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# Constitution

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Australasian Sonographers Association Limited

Approved by the Members on 13 June 2025

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# The Constitution of Australasian Sonographers Association Limited

## Preliminary

### 1 Definitions and Interpretation

In this Constitution, the following expressions have the following meanings unless there is something in the subject or context which is inconsistent;

**“Accredited Medical Sonographer Member”** means a person who meets the eligibility requirements set out in clause 8.1 and who has been admitted to membership of the Company in accordance with this Constitution;

**“Act”** means the Corporations Act 2001 (Commonwealth);

**“ACNC Act”** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth) or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework for the not-for-profit sector, and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not-for-profits Commission under that Act;

**“Annual General Meeting”** means a General Meeting convened in accordance with clause 28.1 for the purposes described in clause 28.2;

**“Applicable Not-for-Profit Law”** means any law relating to the regulation of charities or not-for-profit entities applicable to the Company, including the ACNC Act, the Charities Act, each Charitable Fundraising Act, the Tax Act, section 150 of the Corporations Act and any Rulings or requirements of any commissioner or body under any such law, having application to the Company;

**“ASIC Act”** means the Australian Securities and Investments Commission Act 2001 (Commonwealth);

**“Board”** means the board of Directors of the Company;

**“Casual Director”** means an Eligible Member appointed as a Director pursuant to clause 33;

**“Company”** means Australasian Sonographers Association Limited, ACN 110 414 349;

**“Company Secretary”** means any person appointed as the company secretary of the Company and includes any assistant or acting company secretary;

**“Constitution”** means this constitution as amended, substituted or supplemented from time to time;

**“Director”** means a director of the Company;

**“Eligible Member”** means an Accredited Medical Sonographer Member whose rights to vote at General Meetings or in a ballot to elect General Directors has not been suspended or cancelled;

**“External Director”** means a Director appointed pursuant to clause 30;

**“Financial Year”** means 1 July to 30 June;

**“General Director”** means a Director appointed pursuant to clause 31;

**"General Meeting"** means a meeting of the Members of the Company;

**"Governance Policy"** means a policy created pursuant to clause 48.1 of this Constitution;

**"Member"** means an Accredited Medical Sonographer Member or a Non-voting Member;

**"Non-voting Member"** means a person who meets the eligibility requirements for any class of membership set out in any Governance Policies created or amended in accordance with clause 7.1(b) and who has been admitted to membership of the Company in accordance with this Constitution;

**"Objects"** means the objects of the Company set in clause 3.1;

**"Person"** means a natural person;

**"President"** has the meaning given to it in clause 42;

**"Simple Majority"** means more than half of the votes cast at a meeting by persons who are present at the meeting;

**"Special Resolution"** has the meaning given to that term in the Act;

**"Vice President"** has the meaning given to it in clause 42; and

**"Virtual Meeting Technology"** means technology which enables a meeting to be held wholly or partially by telephone, video or any other technology (or any combination of these technologies), and which permits a person to attend the meeting without being physically present, and to hear and speak with all other participants.

1.1 In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes all other genders;
- (c) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has the corresponding meaning;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to any legislation includes any subordinate legislation and any amendment, substitution, consolidation or re-enactment of that legislation or its subordinate legislation; and any applicable authorisation or licence granted thereunder;
- (f) the headings in this Constitution do not form part of or affect the interpretation of this Constitution;
- (g) a reference to any clause or sub-clause is to a clause or sub-clause of this Constitution; and
- (h) a reference to any period of time (e.g. month) is a reference to the calendar period of the time (e.g. a calendar month).

1.2 The replaceable rules contained in the Act do not apply to the Company.

1.3 While the Company is a charity, the Act and the ACNC Act override any clauses in this Constitution which are inconsistent with those Acts.

## 2 Type of Company

- 2.1 The Company is a public company limited by guarantee.
- 2.2 The liability of the Members is limited.
- 2.3 Every Member of the Company undertakes to contribute to the property of the Company in the event of it being wound up while they are a Member or within one year afterwards for the payment of debts and liabilities of the Company before the time at which they cease to be a Member, and the cost, charges and expenses on winding up and for any adjustment of rights of contributories among themselves is such amount as may be required not exceeding twenty (20) Australian dollars.

## Objects and Powers

### 3 Objects

- 3.1 The Company is the professional organisation for Australasian sonographers and its purpose is to foster a sonography profession that delivers high quality ultrasound through sonographer expertise. The Company is a registered charity and its charitable purpose is to advance the health of the public and to advance the education of individuals performing ultrasound by undertaking the following activities:
  - (a) promoting and advocating for the advancement of the sonography profession;
  - (b) supporting and disseminating research that contributes to the sonography profession's body of knowledge;
  - (c) positioning sonographers as the experts and principal providers of diagnostic medical ultrasound;
  - (d) contributing to the quality and standards of sonography practice by developing recommendations for sonographers and the sonography industry;
  - (e) engaging with Government and other health care providers to improve the quality and accessibility of sonography services and the future supply of sonographers in the workforce;
  - (f) facilitating professional development opportunities through conferences, meetings, workshops and online activities;
  - (g) offering a broad range of opportunities for sonographers to advance their professional knowledge;
  - (h) advancing the education of those performing ultrasound and other people involved in sonography, including in less developed communities for improved health outcomes; and
  - (i) undertaking other actions or activities necessary, incidental or conducive to advance these objects.

### 4 Legal Capacity and Powers

- 4.1 The Company has:

- (a) the legal capacity and powers of a natural person;
- (b) all the powers of a company limited by guarantee under the Act and Applicable Not-for-Profit Law, including the powers to:
  - (i) borrow money;
  - (ii) give security by granting a floating charge over the Company's property; and
  - (iii) do anything that it is authorised to do by any other law.

## 5 Restrictions on The Use of Assets and Income

- 5.1 The Company will not be carried on for the profit or gain of the Members, either while it is operating or on winding up.
- 5.2 The assets and income of the Company must:
  - (a) only be used to pursue its Objects; and
  - (b) not be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member or Director except as provided for in clause 5.3.
- 5.3 The Company may use its income to pay in good faith, and at rates which are fair, reasonable and proper, or which are more favourable to the Company:
  - (a) the remuneration to the Chief Executive Officer where the terms of employment have been previously approved by a resolution of the Board;
  - (b) the remuneration of the Company Secretary;
  - (c) the remuneration of other employees of the Company;
  - (d) for goods supplied to the Company in the ordinary course of business;
  - (e) for professional, technical and other services provided to the Company;
  - (f) interest on borrowed funds;
  - (g) rent for property used by the Company;
  - (h) expenses incurred by or on behalf of a Director or a Member and reimbursable in accordance with the Constitution, or by an employee or contractor of the Company on official business of the Company; and
  - (i) such other payment, distribution or transfer as may be permitted by the Applicable Not-for-Profit Laws,

even if the recipient of such payment, remuneration or reimbursement is a Member or a Director.
- 5.4 The Company may provide services or information to the Members on terms which are different from the terms under which services or information are provided to persons who are not Members.

# Membership

## 6 Persons Who Are Members

- 6.1 Only individual persons who are over the age of 18 years can be Members.
- 6.2 The Members of the Company are:
- (a) The members at the date of the adoption of this Constitution; and
  - (b) any other persons who the Board or its delegate at their absolute discretion admit to membership in accordance with the Constitution.

## 7 Classes of Membership

- 7.1 Membership of the Company is divided into the following classes:
- (a) Accredited Medical Sonographer Members; and
  - (b) such other classes of membership, if any, as are set out in any Governance Policies provided always that such classes of membership may not be granted any rights to vote at General Meetings or in any election or ballot for General Directors.

## 8 Eligibility for Membership

- 8.1 Accredited Medical Sonographer Members must be registered with:
- (a) either the Australian Sonographer Accreditation Registry or any successor organisation which assumes responsibility for accreditation of sonographers in Australia;
  - (b) or the New Zealand Medical Radiation Technologists Board, or any successor organisation which assumes responsibility for accreditation of sonographers in Aotearoa/New Zealand.
- 8.2 Non-voting Members, if any, must meet the eligibility requirements for their class of Membership set out in any Governance Policies.

## 9 Rights of Members

- 9.1 Members do not have any rights, title or interest in any of the property, assets or income of the Company.
- 9.2 Subject to any disciplinary sanctions imposed on a Member in accordance with this Constitution and any applicable Governance Policies:
- (a) all Members have a personal right to:
    - (i) attend General Meetings;
    - (ii) participate in any conference organised by the Company;
  - (b) Accredited Medical Sonographer Members have a personal right to:
    - (i) be given notice of General Meetings;



- (ii) vote at General Meetings;
- (iii) nominate another Accredited Medical Sonographer Member to be a General Director;
- (iv) be nominated to be a General Director; and
- (v) vote in any ballot for the election of General Directors.

## 10 Responsibilities and Obligations of Members

### 10.1 All Members must:

- (a) support the objects of the Company; and
- (b) comply with the Constitution and the Governance Policies made in accordance with this Constitution; and
- (c) agree to the terms and conditions of membership set out in any Governance Policies, if any; and
- (d) inform the Company of any change in their names, physical address, email address, or occupation.

## 11 Initial Applications for Membership

### 11.1 Each application for membership must:

- (a) be in writing;
- (b) include the applicant's full name, postal address and email address
- (c) specify the class of membership for which the application is made;
- (d) include a statement agreeing to:
  - (i) comply with this Constitution;
  - (ii) comply with any Governance Policies made in accordance with this Constitution;
  - (iii) comply with the terms and conditions of membership for that class;
  - (iv) pay any membership and annual subscription fees, and other amounts payable to the Company, as and when they fall due;
  - (v) receive Company notices by email
- (e) contain such other required information if any, as is set out in any Governance Policies;
- (f) be accompanied by the relevant application fee and subscription fee;
- (g) if a form of application is specified in any Governance Policies, be in that form; and
- (h) if a person to receive applications is specified in any Governance Policies, be sent to that person or otherwise be sent to the Company Secretary.

### 11.2 The obligations in clause 11.1(d) survive the resignation of a Member until all annual subscription fees and other amounts payable by the Member are paid in full.

## 12 Admission to Membership

### 12.1 Applications for membership must be determined:

- (a) taking account of the requirements and standards for admission prescribed in the Constitution or in any Governance Policies, and the suitability for membership of the applicant; and
- (b) in a reasonable period of time after the application is made; and
- (c) in accordance with any procedures for the assessment of applications for membership set out in any Governance Policies

### 12.2 The Company may request further information from an applicant for membership if this is required to assess the suitability of an applicant for membership.

### 12.3 An applicant for membership must be notified of the decision as to whether or not to admit them as a Member as soon as practicable after their application has been decided.

### 12.4 Decisions made in accordance with this Constitution and any Governance Policies concerning applications for membership are final and no reasons for decisions will be given to applicants.

### 12.5 If an applicant is accepted for membership, the Company Secretary shall cause to be entered into the register of Members, the Member's:

- (a) full name;
- (b) membership number;
- (c) date of admission;
- (d) class of membership;
- (e) date of birth
- (f) gender
- (g) postal address
- (h) postal address for service of notice;
- (i) email address;
- (j) email address for service of notice
- (k) occupation; and
- (l) any other information required by the Act to be entered in the register

## 13 Annual Subscriptions and Other Fees

### 13.1 Annual subscriptions for Accredited Medical Sonographer Members and, if applicable, Non-Voting Members become due and payable on 1 July each year.

### 13.2 The Board must determine from time to time:

- (a) the application fees (if any) to be paid on application for membership of any class;

- (b) the amounts of the annual subscriptions to be paid by Accredited Medical Sonographer Members and any classes of Non-voting Members;
  - (c) any other amount(s) to be paid by Accredited Medical Sonographer Members and any classes of Non-voting Members, whether of a recurrent or any other nature; and
  - (d) the payment method(s) and the due date(s) for payment of any application fees or other amounts
- 13.3 As soon as practicable after the Board has made a determination in accordance with clause 13.2 the information determined must be notified to all Members and made available on the Company's website.
- 13.4 Each Member must pay to the Company the amounts determined under this clause 13 in accordance with clause 13.2(d).
- 13.5 The Board may, on application by a Member and at its absolute discretion:
  - (a) cancel, reduce or defer payment of any sum due from a Member in accordance with this Constitution; and
  - (b) cancel or suspend some or all of the Member's rights during any period during which payment is cancelled, reduced or deferred

## 14 Disciplinary Sanctions

- 14.1 The Board or its delegate with authority to take disciplinary decisions, may at any time start disciplinary proceedings against a Member if:
  - (a) the payment of any annual subscription or other amount by a Member is in arrears for more than 30 days; or
  - (b) in the opinion of the Board or its delegate:
    - (i) the Member demonstrates in word or deed that they no longer support the Objects; or
    - (ii) the Member is in breach of the Constitution or any Governance Policies; or
    - (iii) the Member is no longer suitable for membership following a breach of any professional obligations imposed on the Member by any rule, law or requirement concerning the practice of sonography or Sonographers; or
    - (iv) the Member has brought the profession of sonography or the Company into disrepute.
- 14.2 Sanctions which the Board or Its delegate may impose include, without limitation:
  - (a) suspending or cancelling some or all of a Member's rights; or
  - (b) suspending or cancelling a Member's membership.
- 14.3 The Board or Its delegate may not impose a financial penalty on a Member.
- 14.4 If the Board or Its delegate proposes to take any disciplinary action against a Member it must:
  - (a) give the Member written notice of the alleged circumstances or behaviour which gives rise to the potential disciplinary action, and the disciplinary sanctions being contemplated;

- (b) give the Member a reasonable opportunity to respond to the alleged circumstances or behaviour and to make representations concerning any disciplinary action, either in writing or, if requested by the Member, orally at a meeting with the Board or its delegate;
- (c) consider any response or representations made by the Member before making any decision in the matter;
- (d) give the Member written notice of its decision in the matter, which will be final and binding on the Member.

## 15 Cessation of Membership

15.1 The Board may immediately terminate a Member's membership if they:

- (a) cease to meet the eligibility requirements for their class of membership; or
- (b) have their membership terminated in accordance with clauses 14.1 to 14.4; or
- (c) die.

15.2 A Member may resign their membership at any time by notifying the Company in accordance with the requirements of any Governance Policies, or otherwise by notifying the Company Secretary in writing.

15.3 A Member's resignation takes effect from the date of receipt of their notice of resignation.

15.4 A Member's resignation or termination of membership in accordance with this Constitution does not relieve that person of their obligation to pay any moneys due or payable by them at the time of their resignation and does not entitle that person to a refund of any subscription fee or other amount paid in accordance with this Constitution.

15.5 A Member ceasing to be a Member for any cause shall not be entitled to make any claim of any kind whatsoever upon the Company or the Directors for damages or otherwise, or a claim upon the property or funds of the Company.

15.6 Clauses 15.4 and 15.5 continue to have effect after cessation of a person's membership, howsoever caused.

## Meetings of the Company's Members

### 16 Convening General Meetings

16.1 Any Director may convene a General Meeting.

16.2 The Board must convene a General Meeting on the written request of 150 Eligible Members provided that the request:

- (a) is in writing;
- (b) states any motion to be put to the meeting;
- (c) is signed by the Eligible Members making the request; and
- (d) is given to the Company Secretary.

- 16.3 For the purposes of clause 16.2 separate copies of an identical document setting out the request may be used for signing by Eligible Members
- 16.4 The Board must call the General Meeting within 21 days after a request is made in accordance with clause 16.2, and the meeting must be held not later than 2 months after the date of the request.
- 16.5 If following a request given in accordance with clause 16.2 the Board have not complied with the requirements of clause 16.4:
- (a) at least 75 of the Eligible Members who signed the request may call and arrange to hold a General Meeting;
  - (b) the meeting must be called in the same way--so far as is possible--in which General Meetings may be called in accordance with this Constitution, and the meeting must be held not later than 3 months after the date the request was made in accordance with clause 16.2; and
  - (c) the Company must pay the reasonable expenses incurred by Eligible Members who called the meeting in accordance with this clause.
- 16.6 Eligible Members with at least 150 votes that may be cast at a General Meeting may call and arrange to hold a General Meeting.
- 16.7 A General Meeting called in accordance with clause 16.6 must be called in the same way, so far as is possible, in which General Meetings may be called in accordance with this Constitution.
- 16.8 The Members calling a meeting in accordance with clause 16.6 must pay the expenses of calling and holding the meeting.

## 17 Members' Resolutions

- 17.1 A group of at least 150 Eligible Members may give the Company notice of a resolution which they propose to move at a General Meeting.
- 17.2 A notice given in accordance with clause 17.1 must:
- (a) be in writing;
  - (b) set out the wording of the proposed resolution;
  - (c) be signed by the Eligible Members proposing to move the resolution; and
  - (d) be sent to the Company Secretary.
- 17.3 For the purposes of clause 17.2 separate copies of an identical document setting out the request may be used for signing by Eligible Members;
- 17.4 If the Company has been given proper notice of a resolution under clause 17.1:
- (a) the resolution must be considered at the next General Meeting that occurs more than 2 months after the notice is given; and
  - (b) notice of the resolution must be given to all persons entitled to attend the meeting in accordance with clause 19.1 at the same time and in the same way as notice of a General Meeting, or as soon as practicable afterwards.

## 18 Members' Statements

- 18.1 A group of at least 150 Eligible Members may by notice given to the Company request the Company to give all Eligible Members a statement provided by the Eligible Members making the request about:
- (a) a resolution that is proposed to be moved at General Meeting; and
  - (b) any other matter that may be properly considered at a meeting of Members.
- 18.2 A notice given in accordance with clause 18.1 must:
- (a) be in writing; and
  - (b) be signed by the Eligible Members proposing to make the statement; and
  - (c) be sent to the Company Secretary.
- 18.3 For the purposes of clause 18.2 separate copies of an identical document setting out the request may be used for signing by Eligible Members;
- 18.4 After receiving a proper request made in accordance with clause 18.1, the Company must give a copy of the statement to all persons entitled to attend the meeting in accordance with clause 19.1 at the same time and in the same way as notice of a General Meeting, or as soon as practicable afterwards.

## 19 Persons Who May Attend General Meetings

- 19.1 Persons entitled to attend a General Meeting are:
- (a) each Member who is not suspended in accordance with this Constitution or any Governance Policies;
  - (b) each Director, the Company Secretary and the Company's auditor; and
  - (c) each person who is a Proxy of an Eligible Member.

## 20 Notice of General Meetings

- 20.1 At least 21 days' notice must be given of a meeting of the Company's Members.
- 20.2 A notice of a General Meeting must include:
- (a) if Members may attend in person, the place, date and time for the meeting,
  - (b) if the meeting is to be held in two or more places, the main location of the meeting;
  - (c) if the meeting is to be held wholly or partially using Virtual Meeting Technology, sufficient information to allow Members to participate in the meeting by means of the technology;
  - (d) a statement of the general nature of the business to be transacted at the meeting;
  - (e) if a Special Resolution is to be proposed at the meeting, a statement of the intention to propose the Special Resolution and the text of the proposed Special Resolution;
  - (f) where applicable, any notice of motion received from any Member or Director in accordance with clause 17;

- (g) a statement of the right for an Eligible Member to appoint a Proxy to attend and vote instead of the Eligible Member, including the information set out in clause 26.1, the requirements for appointing a Proxy set out in clause 26.2 and the ability for a Member to direct how the Proxy is to vote in accordance with clause 26.3.

20.3 A notice of a General Meeting must be given to each person entitled to attend the meeting in accordance with clause 19.

20.4 If a General Meeting is adjourned for a period of one calendar month or more, a new notice of the adjourned meeting must be given to each person entitled to attend the meeting in accordance with clause 19.

20.5 The failure or accidental omission to send a notice of a General Meeting or a Proxy appointment form to any Member or the non-receipt of a notice or form by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

## 21 Quorum

21.1 At a General Meeting ten (10) Eligible Members shall form a quorum and the quorum must be present at the time when the meeting proceeds to business and all times during the meeting.

21.2 In determining whether a quorum is present, individuals attending as proxies are counted except that if an Eligible Member has appointed more than one (1) proxy, only one (1) of them is counted.

21.3 If a quorum is not present within half an hour from the time appointed for the meeting:

- (a) where the meeting was convened upon the request of Members in accordance either with clause 16.2, clause 16.5 or clause 16.6, the meeting shall be dissolved; or

- (b) in any other case:

- (i) the meeting stands adjourned to such day, and at such time and place, as the chair of the meeting determines or, if no determination is made, to the same day in the next week at the same time and place.

21.4 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the meeting shall be dissolved.

## 22 Chair of General Meetings

22.1 The chair of a General Meeting is:

- (a) if a President has been elected in accordance with clause 42, the President, or if the President is not present at the meeting within fifteen (15) minutes from the time appointed for the meeting or is not willing to take the chair for some or all of the meeting; then

- (b) if a Vice President has been elected in accordance with clause 42, the Vice President, or if the Vice President is not present at the meeting within fifteen (15) minutes from the time appointed for the meeting or is not willing to take the chair for some or all of the meeting; then

- (c) a Director willing to take the chair chosen by a majority of the Directors present; or if none then

- (d) an Eligible Member willing to take the chair chosen by a majority of Eligible Members present; or if none then
- (e) a person present selected by drawings lots amongst all persons present.

## 23 Conduct of General Meetings

- 23.1 No business other than that stated in the notice of meeting may be transacted at a General Meeting.
- 23.2 Only unfinished business is to be transacted at General Meeting resumed after an adjournment.
- 23.3 The chair of a General Meeting:
  - (a) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (b) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion, or for the casting or recording of votes; and
  - (c) may terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- 23.4 A decision made by the chair in accordance with clause 23.3 is final.

## 24 Adjournment of General Meetings

- 24.1 The chair of a General Meeting at which a quorum is present may, and must if so directed by a vote of the Eligible Members, adjourn the meeting to such time and place as the meeting determines.
- 24.2 A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.

## 25 Voting at General Meetings

- 25.1 At a General Meeting each Eligible Member has one vote.
- 25.2 A challenge to a Member's entitlement to vote:
  - (a) can only be made by another Eligible Member or by the chair of the meeting; and
  - (b) must be decided by the chair of the meeting, whose decision is final.
- 25.3 Unless otherwise required by the Act or this Constitution, a matter put to a vote is decided by a Simple Majority.
- 25.4 The chair of a General Meeting does not have a casting vote.
- 25.5 Unless a poll is demanded by at least five Eligible Members present or the chair of the meeting either before a vote is taken, or before or immediately after the result of the vote on a show of hands is declared, and the demand is not withdrawn:
  - (a) a resolution put to a meeting of Members must be decided on a show of hands;
  - (b) before the vote is taken the chair must declare the number of Proxy votes received and how these Proxy votes are to be cast; and



- (c) a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the Proxies received.

- 25.6 If a poll is demanded, it shall be taken either at once or after an interval or adjournment as the chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 25.7 A poll may not be demanded on any resolution concerning the election of the chair or an adjournment of a General Meeting.

## 26 Proxies

- 26.1 An Eligible Member may appoint either the chair of the meeting or another Eligible Member as their proxy to attend and vote for them at a General Meeting.
- 26.2 The instrument of appointment of a Proxy must:
  - (a) be in writing;
  - (b) include the Eligible Member's:
    - (i) name and address; and
    - (ii) membership number;
  - (c) include the name of the Company;
  - (d) include the Proxy's full name or the office in the Company held by the Proxy;
  - (e) specify the General Meetings or adjourned meetings at which the appointment may be used; and
  - (f) be signed by the Eligible Member making the appointment
- 26.3 The instrument of appointment of a Proxy:
  - (a) may specify the way the Proxy is to vote on particular resolutions; and
  - (b) shall be deemed to confer authority to demand or join in demanding a poll.
- 26.4 An instrument of appointment of a proxy must be received by the Company Secretary no later than 48 hours before the start of the General Meeting or adjourned meeting to which it relates.
- 26.5 A Proxy's authority to speak, to vote on a resolution or to join in a demand for a poll at General Meeting is suspended if the Member appointing the Proxy is also present at the meeting.
- 26.6 A vote on a resolution made by a Proxy at a General Meeting is valid unless by the start of the meeting the chair of the meeting or the Company Secretary:
  - (a) has received written notice from the Eligible Member appointing the Proxy that the instrument of appointment is revoked; or
  - (b) becomes aware that either the Eligible Member appointing the Proxy, or the Proxy are no longer Eligible Members

- 26.7 If neither the Proxy nor the Eligible Member appointing the Proxy is present at a General Meeting of Members, then if the instrument of appointment of the Proxy requires the Proxy to vote in a particular way on a resolution being considered at the meeting, the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the Proxy for the purposes of voting on the resolution.

## 27 Virtual General Meetings

- 27.1 A General Meeting may be held using Virtual Meeting Technology provided that:
- (a) all Members and other attendees present can hear and speak to all other Members and attendees; and
  - (b) a vote of Eligible Members can, in the opinion of the Board, be conducted fairly and accurately

## 28 Annual General Meetings

- 28.1 The Board must convene an Annual General Meeting within a period of five (5) months after the end of the Financial Year.
- 28.2 At each Annual General Meeting, the business of the meeting must include:
- (a) the Company's annual financial report for the last completed financial year; and
  - (b) the Director's report for the last completed financial year; and
  - (c) the auditor's report for the last completed financial year;
- 28.3 The Directors must provide the reports set out in paragraphs (a), (b) and (c) of clause 28.2 to each Eligible Member before or at the Annual General Meeting.
- 28.4 The chair of the Annual General Meeting must give Members a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company and to ask questions of the auditor about the audit and related matters.

# Directors

## 29 Number of Directors

- 29.1 The number of the Directors shall not be less than three (3) and shall not be greater than ten (10).
- 29.2 At any given time, the number of General Directors shall not exceed seven (7) and the number of External Directors shall not exceed three (3).
- 29.3 If the minimum number of Directors falls below the number specified in clause 29.1, the Board may act only:
- (a) to appoint new Directors; or
  - (b) to call a general meeting; or
  - (c) in emergencies.

## 30 External Directors

- 30.1 The Board may at any time resolve to appoint an External Director for a term not exceeding three (3) years.
- 30.2 An External Director must:
- (a) be a person of good character over the age of 18 years;
  - (b) not be a Member; and
  - (c) not be an employee or paid contractor of ASA
- 30.3 On expiry of their term of appointment, the Board may resolve to reappoint an External Director for a further term not exceeding three (3) years, provided always that an External Director's total period of office does not exceed nine (9) years.

## 31 General Directors

- 31.1 General Directors must be elected by the Eligible Members in accordance with the procedure set out in clause 32.
- 31.2 A General Director must:
- (a) be an Eligible Member; and
  - (b) not at any time have been removed as a General Director by the Members in a General Meeting; and
  - (c) meet any other eligibility requirements set out in any Governance Policies.
- 31.3 A General Director elected in accordance with the procedure set out in clause 32 holds office from the end of the Annual General Meeting immediately following their election until the earlier of:
- (a) the date when they cease to hold office in accordance with clause 36.1; or
  - (b) the end of the third Annual General Meeting after the start of their term of office.
- 31.4 Subject to clause 31.5, a General Director may apply for re-election in accordance with clause 32.
- 31.5 A person may not hold office as a General Director for a continuous period of more than nine (9) years provided that any period of office as a Casual Director is not counted as part of the nine (9) years.
- 31.6 A person may not, within a period of three (3) years after the end of their nine year period of office:
- (a) seek re-election as a General Director; or
  - (b) be appointed as a Casual Director.

## 32 Election of General Directors

- 32.1 If in any year an election of General Directors is required, then no later than forty-five (45) days before the Annual General Meeting for that year:
- (a) the Company Secretary must determine which General Directors are to retire at the end of the meeting;

- (b) the Company must by notice given to all Eligible Members:
  - (i) state the number of vacancies for General Directors which will arise at the end of the Annual General Meeting;
  - (ii) invite applications from candidates for election as General Directors;
  - (iii) specify the last date by when applications must be received, which must be no later than thirty (30) days before the date fixed for the holding of the Annual General Meeting; and
  - (iv) include other materials, if any, required by any Governance Policies

32.2 Applications from candidates for election as General Directors must:

- (a) be in writing;
- (b) include the applicant's full name, postal address, email address and membership number;
- (c) include the applicant's written consent to be appointed as a Director;
- (d) include other information, if any, required by any Governance Policies; and
- (e) be submitted to the Company Secretary by the date specified in the notice given in accordance with clause.32.1(b)

32.3 If the number of valid candidate applications received is less than or equal to the number of vacancies for General Directors, then:

- (a) all the candidates shall be deemed to be elected;
- (b) the Company Secretary must inform the candidates that they will become General Directors with effect from the end of the next Annual General Meeting;
- (c) the Company must by notice given to all Members advise them:
  - (i) of the persons who will be appointed as General Directors from the end of the next Annual General Meeting; and
  - (ii) that no ballot for the election of General Directors is required.

32.4 If the number of valid candidate applications received exceeds the number of vacancies to be filled for General Directors, then no later than 12.00pm AEST twenty-four (24) days before the Annual General Meeting:

- (a) the Company must open a ballot for voting for General Directors and keep it open until 5.00pm AEST three (3) days before the AGM when it must be closed.
- (b) the Company must give notice to all Eligible Members:
  - (i) advising them of the names of candidates who have put themselves forward for election;
  - (ii) providing voting instructions for the ballot;
  - (iii) providing sufficient information about each candidate to enable Eligible Members to select their preferred candidate, including the information specified in any Governance Policies.

- 32.5 Ballots required to elect candidates as General Directors will be held using an electronic voting system approved by the Board which must:
- (a) keep confidential the identity and votes of Eligible Members;
  - (b) ensure that each Eligible Member casts only up to their maximum number of votes;
  - (c) store votes securely during the period of the ballot; and
  - (d) meet any other requirements specified in any Governance Policies.
- 32.6 At each ballot:
- (a) the maximum number of votes entitled to be cast by each Eligible Member shall be the sum of the vacancies for General Directors;
  - (b) each Eligible Member may cast only one vote per candidate;
  - (c) there shall be no requirement for an Eligible Member to cast more than one vote.
- 32.7 Vacancies for General Directors will be filled by those candidates with the highest total numbers of votes received, provided that if two or more candidates receive an equal number of votes the Company Secretary will determine by lot the rank order of those candidates.
- 32.8 As soon as practicable after each ballot closes the Company Secretary must:
- (a) declare the results of the ballot; and
  - (b) notify all candidates for election as General Directors of the results.
- 32.9 The names of the elected General Directors must be announced to Members at the next Annual General Meeting.

### 33 Casual Directors

- 33.1 If at any time during the period beginning at the end of an Annual General Meeting and ending 45 days before the next Annual General Meeting the number of General Directors is less than the maximum number specified in clause 29.2, the Board may resolve to appoint one or more Casual Directors provided always that the total number of General Directors and Casual Directors does not exceed the maximum permitted number of General Directors.
- 33.2 A Casual Director must meet the eligibility requirements for General Directors set out in clause 31.2.
- 33.3 A Casual Director appointed pursuant to clause 33.1 shall hold office only until the end of the next following Annual General Meeting and unless taking office as a General Director at the end of that Annual General Meeting, may not be re-appointed as a Casual Director.
- 33.4 Nothing in this Constitution prevents a Casual Director from applying for election as a General Director in accordance with clauses 32.1 and 32.2 while they are a Casual Director.

### 34 Alternate Directors

- 34.1 The Directors may not appoint any alternate directors.

## 35 Remuneration of Director

- 35.1 The Directors may be paid all disbursements properly incurred by them in attending Board meetings, Board committee meetings, General Meetings or otherwise in connection with the business of the Company.
- 35.2 The Directors may be given an honorarium as compensation for loss of income or entitlements from their usual employment when attending Board meetings, Board committee meetings, General Meetings or otherwise in connection with the business of the Company, such honorariums to be awarded at a rate set in accordance with Governance Policies, if any, or otherwise reasonably determined by the Board from time to time.

## 36 Resignation and Removal of Directors

- 36.1 A Director immediately ceases to hold office if they:
- (a) resign by giving a written notice of resignation to the Company Secretary sent to the Company's registered office; or
  - (b) absent from three (3) consecutive meetings of Directors without leave of absence from the Board; or
  - (c) are disqualified from managing a corporation in accordance with the Act or the ASIC Act; or
  - (d) are convicted of a criminal offence; or
  - (e) have an administrative penalty imposed on them or an organisation of which they are a person with management or control by a regulator or a court; or
  - (f) without the consent of the Company in general meeting the Director hold any other office of profit under the Company.
  - (g) are removed as a Director at a General Meeting in accordance with the Act.
- 36.2 A General Director immediately ceases to hold office if their membership of the Company is cancelled.

## Powers and Duties of Directors

### 37 Management of the Company

- 37.1 The business and affairs of the Company shall be managed by or under the direction of the Board.
- 37.2 The Board may exercise all the powers of the Company except any powers that the Corporations Act or the Constitution requires to be exercised in General Meeting.

### 38 Delegation of Powers by Directors

- 38.1 The Board may by resolution delegate any of its powers for a period of time, for specific objects or purposes, and with such restrictions as they think fit, to one or more Committees of the Board, a Director, the Chief Executive Officer or another employee of the Company.

- 38.2 Any delegation of their powers resolved by the Board must be recorded in the Company's minutes.
- 38.3 A committee or person to which any powers have been delegated must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 38.4 A committee or person to which any powers have been delegated may be authorised to sub-delegate all or any of the powers for the time being vested in it.
- 38.5 The Board may at any time revoke any delegation of its power.

## 39 Board Committees

- 39.1 The Board may by resolution establish standing committees of the Board consisting of such Directors and such other individuals and consultants as the Board thinks fit.
- 39.2 The Board must approve terms of reference for each standing committee of the Board, which set out:
- (a) the committee's purpose;
  - (b) the committee's responsibilities;
  - (c) the powers of the committee;
  - (d) the frequency and manner of making reports on the committee's activities to the Board; and
  - (e) how the committee will be administered and managed.
- 39.3 The chair and members of each standing Committee will be determined at the first Board Meeting following each Annual General Meeting, or if a vacancy occurs for a Committee chair or member, as soon as practicable after the vacancy arises.
- 39.4 The Board may by resolution establish special purpose Committees of the Board, consisting of such Members and other individuals and consultants as the Board may think fit, to advise the Board on specific matters, to undertake specific tasks and to report to the Board as the resolution specifies.

## 40 Directors' Duties

- 40.1 Each Director must exercise their powers and discharge their duties:
- (a) with reasonable care and diligence;
  - (b) in good faith, in the best interests of the Company and for a proper purpose;
  - (c) in accordance with the requirements of the ACNC Act; and
  - (d) in accordance with any Governance Policies or other policies applicable to the Board.
- 40.2 A Director may not improperly use either their position or information obtained because of their position to gain an advantage for themselves or someone else or cause detriment to the Company.

## 41 Directors Conflict of Interest

- 41.1 Unless any of the exceptions listed in clause 41.2 apply, a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of

their interest at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter, such notice to include details of:

- (a) the nature and extent of the interest; and
- (b) the relation of the interest to the affairs of the Company.

41.2 A Director is not required to give notice of a material personal interest under clause 41.1 if the interest:

- (a) arises because the Director is a Member of the Company and is held in common with the other Members of the Company;
- (b) relates to a contract the Company is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Company if it is not approved by the Members;
- (c) arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Company;
- (d) arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in sub-clause (d);
- (e) relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Company (but only if the contract does not make the Company or a related body corporate the insurer);
- (f) relates to any payment by the Company or a related body corporate in respect of an indemnity permitted by the Corporations Act or any contract relating to such an indemnity; or
- (g) is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a director of the related body corporate.

41.3 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) receive any information or papers relating to the matter;
- (b) be present while the matter is being considered at the meeting; or
- (c) vote on the matter

unless the Directors who do not have a material personal interest in the matter have passed a resolution that:

- (d) identifies the director; and
- (e) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

41.4 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.



## Proceedings of Directors

### 42 Office Bearers

- 42.1 The office bearers are the President and the Vice-President.
- 42.2 Only General Directors can be appointed as office bearers.
- 42.3 Each office bearer must be elected by separate resolutions approved by a Simple Majority at the first Board Meeting following each Annual General Meeting, or if a vacancy occurs for an office bearer, as soon as practicable after the vacancy arises.
- 42.4 Unless terminated earlier, the office bearers shall continue in office until the end of the first Board meeting following the first Annual General Meeting after their election.
- 42.5 A person ceases to be an office bearer if they cease to be an Eligible Member or a General Director.
- 42.6 Neither the President nor the Vice-President may hold that office for a period greater than four (4) consecutive years.

### 43 Convening Meetings of the Board

- 43.1 The President or Vice President may at any time call a Board meeting to be held at such time and place as they think fit.
- 43.2 The Company Secretary, upon the request of two Directors, must call a Board meeting to be held at such time and place as is convenient to the Directors.
- 43.3 Each notice of a Board meeting must:
  - (a) be given to each Director;
  - (b) state the date, time and place or places of the meeting, and if there is more than one place, the main location for the meeting;
  - (c) if the meeting is to be held wholly or partially using Virtual Meeting Technology, give sufficient information to allow Directors to participate in the meeting by means of the technology; and
  - (d) state the general nature of the meeting's business.

### 44 Chair of Board Meetings

- 44.1 The chair of a Board meeting is:
  - (a) if a President has been elected in accordance with clause 42, the President, or if the President is not present at the meeting within fifteen (15) minutes from the time appointed for the meeting or is not willing to take the chair, then
  - (b) if a Vice-President has been elected in accordance with clause 42, the Vice-President, or if the Vice-President is not present at the meeting within fifteen (15) minutes from the time appointed for the meeting or is not willing to take the chair, then
  - (c) another Director who is elected by the Directors present to be the chair of the meeting, or if the Directors fail to elect a chair, then the meeting stands adjourned.

## 45 Quorum for Board Meetings

- 45.1 A quorum for a Board meeting is a majority of Directors holding office at the date of the meeting.
- 45.2 No business may be transacted at any Board meeting unless a quorum of Directors is present at the time when the meeting proceeds to business and at all times during the meeting.

## 46 Voting at Board Meetings

- 46.1 At a Board meeting, each Director has one vote.
- 46.2 A matter put to a vote at a Board meeting is decided by a Simple Majority.
- 46.3 The chair of the meeting does not have a casting vote.

## 47 Circulating Resolutions

- 47.1 Except as provided in clause 47.9, nothing in this Constitution prevents a matter being put to the Directors by circulating resolution.
- 47.2 The President or Vice President may authorise a matter to be decided by circulating resolution.
- 47.3 A motion for approval by circulating resolution must be given to each Director either personally, or by sending it by post to the address of the Director for service of notices, or by email.
- 47.4 A Director who considers that they have a material personal interest in the motion:
  - (a) must inform the Company Secretary of the nature and extent of the interest, and the relation of the interest to the affairs of the Company; and
  - (b) is not eligible to vote on the motion.
- 47.5 Votes may be cast on the motion by Directors who are eligible to vote by electronic means.
- 47.6 To be resolved in the affirmative, a circulating resolution must be approved by all Directors eligible to vote on the matter.
- 47.7 If a Director who is not eligible to vote on a motion put to Directors by circular resolution does vote on it, this does not invalidate the resolution if it is otherwise valid.
- 47.8 The date of a resolution made by circulating resolution is the date the last vote is cast by a Director.
- 47.9 Motions cannot be put to the Board by circulating resolution if they concern:
  - (a) the removal of a Director; or
  - (b) the removal of the President or Vice President from office; or
  - (c) the removal of the Company's auditor.

## 48 Governance Policies

- 48.1 The Board may from time to time resolve to make, vary, rescind and replace Governance Policies:
  - (a) that are associated with matters in this Constitution; and

- (b) which in its opinion are necessary or desirable for the good governance of the Company and its Members.

48.2 All Governance Policies made in accordance with clause 48.1 will, unless the Board resolves otherwise, take effect and become binding on Members immediately following Board approval.

48.3 As soon as practicable after approval of any new, varied, rescinded or replaced Governance Policies by the Board:

- (a) notice of the changes must be given to all Members; and
- (b) any new, varied, rescinded or replaced Governance Policies must be made available to Members and applicants for membership on the Company's website

48.4 In the event of any inconsistency between a Governance Policy and this Constitution, the Constitution will take precedence.

48.5 A Governance Policy may be varied, rescinded or replaced if an ordinary resolution to that effect is approved at a General Meeting.

## Administration

### 49 Chief Executive Officer

49.1 The Directors may resolve to appoint a Chief Executive Officer on such terms as they see fit.

49.2 In determining the remuneration of the Chief Executive Officer, the Directors shall have regard to the following criteria:

- (a) the services the Chief Executive Officer is to provide to the Company; and
- (b) the market levels of remuneration paid to chief executive officers of similar entities.

49.3 The Directors may resolve to delegate any of their powers to a Chief Executive Officer in accordance with clause 38.

49.4 Unless determined otherwise by the Board, the Chief Executive Officer is entitled to attend all Company Meetings, Board meetings and any meetings of Committees of the Board and may speak on any matter, but does not have a vote.

### 50 Company Secretary

50.1 The Company must have at least one Company Secretary, who may also be a Director.

50.2 The Directors:

- (a) must appoint at least one Company Secretary for the Company;
- (b) must determine each Company Secretary's terms and conditions of appointment, including any remuneration; and
- (c) may remove a Company Secretary.

50.3 The duties of a Company Secretary include:

- (a) maintaining the Company's minute books;
- (b) maintaining the Register of Members;
- (c) maintaining a register of Director's personal interests; and
- (d) issuing all notices to Members required by the Act, the ACNC Act or this Constitution.

## 51 Minutes of Meetings

51.1 The Company must keep minute books in which it records within 1 month:

- (a) proceedings and resolutions of meetings of the Members;
- (b) proceedings and resolutions of Board meetings and committees of the Board, signed by the chair of each meeting or the next succeeding chair;
- (c) circulating resolutions passed by Members; and
- (d) circulating resolutions passed by Directors.

51.2 Minutes of meetings must be signed by the chair of each meeting or the next succeeding chair within a reasonable time after the meeting.

51.3 Any minutes of a meeting of Members or of the Directors, if purporting to be signed by any person purporting to be either the chair of such meeting, or the chair of the next succeeding meeting, must be received as sufficient evidence without any further proof that the matters and things recorded by or appearing in such minutes actually took place or happened as recorded or appearing and of the regularity of those things in all respects and that the same took place at a meeting duly called and held.

51.4 Books containing the minutes of the Company Meetings and resolutions passed by Members without a meeting will be open for inspection by any Member free of charge.

## 52 Financial Records

52.1 The Company must keep written financial records which:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) enable true and fair financial statements to be prepared and audited.

52.2 The Company must keep all financial records for 7 years after the transactions covered by the records are completed.

52.3 Members shall not have any right of inspection of any books or records of the Company.

## 53 Audit

53.1 After the end of each financial year, the Directors must ensure that:

- (a) it prepares an annual financial report for that year;

- (b) the Company's accounts are audited by a recognised and reputable independent auditor in accordance with the requirements of the Corporations Act, the ACNC Act, and all applicable accounting and auditing standards; and
- (c) the auditor prepares an audit report for that financial year giving their opinion on whether the accounts give a true and fair view of the financial performance of the Company.

## 54 Annual Reports

- 54.1 After the end of each financial year, the Directors must prepare annual reports for that year which complies with the requirements of the Act and the ACNC Act.

## 55 Validity of Acts

- 55.1 All acts done at any meeting of the Directors or of eligible Directors or other persons or by any person acting as a Director or any person purporting to act as an attorney under power of the Company are, despite the fact that later it is discovered that there was some defect in the appointment or continuance in office of such Director, person or attorney so acting or that they or any of them were disqualified or were not entitled to vote, as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or attorney and was entitled to vote.
- 55.2 Despite anything contained in this Constitution, if it is found that some formality required by this Constitution to be done has been inadvertently omitted or has not been carried out, such omission does not invalidate any resolution, act, matter or thing which but for such omission would have been valid unless it is proved to the satisfaction of the Directors or a majority of them that such omission has directly prejudiced any Member financially. The decision of the Directors is conclusive and final and binds all Members.

## 56 Execution of Company Documents

- 56.1 The Company may execute a document:
- (a) in accordance with section 127(1) of the Act; and
  - (b) in any other way approved by the Directors and permitted by law.

## 57 Alteration of Constitution

- 57.1 Subject to clause 57.2, the Members may amend this Constitution by passing a Special Resolution.
- 57.2 The Members must not pass a resolution that amends this Constitution if passing it causes the Company to cease to be a Charity or reduces the tax concessions or reliefs available to the Company or persons making donations to the Company.

## 58 Company Notices

- 58.1 Any notice required by this Constitution to be given by the Company to a Member may be:
- (a) given to the Member personally;

- (b) if the Member has agreed to accept notices by email, sent to the email or other electronic address of the Member recorded in the Register of Members;
- (c) sent to the postal address of the Member for service of notices recorded in the Register of Members.

58.2 A written declaration by any officer of the Company that a notice was correctly addressed and properly delivered, posted or transmitted will be conclusive evidence that the notice was given.

58.3 Any notices of General Meetings or other communications sent to a Member's email or postal address nominated by the Member for the service of notices will be deemed to be validly serviced, notwithstanding that the relevant address may be incorrect.

58.4 Any notice required by this Constitution to be given by a Member to the Company may be sent to the Company Secretary:

- (a) by email to [governance@sonographers.org](mailto:governance@sonographers.org); or
- (b) to the Company's registered office address as shown on its website.

58.5 A notice is taken to be given:

- (a) if given personally, on the day it is given;
- (b) if sent by email, on the business day after it is sent; or
- (c) if sent by post, 3 days after it is posted.

## 59 Indemnity for Directors and Officers

59.1 The Company indemnifies any current or former Director, Company Secretary or executive officer of the Company out of the property of the Company against:

- (a) any liability incurred by the person in that capacity; and
- (b) legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity; and

except to the extent that:

- (c) the Company is forbidden by law, including section 199A of the Act, to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the Company of the person against the liability or legal costs, if given, would be made void by law.

59.2 The Company must pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is, or has been, a Director, Secretary or executive officer of the Company against any liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by law (including the Act) to pay, or agree to pay, the premium; or
- (b) the contract would, if the Company paid the premium, be made void by law; or
- (c) no such contract of insurance is available to ASA in the market.

- 59.3 Any such premium paid by the Company in relation to a Director will not be regarded as remuneration paid or payable to that Director.

## 60 Dispute Resolution

- 60.1 Before any court or arbitration proceedings other than for urgent interlocutory relief may be commenced, the following steps must be taken to attempt to resolve any dispute arising out of or in connection with this Constitution between Members (in their capacity as Members) or between Members and the Company.
- 60.2 The party or parties claiming that a dispute has arisen (“Complainant(s)”) must give a written notice of dispute (“Notice of Dispute”) to the other party or parties (“Respondent(s)”) which must:
- (a) specify the nature of the dispute; and
  - (b) set out the resolution sought.
- 60.3 Following receipt of the Notice of Dispute, the Complainant(s) and the Respondent(s) must in good faith attempt to agree:
- (a) a procedure for resolving the dispute; and
  - (b) a resolution to the dispute.
- 60.4 If within ten (10) business days following receipt of the Notice of Dispute by the Respondent(s) the dispute is not resolved or a procedure for resolution is not agreed, then the Complainant(s) and the Respondent(s) must:
- (a) follow the process and procedures set out in a Governance Policy relating to the resolution of internal disputes; or if no such Governance Policy has been approved by the Board
  - (b) refer the dispute to:
    - (i) a mediator agreed to by both the Complainant(s) and Respondent(s); or
    - (ii) failing agreement in accordance with clause 60.4(b)(i), a mediator appointed by the Law Society of Victoria for mediation.
- 60.5 If a mediator has been appointed in accordance with clause 60.4, the parties must co-operate with the mediator.
- 60.6 The costs of mediation will be shared by the parties as the mediator determines.
- 60.7 If within ten (10) business days after a mediator has been appointed in accordance with clause 60.4, the parties have not resolved the dispute then either party may commence proceedings against the other.

## 61 Winding Up

- 61.1 On the winding up of the Company, any surplus remaining following the satisfaction of all debts and liabilities of the Company will not be paid to or distributed amongst Members, but will, unless otherwise required by law, be given or transferred to another corporation or body which, by its constitution:

- (a) is required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to the Objects of the Company);
- (b) is required to apply its income in promoting its charitable purposes; and
- (c) is prohibited from making any distributions to its members and paying fees to its directors, to at least the same extent as such prohibitions under this Constitution,

61.2 The corporation or body referred to in clause 61.1 will be determined by the Board, and in default, by application to the Supreme Court of Victoria for determination.