

THE INSTITUTE OF CHARTERED SECRETARIES AND ADMINISTRATORS
Rules with respect to the Committee for Australia and the Australian Division

1 The Australian Division and the Committee for Australia - Preamble

1.1 The Institute of Chartered Secretaries and Administrators (The “Institute”) has designated as a Division of The Institute, an Australian Division comprising the members of The Institute in:

- (a) the Commonwealth of Australia and its Territories;
- (b) Papua New Guinea; and
- (c) the Solomon Islands,

and may from time to time amend the places or jurisdictions included in the Australian Division.

1.2 Pursuant to its Bye-laws, the Council of The Institute (the “Council”) has resolved to delegate certain responsibilities and powers with respect to the Australian Division and its members to a committee established by the Council called the “Committee for Australia” (“CFA”). The decisions of the Council with respect to the appointment, composition, basic constitution and delegated responsibilities and powers of the CFA are contained in a document called the “Delegation Agreement”, executed by ICSA and two members appointed by the CFA in or about November, 2000.

The delegations to the CFA provide for it to have the responsibilities set out in the Delegation Agreement, including but not limited to:

- (a) the setting of examinations of The Institute for the Australian Division;
- (b) the making of rules with respect to examinations and exemptions from them under the Bye-laws of The Institute, but subject to Bye-laws 22.3 and 23.1;
- (c) the election of members of The Institute and the Admission of Graduates pursuant to the Bye-laws of The Institute;
- (d) all aspects of The Institute’s activities in its Australian Division, including responsibilities for servicing the conduct of the affairs of The Institute in its Australian Division and managing the assets, liabilities, income and expenditure, and other matters, for which the Company has agreed to accept responsibility on sub-delegation from the CFA under an agreement between The Institute and the Company entered into in the course of the year 2000.

but excepting:

- (e) the setting, regulation and monitoring of professional standards;
- (f) the exercise of the power to make, revoke, amend or add to any Bye-law of the Council;
- (g) disciplinary investigations and decisions; and

- (h) any other matter reserved to the Council by the Bye-laws which may not be delegated to the CFA.

In discharging its delegated responsibilities, the CFA generally seeks to further the objects set out in clause 4 of the Royal Charter of The Institute.

- 1.3** Pursuant to the terms of the delegation to it by the Council, the CFA is bound by the Charter of The Institute and by its Bye-laws, the resolutions of the Council relating to the structure for the affairs of the Australian Division and by the terms of the delegations in the “Delegation Agreement” issued by the Council pursuant to its authority and other delegations by resolutions of the Council.
- 1.4** The delegations from the Council of The Institute to the CFA include a power in the CFA to sub-delegate any of the powers granted to it and the performance of all services, tasks, and other matters relating to the affairs of the Australian Division with respect to which it has powers and responsibilities to Chartered Secretaries Australia Ltd ABN 49 008 615 950 (the “Company”), provided that The Institute does not delegate to the CFA and the CFA may not delegate to the Company:
 - (a) the setting regulation and monitoring of professional standards;
 - (b) the exercise of the power to make, revoke, amend or add to any Byelaw conferred on the Council in Article 17 of the Charter of The Institute; and
 - (c) disciplinary investigations and decisions.
- 1.5** The Institute has also delegated to the CFA the power to appoint a corporate representative of The Institute as The Institute member of the Company to represent The Institute member at general meetings of the Company and for other purposes agreed between the CFA and the Company.
- 1.6** Pursuant to the Delegation Agreement, the CFA is given power to make rules for its governance and that of the Australian Division of The Institute with respect to:
 - (a) the system of election of members of the CFA;
 - (b) the arrangements for a rotation of members of the CFA;
 - (c) the appointment of a Chairman and other honorary officers and their titles and responsibilities; and
 - (d) the arrangements for general meetings of members of The Institute residing in the Australian Division,provided that the rules made by the CFA must be first approved by the Council before they come into operation. This document contains rules made by the Council in establishing the CFA, and may be amended from time to time by the CFA subject to Council approval. They are intended to govern the membership and procedures of the Australian Division of The Institute and the affairs and procedures of the CFA.
- 1.7** The affairs of the CFA and of the Australian Division must be conducted in accordance with these rules as amended, from time to time.
- 1.8** Pursuant to the Delegation Agreement, the CFA must uphold the Charter and Bye-laws of The Institute and observe all rules, regulations and directions from time to time made or issued by the Council.

- 1.9** The Institute has agreed to delegate authority to members of the CFA to enter a Service Agreement with the Company for it to provide management, administration and other services to the CFA, to the members of The Institute in the Australian Division and to The Institute itself in respect of its affairs including those of its Australian Division. Pursuant to that agreement, CFA is to be provided with all management, administration and other services which it reasonably requires in connection with the exercise of its powers and discharge of its responsibilities with respect to the affairs of The Institute in the Australian Division and with respect to the members of that Division and applicants for membership.
- 1.10** These, the first Rules with respect to the Committee for Australia and the Australian Division, come into operation at the time designated for that purpose in the resolution of Council which either approves them or ratifies their prior approval by a Committee of the Council.

2 Members of the Australian Division

- 2.1** Members of the Australian Division of The Institute shall be all of the members of The Institute who are resident for the time being in the countries and territories which comprise the Australian Division, except for those referred to in rule 2.4.
- 2.2** Subject to decisions of The Institute from time to time on the principles or tests as to what constitutes residence in the Australian Division, for the purposes of rule 2.1, a member is resident in the Division if that person's principal place of residence is in one of the countries within the Division, even though they may temporarily relocate to another jurisdiction for the purposes of working or for any other purpose, with the intention to return to Australia as that person's permanent place of residence.
- 2.3** For the purposes of, but subject to rule 2.2, a temporary relocation is a period of absence on a full-time basis outside the countries comprising the Division for up to one year. With the approval of the Council of The Institute, that period of temporary relocation may be extended in any particular case or classes of case.
- 2.4** Those members of The Institute who are normally resident in a country other than those comprising the Australian Division and who are temporarily relocated to Australia or one of the other countries in the Australian Division, but who do not choose to transfer onto the register of members in the Australian Division, will not be members of the Australian Division during their period of relocation into a country within the Australian Division.
- 2.5** A decision of The Institute including any decision of the CFA under power delegated to it by the Council of The Institute on whether a member of The Institute is resident in the Australian Division shall be conclusive as between CFA and the Company until altered by the CFA or the Council.

3 General meetings of the Division

3.1 Convening general meetings of the Australian Division

- (a) An Annual General Meeting of the members of the Australian Division (“AGM”) shall be held once in every calendar year.
- (b) The CFA, with such assistance from the Company as it requires, must convene an AGM to be held in each year and may convene such other general meetings of the Australian Division as it considers desirable.

3.2 Reporting year

The relevant year for the purposes of reporting to the AGM shall be the same as the financial year of the Company, from time to time, unless agreed otherwise by the CFA.

3.3 Business at the Annual General Meeting

- (a) At each AGM, the CFA will report to members on its conduct of the affairs of The Institute in its Australian Division and its activities with respect to the interests of members of The Institute in the Australian Division in the prior year and will require a report to be given by the Company to CFA for presentation to the members and inclusion in the notice to members of the meeting on its performance of the Service Agreement, for the purpose of the CFA’s report to members.
- (b) The ordinary business of the Australian Division at its AGM will include the election to office of the CFA in accordance with these rules and clause 3 of the Delegation Agreement.

3.4 Appointment and election of CFA members

(a) CFA Members

To be a member of the CFA, a person must be a Fellow of The Institute resident in the Australian Division. A member of the CFA who ceases to meet that qualification, or whose subscription remains unpaid for more than two calendar months, automatically ceases to hold office on the CFA and his or her position may be filled by an appointment by the remaining members of the CFA to the casual vacancy thus created, pursuant to this rule 3.4.

(b) The first CFA

The members of the CFA as and from its establishment shall be as follows:

- (1) The first CFA shall consist of fourteen members being twelve (12) members appointed as set out in this Rule 3.4 and two members ex officio. The twelve members shall consist of six Fellows elected as members of the CFA by the Branch Councils of the Company, the three most recent Past Presidents of the Australian Division, if three are willing and able to serve, or such lesser number if less than three are so willing and able to serve, and three Honorary Officers appointed by the elected members and Past Presidents acting as the CFA for the purpose of the appointments. The two ex

officio members of the CFA shall be the President and the Immediate Past-President of The Institute as they are from time to time.

- (2) The six elected members of the CFA referred to in rule 3.4(b)(1) shall be elected by the Branch Councils of the Company for the States of Australia in the Australian Division prior to the establishment of the CFA as follows. The Branch Councils:
 - (A) of New South Wales and Queensland shall each elect one Fellow to be a member of the CFA each for a term of three years each;
 - (B) of South Australia and Tasmania shall each elect one Fellow to be a member of the CFA each for a term of two years;
 - (C) of Victoria and Western Australia shall each elect one Fellow to be a member of the CFA for a term of one year.
 - (3) The persons elected pursuant to rule 3.4(b)(2) shall take office as members of the CFA immediately on its establishment.
 - (4) The three most recent Past Presidents of the Australian Division referred to in Rule 3.4(b)(1) shall automatically take office as members of the CFA on its establishment.
 - (5) The three Honorary Officers referred to in rule 3.4(b)(1) shall comprise the offices of President and two Vice Presidents, each to be elected separately by the board of the Company from among its members prior to the establishment of the CFA.
 - (6) The election of the three Honorary Officers pursuant to rule 3.4(b)(5) shall take place prior to the election of the six members of the CFA by Branch Councils pursuant to rule 3.4(b)(2), and such members elected as Honorary Officers shall not be eligible for election as members of the CFA pursuant to that rule 3.4(b)(2).
 - (7) Each Honorary Officer shall serve as such for a period of one year from the time of establishment of the CFA but is eligible to be appointed and serve as an Honorary Officer for a further term of one year immediately following his or her first term of one year.
 - (8) Each member elected in accordance with rule 3.4(b)(2) shall retire at the end of their respective term of office specified in that rule but each shall be eligible for re-election at the end of that term - for a subsequent term of three years in accordance with these rules.
- (c) **Membership of the CFA following the elections and appointments to it provided for by rule 3.4(b)**

Following the initial elections and appointments to the first CFA the composition of the CFA from time to time shall be determined as follows.

- (1) There shall be an election for membership of the CFA once in each year at the Annual General Meeting (“AGM”) of the Australian

Division for that year. Each person so elected shall hold office from the first day of the year following his or her election.

- (2) Two elective positions on the CFA shall be filled at each AGM. To be eligible for election to one or other of those positions, a person must be
 - (A) a current Fellow of the Institute resident in the Australian Division
 - (B) a fully paid up financial member of the Australian Division, and
 - (C) resident in the State in the Australian Division in which the member of the CFA retiring in accordance with Rule 3.4(c), whose position is to be filled, was resident on his or her most recent appointment or election to membership of the CFA.

Each person to be elected to the CFA at an AGM shall be appointed by a resolution of the members of the Australian Division at that AGM, voting in person or by proxy, other than where a declaration is made pursuant to rule 3.4(d)(4).

- (3) The positions on the CFA to be filled at an AGM shall be the positions of those Fellows, not being in office as a Past President or Honorary Officer, whose terms of office will expire at the end of the year in which the AGM is held, whether those Fellows were elected to office or appointed to office by other members of the CFA following the appointment of an Honorary Officer initially elected or following a vacancy otherwise occurring.
- (4) The three positions on the CFA to be filled by Past Presidents of the Australian Division willing and able to serve shall be filled by the three immediate Past Presidents willing and able to serve. If at any time a person, who is a more recent Past President (“Recent President”) than one or more of those currently in office as a member of the CFA by reason of being a Past President, states his or her willingness and availability to serve as a member of the CFA, he or she shall immediately take office as a member of the CFA in place of the longest serving Past President.
- (5) Prior to the end of each year the CFA, shall meet and select and appoint the persons who are to be the three Honorary Officers of the Australian Division as President and two Vice-Presidents respectively for the coming year. Each Honorary Officer so selected shall hold office from the first day of the year following his or her selection.
- (6) Where an Honorary Officer is appointed prior to the expiration of that person’s remaining term of office on CFA, a vacancy for that unexpired term is deemed to be available from the commencement of the next forthcoming year of office on the CFA and those persons who are to be the members of CFA from the commencement of that next forthcoming year of office shall

appoint a Fellow in accordance with rule 3.4(c)(8) to fill each such deemed vacancy from that commencement, each such Fellow to be appointed separately to a specific office on the CFA deemed to be vacated and the person so appointed shall hold office for the unexpired term of the person whose office the person appointed is intended to fill, but shall be eligible for re-election pursuant to rules 3.4(c)(1), (2) and (3).

- (7) Each member of the CFA who has been elected to office on the CFA at an AGM shall hold office for a term of three years provided that any such elected member of the CFA who has been appointed as an Honorary Officer shall hold office as an Honorary Officer for a term of one year but is eligible for reappointment to a position as Honorary Officer for a further term of one year. A person appointed to fill the vacancy deemed to arise on the appointment of a person elected to be a member of the CFA and subsequently appointed to be an Honorary Officer, shall serve for the unexpired part of the three year term of the person elected and subsequently appointed to be an Honorary Officer. A person serving a term of office on the CFA of three years shall be eligible for re-election for one further consecutive term of three years and may then be elected to office on the CFA only after ceasing to be a member of it for one year.
- (8) Whenever a casual vacancy arises on the CFA for any reason, including but not limited to a member becoming so physically or mentally impaired as to be unfit to serve as a member of the CFA, the remaining members of the CFA may appoint a Fellow to the CFA for the unexpired part of the term of office of the person so ceasing to be a member of the CFA. Any such person so appointed shall be a Fellow of the Australian Division resident in the State of the Australian Division in which the member whose position is to be filled was resident on his or her most recent appointment or election to the CFA.

(d) Election at AGM

The following rules shall apply to the holding of an election at each AGM to office on the CFA.

- (1) Each candidate for election as a member of the CFA at an AGM must be nominated by two other Fellows of The Institute and consent in writing to serve if elected.
- (2) Nominations for election to membership of the CFA must be received at the Principal Office no later than 60 days before the day appointed for the holding of the AGM at which an election of members of the CFA is to be held..
- (3) Completed nomination forms must be lodged, on or before the date for close of nominations, with the Australian Secretary at the Company's Principal Office.

- (4) If the number of persons nominated for election to membership of the CFA does not exceed the vacancies to be filled at the AGM, then those nominated are to be declared elected at the AGM.
- (5) If more candidates are nominated than there are vacancies to be filled at the AGM, then an election shall be held at the AGM.
- (6) 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. The candidates receiving the highest number of votes, whether in person or by proxy, attorney or representative voting shall be declared elected until all positions on the CFA to be filled at the meeting have been filled. Where two or more candidates receive equal numbers of votes, those to be declared elected shall be chosen by lot and that shall be conducted by the Australian Secretary.
- (7) The CFA 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 including any decision about the interpretation and application of these rules, including a decision as to their modification deemed by the CFA to be necessary.

3.5 Notices of general meetings of the Australian Division including the AGM

- (a) At least 21 clear days notice must be given of a general meeting including an AGM to each person who is at the date of the notice according to the records kept or maintained by or for the CFA, a member of The Institute in its Australian Division.
- (b) A notice of a general meeting must specify the date, time and place of the meeting and state the general nature of general business to be transacted at the meeting and set out specific resolutions proposed for consideration at the meeting.
- (c) A person to whom notice must be given of any general meeting may waive notice by written advice to the Australian Secretary.
- (d) 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 rule does not invalidate any act, matter or thing done or resolution passed at the general meeting if the non-receipt or failure was due to accident or error, or before or after the meeting the person waives notice of that meeting or notifies the Australian Secretary of the person's agreement to the act, matter, thing or resolution passed or done at the general meeting by oral or written notice to the Australian.
- (e) A person's attendance at a general meeting waives any objection that the person may otherwise have had to a failure to give that person notice or the giving of a defective notice.

- (f) The chair of the general meeting, in his or her discretion, determine that the meeting be adjourned to a time and place fixed at the meeting by the chair or subsequently notified to members of the Australian Division by the Australian Secretary.
- (g) The CFA may, by resolution, cancel or postpone any general meeting called by it, notwithstanding that notice of it has been given to members and may decide to withdraw or postpone consideration of a motion of which notice has been given in which even it does not have to be put at the general meeting.

3.6 Quorum

- (a) The quorum for an AGM or other general meeting of the Australian Division shall be 5 members present in person or by proxy, representative or attorney.
- (b) If a quorum is not present, at a general meeting other than an AGM, within 30 minutes the meeting lapses.

3.7 Chair of general meetings

The Australian President shall chair all general meetings, if present within 15 minutes from the time appointed for its commencement, failing which a Vice-President, if either is present and willing to serve shall act as chair but if both are, that Vice-President whose surname is first alphabetically shall take the chair, failing which any other member of the CFA present and willing to chair the meeting may be chosen by agreement of the majority of members of the CFA present at the meeting. In the event that no member of the CFA is present and willing to chair the meeting, members of the Australian Division may choose a person as chair from among the members of the Australian Division present and willing to serve.

3.8 Conduct of general meetings

The chair of the general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in his or her opinion necessary or desirable for proper and orderly debate or discussion, including rules limiting the time that a person present may speak on a motion or other item of business before the meeting and any considered desirable for the proper and orderly casting or recording of votes at the general meeting, and whether on a show of hands or in a poll, including the appointment of any scrutineer.

3.9 Voting

- (a) Except in the case of any resolution which these rules require to be decided by a special majority, questions arising at a general meeting are to be decided by a majority of votes by the members present at the meeting.
- (b) At a general meeting each member present in person or by proxy or attorney has one vote.
- (c) In the case of an equality of votes, the motion is lost. The chair of the meeting does not have a casting vote.

- (d) Unless a poll is demanded, questions to be decided at general meeting shall be decided by a show of hands.
- (e) Unless a poll is duly demanded, a declaration by the chair of the general meeting that a resolution has on the show of hands been carried or carried unanimously or carried by a particular majority or lost is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- (f) If a poll is demanded before a vote is taken on a question for decision at a general meeting or before or immediately after the declaration of the result of the show of hands, whether by the chair or by at least five members present in person or by proxy and having a right to vote on the resolution, then a poll shall be conducted.
- (g) If a poll is duly demanded at general meeting, it will be taken at such manner and either at once or before or after an interval or adjournment or otherwise as the chair of the meeting directs and the result of the poll will be a resolution of the meeting at which the poll was demanded.
- (h) A poll cannot be demanded at a general meeting on the question of election of a person to be chair of the meeting.

3.10 Proxies

- (a) The notice of a general meeting including an AGM shall have attached to it a form of proxy paper which will enable the member to appoint a proxy for the purposes of voting and speaking generally at the meeting on behalf of the member granting the proxy.
- (b) Appointment of a proxy is valid if it is signed by the member of the Australian Division making the appointment and contains the following information:
 - (1) the member's name and address;
 - (2) the proxy's name; and
 - (3) the specified general meeting of the Australian Division of The Institute for which it is an appointment of a proxy.

The form of appointment must be signed by the member. A copy of a signature on a facsimile or an electronic message from what appears to be from the member shall suffice in the case of proxies.

- (c) A proxy may only be appointed for a specified meeting and may not be a standing appointment or for more than one meeting. A proxy may be appointed only in respect of a specific proposed motion or motions or, generally, for purposes, including but not limited to voting on procedural motions.
- (d) The proxy form shall give the member an opportunity to direct his or her proxy how to vote on any resolution proposed to be put and of which notice is given in the notice of the meeting.

- (e) An appointment of a proxy may direct the way the proxy is to vote on a particular resolution provided that proxy need not vote on a show of hands:
 - (1) if the proxy does vote on a poll, the proxy must vote as directed;
 - (2) if the proxy is the chair or a current member of the CFA, the proxy must vote on a poll and must vote on any motion of which notice has been given, if directed as to how to vote, in the way he or she is directed to vote;
 - (3) if the proxy is not the chair , the proxy need not vote on a poll, but if the proxy does so the proxy must vote as directed; and
 - (4) proxy may vote in a show of hands and must then vote as directed provided that no proxy, including the chair is required to vote on a show of hands.
- (f) A proxy has the same right to speak and to join a demand for a poll at the general meeting as the member.
- (g) A proxy must be a member of The Institute in its Australian Division who has a current right to vote.
- (h) The proxy form must be addressed to the Australian Secretary and deposited or received by post at the address specified in the notice of meeting, or received by facsimile at a facsimile number, or by electronic mail at an electronic address, if any, specified in the notice of meeting, at least 48 hours before the time appointed for the commencement of the meeting.
- (i) If a member who has appointed a proxy for the meeting on a proposed motion but attends and votes, the member's proxy is revoked to that extent, but not in respect of other votes or by the proxy on behalf of the member where the member does not vote.

3.11 Notices to members

- (a) A notice may be given by the CFA on behalf of the Australian Division, to a member, by serving it personally at or by sending it by post to the member's address as shown in the register of members or to such other address or to a facsimile number or electronic address which the member has supplied to the Australian Secretary for the giving of notices to that member and which the member has not altered by notice received by the Australian Secretary.
- (b) If a notice is posted to a member, it is treated as served when it is posted.
- (c) The accidental omission to send a notice of meeting of the Australian Division to a member will not invalidate any resolution or decision at the general meeting.
- (d) A notice may be given by the CFA to the Company by posting or delivering the notice or by sending it by facsimile or to an electronic address provided from time to time by the Company, provided that it is not given until received.

3.12 Officers

The positions of Honorary Officer of the Australian Division shall be the Australian President and two Vice-Presidents, each to be appointed as provided in rule 3.4, for a term of one year, subject to being eligible for reappointment for a further consecutive term of one year.

3.13 Meetings of CFA

- (a) A meeting of the CFA may be called by the Australian President or on the requisition of any three CFA members.
- (b) 10 clear days notice shall be given of any meeting of the CFA, unless in the Australian President's opinion a matter needs to be dealt with urgently, in which case a meeting may be held at short notice by telephone conference call provided that reasonable attempts are made to give notice of the meeting to all members of the CFA.
- (c) A notice of meeting of the CFA must give an indication of the business to be transacted at the meeting, but that indication shall not limit the transaction of other business.
- (d) A quorum for a CFA meeting shall be five CFA members present in person.
- (e) If a quorum is not present within 30 minutes of the time at which the meeting has been called, the meeting shall lapse.
- (f) A CFA member may appoint another current CFA member as his or her proxy for a specific meeting of the CFA by notice in writing to the Australian Secretary which must be received at the Principal Office of the Company at least 48 hours before the time scheduled for the commencement of the CFA meeting. The notice of appointment of the proxy may be in any form which makes clear the appointing CFA member's intention and the identity of the person appointed as proxy and the proxy form may be received by post, by hand, by facsimile to a facsimile machine or by electronic transmission to the electronic address of the CFA at the Principal Office of the Company. The attendance at the CFA meeting by the appointor revokes the proxy.
- (g) Notices of meeting of the CFA must also be sent at the same time as they are sent to members of the CFA to the Institute.

3.14 Voting

- (a) Motions at CFA meetings shall be decided by a show of hands. A declaration of a vote in the minutes is conclusive.
- (b) If a vote is equal, the motion is lost. The chair does not have a casting vote.

3.15 Telephone and electronic meetings

- (a) The CFA may meet for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the members of the CFA sufficient to constitute a

quorum, constitutes a meeting of the CFA and all the provisions in these rules relating to meetings of the CFA apply, so far as they can and with such changes as are necessary, to meetings of the CFA by telephone or other electronic means.

- (c) A member of CFA participating in a meeting by telephone or other electronic means is to be taken to be present in the person of the meeting.
- (d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chairman of the meeting provided that at least one of the CFA members involved was at that place for the duration of the meeting.

3.16 Circulating resolutions

- (a) If:
 - (1) all of the members of the CFA other than:
 - (A) any CFA member on leave of absence approved by the CFA;
 - (B) any CFA member who disqualifies himself or herself or is disqualified by the remaining members of the CFA on reasonable grounds from considering a matter before a CFA meeting or from voting on it on the ground that he or she has a conflict of interest or is personally materially interested in the matter;assent to a document containing a statement to the effect that a matter or thing is being done or a resolution is being passed; and
 - (2) the members of the CFA who consent to the document would have constituted a quorum at a meeting of the CFA held to consider that act, matter, thing or resolution;then that matter or resolution is to be taken as having been done at or passed by a meeting of the CFA.
- (b) For the purposes of this rule 3.16:
 - (1) the meeting is to be taken as having been held;
 - (A) if the members of the CFA assent in writing to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to a CFA member; or
 - (B) if the CFA members assented in writing to the document on different days, on the day on which, and at the time at which, the document was last assented to by a CFA member;
 - (2) two or more separate documents in identical terms each of which is assented to by one or more CFA members are to be taken as constituting one document,
- (c) Where a member of the CFA signifies assent to a document otherwise than by signing the document, the CFA member must by way of confirmation

sign the document at the next meeting of the CFA attended by that CFA member, but failure to do so does not invalidate the matter or resolution to which the document relates.

4 Branch Councils and Committees

- 4.1** The CFA may establish committees of the CFA to be called “Branch Councils” with such responsibilities and powers, including any power of sub-delegation, in respect of such powers and responsibilities in relation to such areas, members of The Institute, or such functions of the Australian Division as the CFA in its discretion from time to time decides and with such composition, procedures and finance as the CFA decides.
- 4.2** The CFA may establish committees of the CFA with terms of reference specified by the CFA pursuant to Bye-law 36 of the Bye-laws.
- 4.3** Any committee of the CFA shall be chaired by a CFA member, but may include members of The Institute who are not members of the CFA or other persons appointed by the CFA.

5 Execution of documents

To the extent that the Council authorises the CFA to exercise any power of the Council with respect to approve and bind The Institute to an agreement, transaction or act to appoint signatories with authority to execute documents on behalf of the Council and The Institute, those persons who may execute documents on behalf of the CFA will be as appointed by the CFA in the event that Council does not designate the signatories.

6 Chief Executive

The Chief Executive of the Company from time to time shall be the Chief Executive of the Australian Division of The Institute, ex officio.

7 The Australian Secretary

The Secretary of the Company from time to time shall be the Australian Secretary of the Australian Division, ex officio. The Australian Secretary must ensure that minutes are kept of every meeting of the members of CFA, its committees and of general meetings of the members. The CFA shall further define the role of the Australian Secretary from time to time but that role shall include the sending of notices of meetings of the Company to ICSA.

8 Service agreement with the Company

- 8.1** Provided that the Council of The Institute has delegated to the CFA the power to approve a service agreement between The Institute and Chartered Secretaries

Australia Limited, the CFA may approve the agreement on its terms for execution on behalf of The Institute.

- 8.2** For the purposes of execution of the agreement, if the Council has appointed signatories, then the agreement shall be executed if approved by those signatories on behalf of The Institute. In the event that the Council has not appointed specific signatories but has delegated to the CFA the power to appoint signatories, then the CFA shall by resolution appoint two signatories or such other number of signatories as is required for the purposes of executing the document on behalf of The Institute.

9 Definitions and interpretation

(a) Definitions

“Australian Secretary” means the Australian Secretary of the Australian Division appointed ex officio pursuant to rule 7.

“Bye-laws” means the Bye-laws of The Institute as amended or replaced from time to time.

“CFA” means the committee of The Institute for the Australian Division of The Institute as reconstituted or established by the Council of The Institute pursuant to The Institute’s Bye-laws.

“Company” means Chartered Secretaries Australia Ltd ABN 49 008 615 950, as renamed from time to time.

“Delegation Agreement” means the document which contains the statement of the responsibilities and powers delegated to the CFA by resolution of the Council with power in the CFA to sub-delegate matters for which it has delegated responsibility and rights to the Company; the document not being intended to be a contract between The Institute and any entity, but a statement of the delegated powers and responsibilities of the CFA.

“Principal Office” is the office designed by the CFA from time to time as the Principal Office.

“Service Agreement” means the agreement between the Company and the appointed delegate acting for and on behalf of The Institute made in or about November, 2000, as varied by mutual agreement from time to time.

(b) Interpretation

In this document:

- (1) references to the establishment of the CFA shall be taken to refer to its appointment pursuant to resolutions of the Council under Bye-laws adopted on 13 December 1999 and the date of its establishment shall be the date specified by the Council of The Institute on the advice of the Company;
- (2) headings and boldings are for convenience only and do not affect the interpretation of this agreement and, unless the context otherwise requires:
- (3) words importing the singular include the plural and vice versa;
- (4) words importing a gender include any gender;

- (5) other parts of speech and grammatical forms of a word or phrase defined in this agreement have a corresponding meaning;
- (6) an expression importing a natural person includes any Company, partnership, joint venture, association, corporation or other body corporate and any Governmental Agency;
- (7) a reference to any thing (including, but not limited to, any right) includes a part of that thing but nothing in this rule implies that performance of part of an obligation constitutes performance of the obligation;
- (8) a reference to a part, rule, party, annexure, exhibit or schedule is a reference to a part and rule of, and a party, annexure, exhibit and schedule to, this document and a reference to this agreement includes any annexure, exhibit and schedule;
- (9) a reference to a statute, regulation, proclamation, ordinance or Bye-law includes all statutes, regulations, proclamations, ordinances or Bye-laws amending, consolidating or replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and Bye-laws issued under that statute;
- (10) a reference to a document includes all amendments or supplements to, or replacements or novations of, that document;
- (11) a reference to a party to a document includes that party's successors and permitted assigns;
- (12) a reference to a document includes any agreement in writing, or any certificate, notice, instrument or other document of any kind and a reference to writing includes references to printing, photograph, facsimile or the reproduction of words electronically;

Unless the contrary intention appears, a word or expression in this agreement which is contained in the Charter or Bye-laws of The Institute or in an instrument delegating powers to the CFA has the same meaning as in that document.

11 October 2000

