar to those of the Company, provided that the Company shall not amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company by this Constitution.

5. Income and property of Company

- (a) 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.
- (b) No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;

- (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent;
- (iii) of rent at commercial rates for premises leased or licensed by the Member to the Company;
- (iv) by way of reimbursement of expenses incurred by any Member on behalf of the Company; or
- (v) in accordance with clauses 18, 37 or 38.

6. Membership

6.1 Limited liability

The liability of the Members is limited.

6.2 Admission

- (a) The number of Members of the Company is not limited.
- (b) The Members of the Company are:
 - (i) the persons who consented to become Members in the application for registration of the Company;
 - (ii) the Ordinary Members and Certificated Members; and
 - (iii) any other persons, corporations or organisations whom or which the Board admits to membership in accordance with this Constitution.
- (c) Applications for membership of the Company must be in writing, signed by the applicant and in a form approved by the Board in its absolute discretion. Applications must be sent to the Company with the correct fees as prescribed from time to time.
- (d) The Board may, from time to time, determine:
 - (i) the various classes or categories of membership of the Company;
 - (ii) any restriction on the number of Members or the number of Members within each class or category; and
 - (iii) subject to clause 6.5, the rights and privileges of Members in each class or category of membership.
- (e) The Board shall from time to time determine the requirements for admission as a Member, and as a Member in a particular class or category of membership, including (without limitation) requirements that a candidate:
 - (i) satisfactorily complete a course of education and prescribed examinations; and
 - (ii) satisfy the Board that, considering the candidate's character and position, the candidate is fit and proper to be admitted to membership of the Company.

The Board may, in its discretion, wholly or partially waive in respect of any individual candidate or class of candidate for admission to membership any requirement for admission, in such circumstances and on such conditions as it sees fit.
- (f) As and from the Adoption Date, the persons who were Ordinary Members or Certificated Members shall become ordinary Members of the Company.

- (g) 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:
 - (i) accept or reject the application; or
 - (ii) ask the applicant to give more evidence of eligibility for membership.
- (h) If the Board asks for more evidence under clause 6.2(g), its determination of the application for membership is deferred until the evidence is given.
- (i) The Board does not have to give any reason for rejecting an application for membership.
- (j) The Board may suspend the admission of Members or close the Register at such times and for such periods and purposes as it thinks fit and may settle on a date at which membership shall be determined for the purpose of giving notice to Members of any matter including a general meeting. To the extent permitted by law, failure to give notice to a Member whose name appears on the Register after that date shall not invalidate the effective giving of the notice if that person was not on the Register at that date so fixed.
- (k) For so long as a person is a Member, they must observe strictly the code of professional conduct and ethics of the Company. The application form for membership will contain a declaration to this effect.
- (l) 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.

6.3 Subscriptions

- (a) The Board may from time to time determine the annual subscription payable by each Member or each category of Member.
- (b) Members must promptly pay subscription and other money due as determined by the Company from time to time.
- (c) The annual subscription period will commence on 1 January of each year, and the annual subscription will be due in advance within 30 days of this date.
- (d) If a Member does not pay his or her subscription fee when it is due, his or her membership will lapse, and his or her name will be removed from the register of Members. A grace period of up to six months can be given. The Member will still be liable to pay the amount he or she owes. The Board can make general, special or individual exceptions to this rule. If a disciplinary body referred to in clause 7(b) is considering a Member's conduct, his or her membership will not lapse under this clause 6.3(d) until the disciplinary proceedings are complete.

6.4 Ceasing to be a Member

- (a) A Member's membership of the Company will cease:
 - (i) subject to clause 6.4(b), if the Member gives the Company Secretary written notice of resignation accompanied by, unless the Company agrees otherwise, the Member's membership certificate, from the date of receipt of that notice and membership certificate (if applicable) by the Company Secretary;
 - (ii) if membership lapses under clause 6.3(d); or
 - (iii) at the discretion of the Board, if the Member fails to comply with continuing professional development requirements imposed by the Board from time to time in respect of the category of membership applicable to the Member; or

- (iv) if the Member:
 - (A) dies;
 - (B) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (C) is convicted of an indictable offence.
- (b) The Company can refuse to accept a resignation from a Member where that Member is subject to disciplinary proceedings in accordance with clause 7.
- (c) Any Member ceasing to be a Member:
 - (i) will not be entitled to any refund (or part refund) of a subscription; and
 - (ii) 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, subject to any waiver of all or part of that liability by the Board.
- (d) To be re-admitted as a Member, a person must comply with this Constitution, and any other conditions that the Company decides to require on a case by case basis.

6.5 Variation or cancellation of class rights

- (a) The rights attached to any class of membership may be varied or cancelled by special resolution of the Company and:
 - (i) by special resolution passed at a meeting of the class of Members whose rights are being varied or cancelled; or
 - (ii) the written consent of Members who are entitled to at least 75% of the votes that may be cast in respect of membership of that class.
- (b) The provisions of this Constitution relating to general meetings apply, with necessary changes, to separate class meetings as if they were general meetings.

7. Discipline of Members

- (a) A Member that has:
 - (i) become bankrupt or insolvent;
 - (ii) been convicted of an offence which might bring discredit on the Company or the profession;
 - (iii) failed to uphold the code of professional conduct and ethics of the Company;
 - (iv) behaved, by doing something or not doing something, in a way considered to bring the Company or the profession into disrepute;
 - (v) disobeyed any decisions of the Company (including in relation to disciplinary matters) or not complied with the Constitution; or
 - (vi) failed to comply or co-operate with a disciplinary investigation;

will be subject to disciplinary rules, procedures and penalties determined by the Board as it sees fit from time to time.
- (b) The Board may, as it sees fit from time to time:
 - (i) establish disciplinary bodies including, without limitation, an investigation group, a disciplinary tribunal and an appeals tribunal;

- (ii) appoint, remove and replace members of the disciplinary bodies from time to time;
 - (iii) determine, subject to this Constitution, the rules and procedures to be followed by the disciplinary bodies; and
 - (iv) delegate to such disciplinary bodies any of its powers (other than those which by law must be dealt with by the Board).
- (c) The penalties that may be imposed by the Board or a disciplinary body established by the Board, shall include (without limitation):
- (i) the issue of a written reprimand;
 - (ii) an order for the Member to pay costs;
 - (iii) a fine imposed on the Member;
 - (iv) an order for the Member to pay restitution;
 - (v) the transfer of the Member from one category of membership to another category of membership;
 - (vi) the cancellation of the Member's membership and a requirement that the Member return his or her certificate of membership;
 - (vii) the suspension of the Member for a specified period, and a determination as to whether the Member should continue to pay his or her subscription while suspended;
 - (viii) a call for, and acceptance of, the Member's resignation; and
 - (ix) expulsion of the Member, and removal of his or her name from the Register.

8. Powers of attorney

- (a) 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.
- (b) The Company may require the Member to lodge a certified copy of the instrument for retention by the Company, and ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.
- (c) Any power of attorney granted by a Member will, as between the Company and the Member who granted the power of attorney:
 - (i) continue in force; and
 - (ii) may be acted on,
 unless express notice in writing of its revocation or where the Member is a natural person, of the death of the Member who granted it is lodged with the Company.
- (d) Where a Member proposes that an attorney represent the Member at a general meeting or adjourned meeting, the Member must comply with clause 14.8(a) of this Constitution.
- (e) If an attorney is to vote at a meeting of Members, the instrument conferring the power of attorney (or a certified copy of the instrument) must be produced to the Company at least 48 hours before the meeting in the same way as the appointment of a proxy.

9. Representatives of bodies corporate

- (a) Any Member that is a body corporate may by written notice to the Company Secretary:
 - (i) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act; and
 - (ii) remove a Representative.
- (b) A Representative is entitled to:
 - (i) exercise at a general meeting all the powers which the body corporate which appointed him or her could exercise if the Member were a natural person;
 - (ii) stand for election as an office bearer or Director, if the Representative would otherwise be eligible to be elected in the relevant capacity; and
 - (iii) be counted towards a quorum on the basis that the Member is to be considered personally present at a general meeting by its Representative.
- (c) The original form of appointment of a Representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a Representative is prima facie evidence of a Representative having been appointed.
- (d) The chair of a general meeting may permit a person claiming to be a Representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.
- (e) The appointment of a Representative may set out restrictions on the Representative's powers.

10. General meetings

10.1 Calling general meeting

- (a) Subject to clause 15.6(d)(i), a Director may, at any time, call a general meeting of the Members of the Company.
- (b) The Board must call annual general meetings in accordance with the Corporations Act, to be held by the Company at times to be determined by the Board.
- (c) Members may also request or call and arrange to hold general meetings in accordance with the procedures and requirements set out in the Corporations Act.
- (d) A general meeting, including an annual general meeting, may be held using any technology of electronic or other virtual means provided that all Members as a whole have a reasonable opportunity to participate.

10.2 Notice of general meeting

- (a) Notice of a general meeting must be given in accordance with the Corporations Act to the persons referred to in clause 34.2(a).
- (b) Except as permitted by the Corporations Act, general meetings must be called on at least the minimum number of days notice required by the Corporations Act and otherwise in accordance with the procedures set out in the Corporations Act.

- (c) Subject to the requirements of the Corporations Act, a notice calling a general meeting must:
 - (i) 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);
 - (ii) state the general nature of the business to be transacted at the meeting;
 - (iii) if a special resolution is to be proposed at the meeting, state the resolution;
 - (iv) include such statements about the appointment of proxies as are required by the Corporations Act;
 - (v) specify a place, facsimile number and electronic address for the purposes of proxy appointments; and
 - (vi) comply with any other requirements of the Corporations Act.

10.3 Business

- (a) The business of an annual general meeting may include:
 - (i) any of the following matters, even if not referred to in the notice of meeting:
 - (A) consideration of the annual financial report, directors' report and auditor's report;
 - (B) election of Directors;
 - (C) appointment of the Auditor; and
 - (D) fixing the Auditor's remuneration;
 - (ii) any business which under this Constitution or the Corporations Act is required to be transacted at an annual general meeting; and
 - (iii) any other business which may lawfully be transacted at a general meeting.
- (b) The chair of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to:
 - (i) ask questions about or make comments on the management of the Company; and
 - (ii) ask the Auditor or its representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report for the Company.
- (c) The Board may postpone, cancel or change the venue of any general meeting (other than a meeting called as the result of a request under clause 10.1(c)) at any time before the day of the meeting. The Board must give notice of the postponement, cancellation or change of venue to all persons entitled to receive notices of a general meeting.
- (d) A person may waive notice of any general meeting by notice in writing to the Company.
- (e) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this clause 10 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
 - (i) the non-receipt or failure occurred by accident or error; or
 - (ii) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under clause 10.3(d); or

- (B) has notified or notifies the Company of the person's agreement to that act, matter, thing or resolution by notice in writing to the Company.
- (f) A person's attendance at a general meeting:
 - (i) waives any objection that person may have to 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) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting or in clause 10.3(a)(i), unless the person objects to considering the matter when it is presented.

11. Proceedings at general meetings

11.1 Member

In clauses 11.2, 11.3, 11.5 and 14.1, **Member** includes a Member present in person, virtually or by proxy, attorney or Representative.

11.2 Quorum

- (a) No business may be transacted at a general meeting unless a quorum of Members is present, which includes those Members attending virtually or by other technological means or by proxy, attorney or Representative, at the commencement of business.
- (b) A quorum of Members is five Members.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (i) the general meeting is automatically dissolved if it was requested or called by Members under clause 10.1(c); or
 - (ii) in any other case:
 - (A) 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
 - (B) 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.

11.3 Chair

- (a) The Chair will be the chair at every general meeting.
- (b) If:
 - (i) there is no Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for holding the general meeting; or
 - (iii) the Chair is unwilling to act as chair of the general meeting,the Directors present may elect a chair of the general meeting.
- (c) If no chair is elected in accordance with clause 11.3(b), then:
 - (i) the Members may elect one of the Directors present as chair; or

- (ii) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chair.
- (d) At any time during a meeting and in respect of any specific item or items of business, the chair may elect to vacate the chair in favour of another person nominated by the chair (which person must be a Director unless no Director is present or is willing to act). That person is to be taken to be the chair and will have all the powers of the chair (other than the power to adjourn the meeting), during the consideration of that item of business or those items of business.
- (e) If there is a dispute at a general meeting about a question of procedure, the chair may determine the question, which determination, subject to law, is final.
- (f) The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting will be determined by the chair, including the procedure for the conduct of the election of Directors.

11.4 Adjournment

- (a) The chair of a general meeting at which a quorum is present:
 - (i) in his or her discretion may adjourn the general meeting; and
 - (ii) must adjourn the general meeting if the meeting directs him or her to do so.
- (b) An adjourned general meeting may take place at a different venue to the initial general meeting.
- (c) The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- (d) Notice of an adjourned general meeting must only be given in accordance with clause 10.2(a) if a general meeting has been adjourned for 30 days or more.

11.5 Decisions on questions

- (a) Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- (c) Unless a poll is demanded:
 - (i) a declaration by the chair that a resolution has been carried, carried by a specified majority, or lost; and
 - (ii) 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.
- (d) The demand for a poll may be withdrawn.
- (e) A decision of a general meeting may not be invalidated on the ground that a person voting at the general meeting was not entitled to do so.

11.6 Taking a poll

- (a) Subject to clause 11.6(d), a poll will be taken when and in the manner that the chair directs. No notice need be given of any poll.

- (b) The result of the poll will determine whether the resolution on which the poll was demanded is carried or lost.
- (c) The chair may determine any dispute about the admission or rejection of a vote, and such determination, if made in good faith, will be final and conclusive.
- (d) A poll demanded on the election of the chair or the adjournment of a general meeting must be taken immediately.
- (e) 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.

11.7 Casting vote of chair

The chair does not have a casting vote (in addition to the chair's votes as a Member, proxy, attorney or Representative) on a show of hands or on a poll.

12. Admission to general meetings

The chair of a general meeting may refuse admission to a person, or require a person to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,which the chair considers to be dangerous, offensive or liable to cause disruption; or
- (c) causes any disruption to the meeting.

13. Auditor's right to be heard

The Auditor is entitled to:

- (a) attend any general meeting of the Company;
- (b) be heard at any general meeting of the Company on any part of the business of the meeting that concerns the Auditor in their capacity as Auditor, even if:
 - (i) the Auditor retires at the general meeting; or
 - (ii) Members pass a resolution to remove the Auditor from office; and
- (c) authorise a person in writing to attend and speak at any general meeting as the Auditor's representative.

14. Votes of Members

14.1 Entitlement to vote

- (a) A Member is not entitled to vote at a general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting.
- (b) Subject to this Constitution and any rights or restrictions attached to a class of membership, a Member entitled to vote has one vote.

14.2 Objections

- (a) 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 his or her vote.
- (b) An objection must be referred to the chair of the general meeting, whose decision is final.
- (c) A vote which the chair does not disallow because of an objection is valid for all purposes.

14.3 Representation at general meetings

Subject to this Constitution, each Member may vote in person or by proxy, attorney or Representative.

14.4 Votes by proxy

- (a) If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- (b) A proxy need not be a Member.
- (c) A proxy may demand or join in demanding a poll.
- (d) A proxy or attorney may:
 - (i) vote on a poll;
 - (ii) agree to a meeting being convened on shorter notice than is otherwise required by law or, subject to this clause, by this Constitution; and
 - (iii) speak to any proposed resolution on which the proxy or attorney may vote.
- (e) 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.
- (f) If:
 - (i) a Member nominates the chair of the meeting as the Member's proxy; or
 - (ii) the chair is to act as proxy under clause 14.7 or otherwise under a default appointment according to the terms of the proxy form,then the person acting as chair in respect of an item of business at the meeting must act as proxy under the appointment in respect of that item of business.
- (g) A proxy or attorney 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.
- (h) The appointment of a proxy or attorney is not revoked or suspended by the appointor attending and taking part in the general meeting but, if the appointor votes on any resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointor's proxy or attorney on the resolution.

14.5 Direct Votes

The Board may determine that at any general meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A "direct vote" includes a vote delivered to the Company by post, facsimile or other electronic means approved by the Board. The Board may prescribe regulations, rules and procedures in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.

14.6 Document appointing proxy

- (a) 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.
- (b) For the purposes of clause 14.6(a), an appointment received at an electronic address will be taken to be signed by the Member if:
 - (i) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (ii) the appointment has been verified in another manner approved by the Board.
- (c) A proxy's appointment is valid at an adjourned general meeting.
- (d) A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- (e) 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:
 - (i) to vote on:
 - (A) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (B) any procedural motion, including any motion to elect the chair, 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
 - (ii) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

14.7 Proxy in blank

If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chair may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Company Secretary.

14.8 Lodgment of proxy

- (a) Subject to clause 14.8(c), the appointment of a proxy or attorney must be received by the Company at least 48 hours (unless reduced in the notice of meeting to which the appointment relates) before the general meeting (or the resumption of an adjourned general meeting) at which the appointee is to attend and vote.
- (b) If the appointment purports to be executed under a power of attorney or other authority, the original document or a certified copy of it must be received by the Company at least 48 hours (unless reduced in the notice of meeting to which the appointment relates) before the general meeting (or the resumption of an adjourned general meeting).
- (c) 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:
 - (i) the Company's registered office;
 - (ii) a facsimile number at the Company's registered office; or

- (iii) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

14.9 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, mental incapacity or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

15. Appointment and removal of Directors

15.1 Number of Directors

- (a) Subject to the Corporations Act, the Company may by resolution passed at a general meeting increase the minimum number of Directors or increase or reduce the maximum number of Directors.
- (b) Until the Company resolves otherwise in accordance with clause 15.1(a), there will be:
 - (i) a minimum of three Directors; and
 - (ii) a maximum of twelve Directors.
- (c) Subject to clause 15.1(b) and any resolution of the Members determining the minimum and maximum numbers of Directors, the Board may from time to time determine the respective numbers of Directors.

15.2 Qualification

In addition to the circumstances which disqualify a person from managing a corporation according to the Corporations Act, no person who has been an insolvent under administration within the previous five years is eligible to become a Director.

15.3 Election of Directors on the Adoption Date

- (a) Persons elected as Directors on the Adoption Date in accordance with clause 12(a)(iv) of the Constitution in force immediately prior to the Adoption Date shall hold office in the capacities in which they were elected and for the term or terms specified in the rules, provisions and procedures made by the Board pursuant to that clause (**Directors' Rules**).
- (b) The person elected as Chair on the Adoption Date shall be deemed to have been appointed in accordance with clause 15.5(c).
- (c) A person elected on the Adoption Date to fill a position designated as 'Past ICOSA Representative' shall be deemed to have been appointed by the Board on the Adoption Date as an Appointed Director.

15.4 Power to remove and appoint

- (a) The Company may, subject to the Corporations Act, by resolution passed in general meeting:
 - (i) remove any Director before the end of the Director's term of office; and

- (ii) in the case of a State Representative, elect another Fellow resident in the State of residence of the removed Director (at the time of his or her election) to replace the removed Director.
- (b) Subject to the provisions of this Constitution, the Company may appoint a person as a Director by resolution passed in general meeting.
- (c) If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Board specifically called for that purpose may suspend that Director.
- (d) A suspended Director may not take any part in the business or affairs of the Company until the suspension has been terminated.
- (e) Within 14 days of the suspension, the Board must call a general meeting, at which the Members may consider a motion to remove the Director from office in accordance with clause 15.4(a).
- (f) If a motion to remove a suspended Director from office is not carried at the general meeting called to consider the matter, the suspension of the Director is terminated and the Director is reinstated.

15.5 Composition of the Board

Subject to clause 15.1(b), the Board will comprise:

- (a) at least six elected Fellows (**State Representatives**), of whom (at the time of both nomination and election) one shall be resident in New South Wales, one shall be resident in Queensland, one shall be resident in South Australia, one shall be resident in Tasmania, one shall be resident in Victoria and one shall be resident in Western Australia;
- (b) up to four additional persons appointed by the Board (**Appointed Directors**). An Appointed Director may be, but is not required to be, a Member;
- (c) the Chair, who shall be appointed by the Directors. The Chair may be, but is not required to be, a Director (or a Member) at the time of appointment. The Chair will be entitled to the designation 'President'; and
- (d) any person holding office as the current or Past President as at the general meeting on 20 July 2021 may continue to hold office until three years after the date they commenced holding office as a Past President. When all such persons no longer hold office, the office of Past President will cease to exist.

15.6 Term of office of Directors

- (a) Subject to clause 15.3, each State Representative will hold office for a term commencing at the conclusion of the Election General Meeting at which they are elected and expiring at the conclusion of the Election General Meeting in the third following year, but shall be eligible for re-election for a subsequent term commencing at the conclusion of the Election General Meeting at which they are re-elected and terminating at the conclusion of the Election General Meeting. A person re-elected for a second term shall be eligible to be re-elected for one further term of three years commencing from the conclusion of the meeting at which they are re-elected for their second further term and ending at the conclusion of the Election General Meeting in the third following year. A person who has served a second further term shall not subsequently be eligible to be elected for a further term until the Election General Meeting next following the expiration of their most recent term of office.

- (b) Subject to clause 15.3, an Appointed Director shall hold office from the day of his or her appointment for a term determined by the Board, not exceeding three years. Each Appointed Director shall be eligible to be appointed and serve as an Appointed Director for a further term not exceeding three years immediately following his or her first term. An Appointed Director shall not be eligible to be a Director following the expiration of his or her second successive term of office (**Second Term**) until the expiry of a period of 12 months following the expiration of the Second Term.
- (c) Subject to clause 15.3:
 - (i) if the Chair is not a Director at the time of their appointment under clause 15.5(c), they shall hold office as a Director for a term determined by the Board not exceeding three years;
 - (ii) if the Chair is a Director at the time of their appointment under clause 15.5(c), they shall hold office as a Director for the balance of their term of office as a Director; and
 - (iii) the Chair shall hold office as Chair until their term of office as a Director expires, or until the Board appoints a different person as Chair, whichever is earlier.
- (d) Notwithstanding any other provision of this Constitution:
 - (i) the Board (but not any individual Director) may at any time convene an Election General Meeting;
 - (ii) if a person is elected (or re-elected) at an Election General Meeting, the term of office of that person shall:
 - (A) commence at the conclusion of that Election General Meeting; and
 - (B) subject to paragraph (iii), continue for the period which would have been applicable under clause 15.6(a) if the person had been elected at the annual general meeting next following the Election General Meeting; and
 - (iii) if the Board convenes an Election General Meeting, the term of office of a Director, which would otherwise terminate at the conclusion of the general meeting next following the Election General Meeting shall terminate at the conclusion of that Election General Meeting.

15.7 Election of Directors

- (a) At every Election General Meeting one-third of the Directors or, if the number of Directors is not a multiple of three (3), then the number that is nearest to but not exceeding one-third shall retire from office provided that no Director shall retain office for a period in excess of three (3) years or until the conclusion of the third Election General Meeting following his or her appointment, whichever is longer, without submitting himself or herself for re-election even though such submission results in more than one-third retiring from office. A retiring Director shall be eligible for re-election for a further three (3) year term.
- (b) A person shall not be eligible to be a State Representative if that person is in office as a Past President.
- (c) The following rules shall apply to the holding of an election of State Representatives as Directors:
 - (i) each candidate for election must be nominated by two other Fellows and consent in writing to serve if elected;
 - (ii) no candidate shall be eligible for election unless all subscription and other moneys

due and payable by the candidate to the Company have been paid;

- (iii) nominations for election must be received at the registered office of the Company no later than 30 days before the day appointed for the holding of the annual general meeting at which an election is to be held;
- (iv) completed nomination forms must be lodged, on or before the date for close of nominations, with the Company Secretary at the Company's registered office;
- (v) if the number of persons nominated for election does not exceed the vacancies to be filled at the annual general meeting, then those nominated are to be declared elected at the annual general meeting;
- (vi) if more candidates are nominated than there are vacancies to be filled at the annual general meeting, then an election shall be held at the annual general meeting;
- (vii) candidates shall be put forward for election in alphabetical order of their names and each candidate shall be the subject of one resolution for that person's election (unless the election is conducted by a ballot or poll which does not require Members voting for one candidate to vote for another candidate). The candidates receiving the highest number of votes shall be declared elected until all positions to be filled at the meeting have been filled, provided that if each candidate is voted on in a separate resolution, a candidate can only be elected if they receive more votes in favour of election than against. Where two or more candidates receive equal numbers of votes, those to be declared elected shall be chosen by lot conducted by the Company Secretary; and
- (viii) the Board may by resolution from time to time make rules or other decisions about the timing for nominations, candidates' statements and communications and any other matter relating to the election in respect of which a decision is required.

15.8 Vacancies

- (a) Whenever a casual vacancy arises on the Board for any reason (including as a result of the removal of a Director under clause 15.4(a)), the remaining Directors may:
 - (i) in the case of a casual vacancy in the office of a State Representative, appoint another Fellow resident in the State of residence of the Director whose office has become vacant (at the time of his or her election); and
 - (ii) in the case of a casual vacancy in the office of the Chair or an Appointed Director, appoint any person to fill the casual vacancy.

Any person appointed by the Board under this clause 15.8(a) will hold office for the remainder of the term for which the Director replaced would have held office if a casual vacancy had not arisen in the office of that Director and, in the case of a State Representative, shall be eligible for election and re-election as contemplated in clause 15.6.

15.9 Eligibility

Each Director, other than the Chair and the Appointed Directors, must be a Member.

15.10 Vacation of office

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

- (a) ceases to be a Director by virtue of the Corporations Act or ACNC Act;
- (b) is prohibited by the Corporations Act or ACNC Act from holding office or continuing as a Director;
- (c) ~~is prohibited from holding or is removed from the office of Director by an order made~~

- under the Corporations Act or ACNC Act;
- (d) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
 - (e) cannot fully participate in the management of the Company because of his or her mental incapacity or is a person whose estate is liable to have a person appointed, under the law relating to the administration of estates of persons who through mental or physical infirmity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Board incapable of performing his or her duties;
 - (f) resigns from his or her office of Director by notice in writing to the Company;
 - (g) is removed by a resolution of the Company;
 - (h) is resident in Australia and not being engaged abroad on the business of the Company, is absent from Board meetings for three consecutive months without the leave of absence from the Board; or
 - (i) dies.

16. Powers and duties of the Board

- (a) The business of the Company is managed by or under the direction of 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.
- (b) Without limiting the generality of clause 16(a), the Board may exercise all the powers of the Company to:
 - (i) borrow money;
 - (ii) charge any property or business of the Company;
 - (iii) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (iv) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.
- (c) The Board must determine generally how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the Company and may revise or change that determination from time to time.
- (d) The Directors may make and from time to time revoke or amend regulations not inconsistent with this Constitution to govern procedures and activities of the Company and its organisation. Those regulations, as they are from time to time, bind the Directors and the Members of the Company.

17. Proceedings of the Board

17.1 Board meetings

- (a) The Chair or any two Directors may at any time, and the Company Secretary must on the request of the Chair or any two Directors, call a Directors' meeting.
- (b) A Board meeting must be called by notice of a meeting to each Director, unless the Board unanimously agrees otherwise. The notice may:

- (i) be in writing or given using any technology consented to by all of the Directors;
and
 - (ii) be given immediately before the meeting.
- (c) It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Company Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- (d) A Director may waive notice of any meeting of Directors by notifying the Company to that effect in person or by post, or by telephone, fax or other electronic means.
- (e) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
- (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director:
 - (A) has waived or waives notice of that meeting under sub-clause (d) above;
or
 - (B) has notified or notifies the Company of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
 - (iii) the Director attended the meeting.
- (f) Subject to the Corporations Act, a Board meeting may be held by the Board communicating with each other by any technological means consented to by all the Directors. The consent may be a standing one.
- (g) The Board need not all be physically present in the same place for a Board meeting to be held.
- (h) A Director who participates in a meeting held in accordance with clause 17.1(f) is taken to be present and entitled to vote at the meeting.
- (i) A Director can only withdraw his or her consent under clause 17.1(f) to the means of communication between the Board proposed for a Board meeting if the Director does so at least 48 hours before the meeting.
- (j) Clause 17.1(d) applies to meetings of Board committees as if all committee members were Directors.
- (k) The Directors may meet together, adjourn and regulate their meetings as they think fit.
- (l) A quorum for meetings of the Board may be fixed by the Board and unless so fixed, is a majority of the Board. The quorum must be present at all times during the meeting.
- (m) Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Board, one or more of the Directors may call a general meeting to deal with the matter.

17.2 Decision

- (a) 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 the Corporations Act, each Director has one vote.

- (b) In the case of an equality of votes, the Chair does not have a second or casting vote in addition to his or her deliberative vote.
- (c) An Alternate Director has one vote for each Director for whom he or she is an alternate.
- (d) If the Alternate Director is a Director, he or she also has a vote as a Director.

18. Payments to Directors

18.1 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 (including travel expenses in connection with attendance at Board meetings, committee meetings or general meetings) 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;
- (d) of fees to the Chair that the Board considers reasonable and appropriate from time to time; and
- (e) 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.

18.2 Advances to Directors

The Company may advance money to a Director for any purpose contemplated in clause 18.1(a). The Director must account to the Company through the Company Secretary for the expenditure of the money so advanced which may only be expended for the purposes of the Company. The Director must refund any balance. Where the Directors are precluded from voting on a resolution to provide such advances because of their material personal interests, the most senior executive of the Company who is not a Director is authorised to decide on any request for an advance.

19. Directors' interests

- (a) As required by the Corporations Act, a Director must give the Board notice of any material personal interest in a matter that relates to the affairs of the Company.
- (b) Subject to the provisions of this clause 19, a Director or a body or entity in which a Director has a direct or indirect interest may:
 - (i) enter into any agreement or arrangement with the Company;
 - (ii) hold any office or place of profit other than as Auditor in the Company; and
 - (iii) 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.

- (c) The fact that a Director holds office as a Director, and has fiduciary obligations arising out of that office:
 - (i) will not void or render voidable a contract made by a Director with the Company;
 - (ii) will not void or render voidable a contract or arrangement entered into by or on behalf of the Company and in which the Director may have any interest; and
 - (iii) will not require the Director to account to the Company for any profit realised by or under any contract or arrangement entered into by or on behalf of the Company and in which the Director may have any interest.
- (d) A Director may be or become a Director or other officer of, or otherwise be interested in:
 - (i) any related body corporate of the Company; or
 - (ii) 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.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter,

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

 - (iii) 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;
 - (iv) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (v) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (f) Subject to the Corporations Act, the Board may make regulations requiring the disclosure of interests that a Director, and any person deemed by the Board to be related to or associated with the Director, may have in any matter concerning the Company and any such regulations so made under this clause will bind all Directors.

20. Alternate Directors

- (a) A Director may, with the approval of the Board, appoint any person as his or her alternate for a period determined by that Director.
- (b) An Alternate Director is entitled to notice of Board meetings while he or she is acting in that capacity and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- (c) An Alternate Director is an officer of the Company and is not an agent of the appointor.
- (d) The provisions of this Constitution which apply to the Board also apply to Alternate Directors.
- (e) The appointment of an Alternate Director:

- (i) may be revoked at any time by the appointor or by the Board; and
 - (ii) ends automatically when his or her appointor ceases to be a Director.
- (f) Any appointment or revocation under this clause must be effected by written notice delivered to the Company Secretary.
- (g) An Alternate Director does not have an interest in a contract or arrangement or a material personal interest in a matter by reason only of the fact that his or her appointor has such an interest.

21. Remaining Directors

- (a) The Board may act even if there are vacancies on the Board.
- (b) If the number of Directors is not sufficient to constitute a quorum at a Board meeting, the Board may act only to:
- (i) appoint a Director or Directors in accordance with clause 15.8; or
 - (ii) call a general meeting.

22. Chair

- (a) The Chair will be the chair at every Board meeting.
- (b) If the Chair is not present at any Board meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect another Director to be chair of the meeting.

23. Delegation

- (a) The Board may delegate any of its powers, other than those which by law must be dealt with by the Board, to:
- (i) committees (including Branch or State Committees) with responsibilities and powers delegated by the Directors (**Board Committees**); and
 - (ii) advisory committees, with no delegated powers, to advise the Directors on specified matters (**Advisory Committees**).
- (b) Board Committee members and Advisory Committee members will be appointed by the Directors. The Board may in its discretion appoint the chair of any Board Committee or Advisory Committee.
- (c) At least one member of each Board Committee must be a Director.
- (d) Board Committee and Advisory Committee charters will be as determined by the Directors from time to time. Members and Directors appointed to Board Committees and Advisory Committees must use all reasonable efforts to ensure that Board Committees and Advisory Committees of which they are members comply with their charters.
- (e) Meetings of any Board Committee or Advisory Committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each Board Committee or Advisory Committee member was a Director.
- (f) The Board may at any time revoke any delegation of power under clause 23(a).

- (g) A Board Committee may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.
- (h) A Board Committee to which any powers have been delegated must exercise the powers delegated including any power of sub-delegation in accordance with any directions of the Board.
- (i) Where this Constitution confers power on a person or body to delegate a function or power:
 - (i) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
 - (iv) the delegation may include the power to delegate;
 - (v) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
 - (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

24. Written resolutions

- (a) If a majority comprising at least three quarters of the Directors entitled to vote on a resolution have signed a document containing a statement that they are in favour of the resolution set out in the document, then a resolution in those terms is taken to have been passed by the Board without a meeting. The resolution is passed when the document is last signed by the Directors who constitute such a majority.
- (b) For the purposes of clause 24(a), 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.
- (c) Any document referred to in this clause may be in the form of a facsimile transmission or electronic notification.
- (d) If a resolution is taken to have been passed in accordance with this clause 24, the minutes must record that fact.
- (e) This clause 24 applies to meetings of Board Committees and Advisory Committees as if all members of the Board Committee and Advisory Committee were Directors.
- (f) Any document referred to in this clause 24 must be sent to every Director who is entitled to vote on the resolution.

25. Validity of acts of Directors

- (a) An act done by a person acting as a Director, or by a Board meeting or Board Committee attended by the person acting as Director, is effective even if:

- (i) the person's appointment, or the continuance of his or her appointment, as Director is invalid because the Company or the person did not comply with this Constitution or any provision of the Corporations Act;
 - (ii) the person was disqualified from being a Director or had vacated office; or
 - (iii) the person was not entitled to vote,
- but only if the circumstances were not known by the person or the Board or the Board Committee (as the case may be) when the act was done.
- (b) Clause 25(a) does not deal with the question whether an effective act by a Director:
 - (i) binds the Company in its dealings with other people; or
 - (ii) makes the Company liable to another person.

26. Minutes and Registers

- (a) The Board must cause minutes to be made of:
 - (i) the names of the Directors present at all Board meetings and meetings of Board committees;
 - (ii) all proceedings and resolutions of general meetings, Board meetings and meetings of Board committees;
 - (iii) all resolutions passed by the Board in accordance with clause 24;
 - (iv) all appointments of officers; and
 - (v) all disclosures of interests made in accordance with the Corporations Act.
- (b) Minutes must be signed by the chair of the meeting or by the chair of the next meeting, and if so signed will be conclusive evidence of the matters stated in such minutes, unless the contrary is proved.
- (c) The Company must keep all registers required by this Constitution and the Corporations Act.

27. Local management

- (a) The Board may provide for the management and transaction of the affairs of the Company in any places and in such manner as it thinks fit.
- (b) Without limiting clause 27(a) the Board may:
 - (i) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (ii) delegate to any person appointed under clause 27(b)(i) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution,

on any terms and subject to any conditions determined by the Board.
- (c) The Board may at any time revoke or vary any delegation under this clause.

28. Appointment of attorneys and agents

- (a) The Board may from time to time by resolution or power of attorney appoint any person to be the attorney or agent of the Company:
 - (i) for the purposes;
 - (ii) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
 - (iii) for the period; and
 - (iv) subject to the conditions, determined by the Board.
- (b) An appointment by the Board of an attorney or agent of the Company may be made in favour of:
 - (i) any member of any local board established under this Constitution;
 - (ii) any company;
 - (iii) the members, directors, nominees or managers of any company or firm; or
 - (iv) any fluctuating body of persons whether nominated directly or indirectly by the Board.
- (c) A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- (d) 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.

29. Chief Executive Officer

The Directors may appoint and remove any person, including a Director, to the position of Chief Executive Officer for the period and on the terms (including as to remuneration) that the Directors see fit.

30. Company Secretary

- (a) 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 the Board.
- (b) The Company Secretary is entitled to attend and be heard on any matter at all Board meetings and general meetings.
- (c) The Board may, subject to the terms of the Company Secretary's employment contract, suspend, remove or dismiss the Company Secretary.

31. Executive officers generally

- (a) The Board may:
 - (i) confer on any executive officer of the Company such powers, discretion and duties (including any powers, discretions and duties vested in or exercisable by the Board) as they think fit;

- (ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (iii) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.
- (b) An executive officer including, but not limited to, the Chief Executive Officer and the Company Secretary is not required to be a Member of the Company to qualify for appointment.
- (c) An act done by a person acting as an executive officer is not invalidated by reason only of:
- (i) a defect in the person's appointment as an executive officer; or
 - (ii) the person being disqualified to be an executive officer,
- if that circumstance was not known by the person when the act was done.

32. Seals

32.1 Common Seal

- (a) The Company may have a Seal.
- (b) The Board must provide for the safe custody of the Seal, if any.
- (c) The Seal must not be used without the authority of the Board or a Board Committee authorised to permit use of the Seal.
- (d) Every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Company Secretary or another person appointed by the Board to countersign the document.

32.2 Seal register

- (a) The Company may keep a seal register. If the Company does keep a seal register the Company must enter in the register particulars of any document on which the Seal is fixed (other than a certificate for securities of the Company), giving in each case:
 - (i) the date of the document,
 - (ii) the names of the parties to the document,
 - (iii) a short description of the document; and
 - (iv) the names of the persons signing the document under clause 32.1(d).
- (b) The register must be produced at Board meetings for confirmation of the use of the Seal since confirmation was last given under this clause 32.2.
- (c) Failure to comply with clauses 32.2(a) or 32.2(b) does not invalidate any document to which the Seal is properly fixed.

32.3 Duplicate 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 the addition on its face of the words 'Duplicate Seal'; and
- (b) must only be used with the authority of the Board.

33. Inspection of records

- (a) 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 other than Directors.
- (b) A Member other than a Director 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.
- (c) Notwithstanding clauses 33(a) and 33(b), the books of the Company containing the minutes of general meetings will be kept at the Company's registered office and will be open to inspection of Members at all times when the office is required to be open to the public.

34. Notices

34.1 Service of notices

- (a) Notice may be given by the Company to any person who is entitled to notice under this Constitution by:
 - (i) serving it on the person; or
 - (ii) 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.
- (b) A notice sent by post is taken to be served:
 - (i) by properly addressing, prepaying and posting or directing the delivery of the notice; and
 - (ii) on the day after the day on which it was posted or given to the courier for delivery.
- (c) A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (i) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (ii) on the day of its transmission except if transmitted after 5.00pm in which case it is taken to be served the next day.
- (d) 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 Company's registered office.
- (e) A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 34.1.
- (f) The fact that a person has supplied a facsimile number or electronic address for the giving of notices does not require the Company to give any notice to that person by facsimile or electronic means.
- (g) A document in writing signed by a Director, Company Secretary or other officer of the Company, or by any person that the Company has engaged to maintain the Register, that

a document or its envelope or wrapper was addressed and stamped and was posted or given to a courier is conclusive evidence of posting or delivery by courier.

- (h) Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- (i) All notices sent by post outside Australia may be sent by prepaid airmail post or by facsimile to a number, or electronically to an electronic mail address which the addressee has supplied to the Company for the giving of notices.
- (j) Subject to this Constitution, a notice may be given by a Member or Director to the Company by serving it on the Company at, or by sending it by post in a prepaid envelope, addressed to the Company Secretary, to the registered office of the Company or by sending it, addressed to the Company Secretary, to the principal facsimile number or principal electronic address of the Company at its registered office.

34.2 Persons entitled to notice

- (a) Notice of every general meeting must be given to:
 - (i) every Member;
 - (ii) every Director and Alternate Director; and
 - (iii) the Auditor.
- (b) No other person is entitled to receive notice of a general meeting.

35. Audit and financial records

- (a) The Board must cause the Company to keep written financial records and to prepare financial documents and reports in accordance with the Corporations Act.
- (b) The Board must cause the financial records and financial documents of the Company to be audited in accordance with the Corporations Act.

36. Winding up

- (a) If the Company is wound up:
 - (i) each Member; and
 - (ii) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Company for the:
 - (iii) payment of debts and liabilities of the Company (in relation to clause 36(a)(ii), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (iv) adjustment of the rights of the contributories amongst themselves,such amount as may be required, not exceeding \$100.
- (b) 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 corporation which is endorsed or approved by the Australian Taxation Office as a tax-exempt entity and by its constitution, is:
 - (i) required to pursue charitable purposes only;

- (ii) required to apply its profits (if any) or other income in promoting its objects; and
- (iii) prohibited from making any distribution to its members or paying fees to its directors,

with such corporation to be determined by the Members (at or before the winding up) or, in default, by application to the Supreme Court of New South Wales for determination.

37. Indemnity

- (a) 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:
 - (i) any liability (other than for legal costs) incurred by that person as an officer of the Company or as a member of the Committee for Australia of the Institute (including liabilities incurred by the officer as an officer of a related body corporate of the Company); and
 - (ii) reasonable legal costs incurred in defending an action for a liability incurred or allegedly incurred by that person as an officer of the Company or as a member of the Committee for Australia of the Institute (including such legal costs incurred by the officer as an officer of a related body corporate of the Company).
- (b) The Company must, if requested by a person to whom this clause 37 applies, execute a documentary indemnity in any form in favour of any officer of the Company.
- (c) The amount of any indemnity payable under clauses 37(a)(i) or 37(a)(ii) 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.
- (d) The Board may agree to advance to an officer an amount which it might otherwise be liable to pay to the officer under clause 37(a)(i) on such terms as the Board thinks fit but which are consistent with this clause, pending the outcome of any findings of a relevant court or tribunal which would have a bearing on whether the Company is in fact liable to indemnify the officer under clause 37(a)(i). If after the Company makes the advance, the Board forms the view that the Company is not liable to indemnify the officer, the Company may recover any advance from the officer as a debt due by the officer to the Company.
- (e) The indemnity in this clause 37:
 - (i) is a continuing obligation and is enforceable by a person to whom this clause 37 applies even though that person may have ceased to be an officer of the Company or of a related body corporate;
 - (ii) operates only to the extent that the loss or liability is not covered by insurance, provided that, if the terms of insurance cover require the Company, if legally permitted to do so, to indemnify an officer in respect of a claim against him or her and then to seek reimbursement of the Company from the insurer, then the indemnity in this clause 37 applies.
- (f) For the purposes of this clause 37, **officer** means:
 - (i) a Director;

- (ii) a Company Secretary;
- (iii) a Chief Executive Officer;
- (iv) a person who has formerly been a Director or Secretary or Chief Executive Officer of the Company; and
- (v) such other officers or former officers of the Company or its related bodies corporate as the Board in each case determines.

38. Insurance

- (a) To the extent permitted by law and subject to the restrictions in section 199B of the Corporations Act the Company may pay or agree to pay a premium for a contract insuring a person who is (or has been) an officer of the Company (including a related body corporate) against any liability incurred by the person as an officer of the Company or as a member of the Committee for Australia of the Institute.
- (b) Despite anything in this Constitution, a Director is not precluded from voting on a contract (or proposed contract) of insurance, merely because the contract insures (or would insure) the Director against a liability incurred by the Director as an officer of the Company (or of a related body corporate) or as a member of the Committee for Australia of the Institute.

39. Savings

Nothing in clauses 37 or 38:

- (a) affects any other right or remedy that a person to whom those clauses apply may have in respect of any loss or liability referred to in those clauses; or
- (b) limits the capacity of the Company to indemnify or provide insurance for any person to whom those rules do not apply.

40. Right of access to Company books and to take copies

- (a) A Director may inspect the books of the Company with respect to legal proceedings to which that person is a party, proposes in good faith to bring or which the person has reason to believe will be brought against them.
- (b) A person who has ceased to be a Director may inspect the books of the Company in accordance with the law as it is from time to time and this right continues for such period as the law provides.
- (c) The Company may enter into a deed of access with individual persons who may or have ceased to be a Director extending such rights, provided that the Board considers that it is an appropriate protection of a former Director to do so.
- (d) A person who is presently a Director or has been a Director of the Company may inspect and make copies of books or parts of books to the extent provided by law or permitted by the Company in the discretion of the Board and shall have the same right of such inspection as a current Director has pursuant to the law.

41. General

41.1 Submission to jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of New South Wales, the Federal Court of Australia and the courts which may hear appeals from those courts.

41.2 Prohibition and enforceability

- (a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

This Constitution of the Company is effective from 1 December 2022.