



ASA Company Constitution

Australasian Sonographers Association | November 2022

A PUBLIC COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

**AUSTRALASIAN SONOGRAPHERS ASSOCIATION
LIMITED**

ACN 110 414 349

ADOPTED AT THE ANNUAL GENERAL MEETING HELD ON 3RD NOVEMBER 2022
REVISED NOVEMBER 2022

TABLE OF CONTENTS

PRELIMINARY	5
1. Definitions and Interpretation	5
2. Type of Company	6
OBJECTS AND POWERS	6
3. Objects	6
4. Legal Capacity and Powers	8
5. No Profits for Members	8
MEMBERSHIP	8
6. Classes of Membership	8
7. Application for Membership	9
8. Election of Members	9
9. Fees and Subscriptions	10
10. Expiry and Renewal of Membership	10
11. Member Details and the Register of Members	11
13. Members Cessation	11
14. Termination of Members	11
15. Complaints against Members	12
MEETINGS OF THE COMPANY’S MEMBERS	12
16. Annual General Meetings	12
17. Convening General Meetings	12
18. Notice of General Meetings	12
19. Quorum	13
20. Chairperson of General Meetings	13
21. Adjournment of General Meetings	14
22. Voting at General Meetings	14
23. Proxies	15

24. Virtual general meetings	17
------------------------------	----

DIRECTORS 17

25. Management of the Company	17
26. The Directors	17
27. External Directors	18
28. Nomination and Election of General Directors	18
29. Rotations of Directors	19
30. Remuneration of Director	20
31. Powers and Duties of Directors	21
32. Convening Meetings of the Board	21
33. Electronic Meetings of the Board	21
34. Office Bearers	22
35. Quorum for Board Meetings	23
36. Voting at Board Meetings	23
37. Circulating Resolutions	23
38. Directors Conflict of Interest	24
39. Resignation and Removal of Directors	24
40. Policies	25
41. Delegation of Powers	26
42. Special Purpose Committees	26
43. Defects in Appointment of Directors	26

ADMINISTRATION 27

44. Chief Executive Officer	27
45. Secretary	27
46. Minutes	28
47. Execution of Company Documents	28
48. Financial Records and Audit	28

50.	Alteration of Constitution	28
51.	Company Notices	29
52.	Winding Up	29
53.	Indemnity for Directors and Officers	29

CORPORATIONS ACT 2001

THE CONSTITUTION
OF
AUSTRALASIAN SONOGRAPHERS ASSOCIATION LIMITED
A PUBLIC COMPANY LIMITED BY GUARANTEE

PRELIMINARY

1. Definitions and Interpretation

- 1.1 In this Constitution the following definitions apply, unless there is something in the subject or context which is inconsistent: -
- "Accredited Medical Sonographer Member"** means a Member of the Company whose rights and obligations are outlined in Article 6.4 of this Constitution;
- "Act"** means the Corporations Act 2001 (Commonwealth);
- "ACNC Act"** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth)
- "Board of directors"** or the **"Board"** means the directors for the time being of the Company or such number of them as having authority to act for the Company in accordance with this Constitution;
- "CEO"** means a person appointed as chief executive officer of the Company by the Directors.
- "Company"** means the public company that has adopted this Constitution;
- "Constitution"** means this constitution, as amended, substituted or supplemented from time to time;
- "Directors"** means the directors for the time being of the Company;
- "Electronic Voting System"** means a system approved by the Board from time to time which enables Eligible Members to submit their vote by electronic means;
- "Eligible Members"** means Accredited Medical Sonographer Members whose voting rights or membership of the Company have not been suspended or cancelled;
- "External Director"** means a Director appointed pursuant to Article 27;
- "Financial Year"** means 1 July to 30 June;
- "General Director"** means a Director other than an External Director, and appointed pursuant to Article 28;
- "General Meeting"** means a meeting of the members of the Company;
- "Member"** means a person in any class of members in Article 6 who:
- (a) is a member of the Company on the date of adoption of this Constitution; or
 - (b) agrees to become a member of the Company after its adoption of this Constitution and whose name is entered on the register of members; and
 - (c) is a person of good character over the age of 18 years;
- Non-voting Member** means a Member of the Company whose rights and obligations are outlined in Article 6.5 of this Constitution;
- "Person"** means a natural person and any partnership, association or entity whether incorporated or not;

"Policies" means the policies created and introduced by the Board from time to time pursuant to Article **Error! Reference source not found.** of this Constitution;

"President" has the meaning given to it in Article 34;

"Secretary" means any person appointed as the Secretary of the Company and includes any assistant or acting Secretary;

"Special Resolution" has the meaning given to that term in the Act, unless otherwise specified in this Constitution;

"Vice-President" has the meaning given to it in Article 34; and

"Virtual Meeting" means a General Meeting held by telephone, video or any other technology (or any combination of these technologies), which permits each Eligible Member at a General Meeting to communicate with any other participant.

- 1.2 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 any legislation includes any subordinate legislation and any amendment, substitution, consolidation or re-enactment of that legislation or its subordinate legislation;
 - (e) the headings in this Constitution do not form part of or affect the interpretation of this Constitution;
 - (f) a reference to any Article is to an Article of this Constitution; and
 - (g) 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).
- 1.3 The internal management of the Company is governed by this Constitution and the Policies to the exclusion of any replaceable rule of the Act.
- 1.4 Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 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 the legal capacity and powers of a natural person in any jurisdiction.
- 4.2 The Company also has all the powers of a company limited by guarantee as set out under section 124 of the Corporations Act, including (but not limited to) the powers to:
- (a) borrow money;
 - (b) give security by granting a floating charge over the Company's property; and
 - (c) do anything that it is authorised to do by any other law.

5. No Profits for Members

- 5.1 The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution.
- 5.2 No income or property of the Company may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Member.
- 5.3 Nothing in this Article 5 prevents:
- (a) the payment in good faith of:
 - (i) remuneration to any officers or employees of the Company for services actually rendered to the Company;
 - (ii) an amount to any Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary course of business;
 - (iii) interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this paragraph in accordance with this Constitution but not exceeding the highest rate charged by trading banks carrying on business in Australia on overdraft accounts of less than \$100,000) on money borrowed from any Members; or
 - (iv) reasonable rent for premises let by any Member of the Company;
 - (b) the Company from providing 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. Classes of Membership

- 6.1 Membership of the Company is divided into the following classes:
- (a) Accredited Medical Sonographer Members;
 - (b) Non-voting Members; and
 - (c) such other category of Member as may be created by the Directors. Any category of Member created by the Directors under this Article 6.1(c) may not be granted voting rights.
- 6.2 A person is only eligible for membership of the Company if they meet the eligibility criteria set out in the relevant Policies.

- 6.3 In addition to any eligibility criteria, the Policies may specify, without limitation:
- (a) different categories of membership, including life membership and honorary membership;
 - (b) voting rights for different categories of Members, subject to Article 6.1(c);
 - (c) how a Member's membership may be suspended; and
 - (d) Members' rights and obligations.
- 6.4 Accredited Medical Sonographer Members:
- (a) must support the objects of the Company;
 - (b) must comply with the Constitution and the Policies;
 - (c) shall have no right, title or interest in any of the property, assets or income of the Company;
 - (d) may attend meetings of the Company and participate in any conference organised by the Company;
 - (e) subject to any Policy, shall be given notice of and be entitled to vote at any meeting or general meeting, each Member having one vote;
 - (f) may nominate an Eligible Member of the Company as a General Director; and
 - (g) may be appointed or elected as a General Director.
- 6.5 Non-voting Members:
- (a) must support the objects of the Company;
 - (b) must comply with the Constitution and the Policies;
 - (c) shall have no right, title or interest in any of the property, assets or income of the Company;
 - (d) may attend meetings of the Company and participate in any conference organised by the Company;
 - (e) shall have no right to receive notice of meetings of the Company;
 - (f) shall have no voting rights at meetings of the Company; and
 - (g) shall have no entitlement to nominate a person as a Director or to be appointed or elected as a Director.
- 7. Application for Membership**
- 7.1 Each application for membership shall be made in writing, for the appropriate class of membership. Each applicant must acknowledge and accept the terms and conditions of membership at the time of their application and submit their application to the Secretary. The application must be accompanied by the relevant subscription fee or other amount payable under Article 9.
- 7.2 The application for membership shall be in such form as the Board may prescribe from time to time (which may include an electronic form of application) and must contain the full name and address of the applicant and such other information required by the Board.
- 8. Election of Members**
- 8.1 The Board may reject an application for membership if:

- (a) the applicant fails to satisfy the requirements and standards prescribed herein or by the Policies to be accepted for admission for the appropriate class of membership of the Company to which the applicant seeks to be admitted; or
 - (b) the Board reasonably determines that the candidate is not suitable for membership.
- 8.2 If an applicant is accepted for membership by the Board, the Secretary shall notify the applicant that they have been granted membership and enter the name of the new Member in the register of Members, recording the class of membership to which the new Member has been appointed.
- 8.3 If an applicant for membership has been rejected by the Board, the Secretary shall notify the applicant.
- 8.4 A decision of the Board concerning membership is final.
- 8.5 The Board does not have to give reasons for rejecting an application for membership, or for not granting membership as a particular class or category of Member.

9. Fees and Subscriptions

- 9.1 The Board must determine from time to time:
- (a) the amount (if any) payable by an applicant for membership;
 - (b) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (c) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (d) the payment method(s) and the due date for payment.
- 9.2 Each Member must pay to the Company the amounts determined under this Article 9 in accordance with Article 9.1(d).
- 9.3 If the payment of any subscription or other amount determined under this Article 9 is in arrears greater than 30 days, the Board may impose such sanctions as it deems appropriate including (but not limited to) the following:
- (a) remove some or all Member benefits;
 - (b) prevent a Member from renewing their Membership;
 - (c) suspend or cancel a Member's membership; or
 - (d) such other sanction(s) as determined by the Board from time to time in its discretion.
- 9.4 The Board may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Board is satisfied that:
- (a) there are reasonable grounds for doing so;
 - (b) the Company will not be materially disadvantaged as a result; and
 - (c) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board.
- 9.5 If the Board defers or reduces a subscription or other amount payable by a Member under this Article 9, that Member will retain their membership rights, unless otherwise specified by the Board.

10. Expiry and Renewal of Membership

- 10.1 Membership of the Company expires annually on 30 June.
- 10.2 Members must reapply for membership of the Company in accordance with the procedures set down by the Board from time to time.
- 10.3 The Board may accept or reject a reapplication for membership in accordance with Article 8.
- 10.4 Upon reapplication a Member must provide details of any change in their details, and any other information reasonably required by the Board. There is no right of appeal where the Board rejects an application for membership, whether a new application or a

renewal application.

11. Member Details and the Register of Members

- 11.1 The Secretary shall keep on the Company premises a register of Members setting out in full the names, occupations and addresses of all Members, the class of membership to which each Member has been admitted, the date of the last payment by each Member of their subscription and the date on which the Member's name was entered in the register.
- 11.2 Every Member at the time of joining as a member shall inform the Secretary of their postal address and shall from time to time inform the Secretary of any change of address. Such addresses shall be registered at the Company.

12. No assignment

- 12.1 Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

13. Members Cessation

- 13.1 A person ceases to be a Member on:
- (a) resignation;
 - (b) death;
 - (c) expiry of their membership under Article 10; or
 - (d) termination of their membership according to this Constitution or the Policies.
- 13.2 A Member may resign their membership at any time by notifying the Secretary in writing and upon acceptance of same by the Board, the person shall cease to be a Member.
- 13.3 A Member's resignation does not relieve that person of payment of any moneys due or payable before or at the time of such resignation and does not entitle that person to a refund of any subscription fee or other amount paid for membership.
- 13.4 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.
- 13.5 Subject to any sanctions imposed under Article 9.3, any person who ceased to be a Member for a reason other than termination may be re-appointed. Such a person must reapply for membership in accordance with Article 7 of this Constitution. The person may be required to pay any outstanding subscription fee or other amount payable under Article 9 before being readmitted to membership.
- 13.6 If a Member resigns after the 1st July in a year, they shall be liable for such subscriptions as due on the date of resignation.

14. Termination of Members

- 14.1 The Board may at any time reasonably determine that a Member is no longer suitable for membership and terminate the membership of that Member, including without limitation, if the Board forms the view that:
- (a) the Member no longer supports the objects of the Company or no longer agrees to be bound by the Constitution; or
 - (b) the Member is in breach of the Policies; or
 - (c) it reasonably determines that 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

- (d) the Member has brought the profession of sonography or the Company into disrepute; or
- (e) the Member's accreditation as a sonographer has ceased.

15. Complaints against Members

- 15.1 In dealing with a Member who is alleged to have infringed any provision of this Constitution or the Policies, the Board will comply with this Constitution, the Policies.

MEETINGS OF THE COMPANY'S MEMBERS

16. Annual General Meetings

- 16.1 Subject to the Act, a general meeting shall be held at least once in every calendar year and within the period of five (5) months after the end of the Financial Year at such time and place as may be determined by the Board. The abovementioned general meeting shall be called the "Annual General Meeting" and all other meetings of the Company shall be called "general meetings".
- 16.2 The Annual Report and Balance Sheet shall be placed before the Members at the Annual General Meeting, along with consideration of the Statement of Financial Performance, the director's report, the auditor's report. The business of the Annual General Meeting must include the election of Directors.

17. Convening General Meetings

- 17.1 Any Director may convene a general meeting of the Company's Members whenever that Director thinks fit.
- 17.2 The Board must convene a general meeting of the Company's Members on the request of Members in accordance with section 249D of the Act. The Members may convene a meeting of the Company's Members in accordance with sections 249E and 249F of the Act.

18. Notice of General Meetings

- 18.1 A notice of a meeting of the Company's Members shall specify:
- (a) the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the business to be transacted at the meeting;
 - (c) if a Member is entitled to appoint a proxy, contain a statement setting out the following information:
 - (i) that the Member has a right to appoint a proxy;
 - (ii) whether or not the proxy needs to be a Member;
 - (d) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (e) where applicable, any notice of motion received from any Member or Director in accordance with the Act;
 - (f) where applicable, a list of all nominations received for positions to be elected at the relevant general meeting; and
 - (g) such other information as is required by the Act including section 249L of the Act.
- 18.2 No business other than that stated in the notice of meeting may be transacted at a general meeting.

- 18.3 In addition to Virtual Meetings under Article 24, the Company may hold a meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 18.4 Subject to the provisions of the Act relating to agreements for shorter notice, at least 21 days' notice must be given of a meeting of the Company's Members.
- 18.5 Notice of every meeting of the Company's Members shall be given in the manner authorised by Article 18.1 to:
- (a) each Member entitled to vote at the meeting except those Members who have not supplied to the Company address for service;
 - (b) each Director; and
 - (c) the auditor of the Company.
- 18.6 No other person is entitled to receive notices of meetings of the Company's Members.
- 19. Quorum**
- 19.1 At an Annual General Meeting or General Meeting of the Company, ten (10) Eligible Members shall form a quorum and the quorum must be present at all times during the meeting.
- 19.2 In determining whether a quorum is present, individuals attending as proxies are counted except if an Eligible Member has appointed more than (one) 1 proxy, only (one) 1 of them is counted.
- 19.3 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 - 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 Board determine or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
 - (ii) 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.

20. Chairperson of General Meetings

- 20.1 The President for the time being will be the chairperson of every general meeting of the Company.
- 20.2 Where a meeting of the Company's Members is held and: -
- (a) a President has not been elected as provided by Article 34; or
 - (b) the person so elected is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,

the Vice-President shall be the chairperson and if the person so elected is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the following may preside as chairperson (in order of entitlement):

- (c) a Director (or other person) chosen by a majority of the Directors present;

- (d) the only Director present; or
- (e) an Eligible Member who is chosen by a majority of the Eligible Members present.

20.3 Conduct of General Meetings

- (a) The chairperson:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chairperson under this Article 20.3(a) is final.

21. Adjournment of General Meetings

- 21.1 The chairperson shall adjourn a meeting of the Company's Members from time to time and from place to place if the Members present with a majority of votes that may be cast at that meeting agree or direct the chairperson to do so. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 21.2 When a meeting of the Company's Members is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 21.3 Except as provided by Article 21.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. Voting at General Meetings

- 22.1 At any meeting of the Company's Members a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before a vote is taken or before or immediately after the declaration of the result of the show of hands) demanded: -
 - (a) by the chairperson; or
 - (b) by at least five (5) Members (present in person or by proxy or representative) entitled to vote on the resolution.
- 22.2 If an Electronic Voting System is used which allows members to vote at or prior to a meeting, a vote cast by a member by electronic means is taken to have been cast on the show of hands or poll and is to be counted accordingly.
- 22.3 If a member has voted on a resolution using an Electronic Voting System prior to a meeting, the member may not cast another vote on the resolution at the meeting.
- 22.4 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion

of the votes recorded in favour of or against the resolution.

- 22.5 The demand for a poll may be withdrawn.
- 22.6 If a poll is duly demanded, it shall be taken in such manner and (subject to Article 22.7) either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 22.7 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately.
- 22.8 Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.
- 22.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting of the Company's Members at which the show of hands takes place or at which the poll is demanded will not have a casting vote.
- 22.10 Subject to any restrictions concerning an Eligible Member's ability to vote under a Policy and subject to Articles 21.10 and 21.11-
- (a) at general meetings of the Company's Members, each Eligible Member may vote in person, by proxy, attorney or representative or by using an Electronic Voting System; and
 - (b) on a show of hands, every Eligible Member present, or who has cast their vote using an Electronic Voting System or the representative of an Eligible Member who is present, has one vote, and on a poll, every Eligible Member present in person or by proxy or attorney or representative, who casts their vote using an Electronic Voting System has one vote.
- 22.11 Every Eligible Member will have one (1) vote on each subject and is not entitled to exercise more than one (1) proxy vote.
- 22.12 If a Member is of unsound mind or is a person whose personal estate is liable to be dealt with in any way under the law relating to mental health, their agent, guardian or trustee or such other person as properly has the management of the Member's estate may exercise any rights of the Member in relation to a meeting of the Company's Members as if that person were the Member.
- 22.13 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- a. Any such objection shall be referred to the chairperson of the meeting of the Company's Members, whose decision is final.
 - b. A vote allowed pursuant to such an objection is valid for all purposes.

23. Proxies

- 23.1 A Member who is entitled to attend and vote at a meeting of the Company's Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.

- 23.2 A proxy appointed has the same rights as the Member (subject to any limitation which may be imposed by this Constitution):
- (a) to speak at the meeting; and
 - (b) to vote (but only to the extent allowed by the appointment);
- except that such rights are suspended while the appointor is personally present at the meeting.
- 23.3 An instrument appointing a proxy shall be in writing under the hand of the appointor or of that persons attorney duly authorised in writing or, if the appointor is a corporation, either under seal or executed in accordance with the Act or under the hand of an officer or attorney duly authorised.
- 23.4 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- 23.5 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 23.6 The instrument appointing a proxy may be in such form as determined from time to time by the Board and an appointment on such instrument will be valid if signed by the Member (or an authorised attorney) and contains the following information:
- (a) the Member's name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the name of the office held by the proxy and the proxy's address;
 - (d) the meeting or meetings (including dates) at which the appointment may be used or that the appointment is a standing one until revoked; and
 - (e) the appointment of an Eligible Member as a proxy.
- 23.7 The instrument appointing the proxy shall not be treated as valid unless the instrument (and if the instrument is signed by the Member's attorney - the power of attorney under which the appointment is signed or a certified copy of the same) is or are received by the Company at:
- (a) its registered office; or
 - (b) such other place, or electronic address specified in the notice of meeting (or resumed meeting),
- at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.
- 23.8 Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes the appointor:
- (a) dies or is mentally incapacitated;
 - (b) revokes the proxy's appointment;
 - (c) ceases to be a Member in respect of which the instrument or power is given; or
 - (d) revokes the authority under which the proxy was appointed by a third party.

- 23.9 Any Member may by power of attorney lawfully executed appoint an individual as attorney to act on behalf of the Member but the power of attorney or certified copy of the same must be received by the Company at:

- (a) its registered office; or
- (b) such other place, or electronic address specified in a notice of meeting (or resumed meeting);

at least 48 hours (or such other longer or shorter period that the Board may specify in the notice or allow) before the appointment is effective for the meeting (or resumed meeting).

24. Virtual general meetings

- 24.1 A General Meeting may be held by means of a Virtual Meeting, provided that:

- (a) the number of Eligible Members participating is not less than a quorum required for a General Meeting; and
- (b) the meeting is convened and held in accordance with the Act.

- 24.2 All provisions of this Constitution relating to a meeting apply to a Virtual Meeting in so far as they are not inconsistent with the provisions of this Article 24.

- 24.3 The following provision apply to a Virtual Meeting of the Company:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must be distinguishable to the chair;
- (d) a person may not leave a Virtual Meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Virtual Meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

DIRECTORS

25. Management of the Company

- 25.1 The business and affairs of the Company shall be managed by or under the direction of the Board of Directors.
- 25.2 The Board may continue to conduct and arrange the business affairs of the Company notwithstanding any vacancy on its body.

26. The Directors

- 26.1 The number of the Directors will be determined by the Board as it sees fit but the number shall not be less than three (3) and shall not be greater than ten (10).

- 26.2 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).
- 26.3 If the number of Directors exceed that permitted under Articles 26.1 and 26.2:
- (a) any Director may elect to resign from office by giving a written notice of resignation to the Company; or
 - (b) the Board may by resolution, remove any Director from office;
- to ensure compliance with Articles 26.1 and 26.2.
- 26.4 For the purposes of Article 26.3 and to give effect to Articles 26.1 and 26.2, a general meeting of Members and special resolution of Members is not required to remove a Director and Article 39 will not apply.
- 26.5 The Directors shall have power at any time and from time to time to: -
- (a) appoint a new Director to fill any casual vacancy; and
 - (b) appoint additional Directors.
- 26.6 Any Director appointed pursuant to Article 26.5 shall hold office only until the next following Annual General Meeting of the Company and shall then be eligible for election but shall not then be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

27. External Directors

- 27.1 The Board may by resolution appoint External Directors.
- 27.2 An External Director must:
- (a) be a person of good character over the age of 18 years; and
 - (b) not be a Member.

28. Nomination and Election of General Directors

- 28.1 A General Director shall be deemed to have been nominated for re-election unless the Director gives written notice to the contrary.
- 28.2 Only Eligible Members may nominate and be nominated for or elected as General Directors.
- 28.3 The Directors may develop and implement Policies which may set out the eligibility criteria to be met by General Directors.
- 28.4 Nominations of candidates for election as General Directors shall be:
- (a) required to fill the number of vacancies as created under the provisions of Article 29;
 - (b) in writing in the form prescribed by the Directors, and signed by any two Eligible Members;
 - (c) accompanied by a written consent of the candidate (which may be endorsed on the form of nomination); and
 - (d) delivered to the Secretary forty-five (45) days before the date fixed for the holding of the Annual General Meeting.

- 28.5 Nominations for candidates for General Directors must be served on Eligible Members at least thirty-eight (38) days before the Annual General Meeting.
- 28.6 If the number of candidate nominations received is less than or equal to the number of vacancies to be filled for General Directors, then the candidates nominated shall be deemed to be elected.
- 28.7 If the number of candidate nominations received exceeds the number of vacancies to be filled for General Directors, then a ballot shall be held.
- 28.8 The ballot referred to in Article 28.7 shall be conducted as follows:
- (a) The ballot may be conducted using an Electronic Voting System;
 - (b) Eligible Members will be notified of the nominations for all positions;
 - (c) The number of votes entitled to be cast by each Eligible Member for the candidates shall be the sum of vacancies for General Directors.
 - (d) Eligible Members must vote for their preferred candidate(s) in accordance with instructions on the ballot paper or given to Eligible Members through an Electronic Voting System.
 - (e) The ballot will be open to Eligible Members not less than thirty-eight (38) days before the date fixed for the Annual General Meeting.
 - (f) Eligible Members will vote in a secure and anonymous manner and all votes must be received by the Company not less than twenty-four (24) days before the Annual General Meeting.
 - (g) During the period of the ballot, all votes received by the Company will be securely stored. No completed ballot documents or votes will be accepted later than twenty-four (24) days before the date fixed for the commencement of the Annual General Meeting.
 - (h) The Directors may appoint two or more scrutineers to count the votes at any election of members of the Directors. Only votes completed in accordance with the instructions set out in Article 26.7(d) will be counted.
 - (i) If any number of candidates receives an equal number of votes, the President will not have a casting vote.
 - (j) The result of the election shall be declared at least twenty-one (21) days before the date fixed for the holding of the Annual General Meeting and shall be announced at, and taken to have effect from, the conclusion of the Annual General Meeting.
- 28.9 All notices and notifications referred to in this Article 28 may be given electronically, including via email, through an Electronic Voting System or some other method approved by the Board from time to time.
- 29. Rotations of Directors**
- 29.1 A General Director and External Director shall be appointed for a term of three (3) years.
- 29.2 At every Annual General Meeting, up to four (4) Directors who have been in office for three (3) years or until the second Annual General Meeting following such Directors' appointment (whichever is the longer) shall retire and may be re-nominated for election.
- 29.3 The Directors or Director who retire pursuant to the last preceding paragraph shall be the Directors or Director longest in office as a General Director or External Director since last being appointed but as between Directors in each category who were elected

on the same day the Director or Directors to retire in each category shall (in default of agreement between them) be determined by lot. Any Director retiring under paragraph 29.4 or paragraph 29.6 of this Article shall not be taken into account in determining the number of Directors to retire by rotation or which Directors shall retire by rotation.

- 29.4 The Board may by resolution fill up the vacated office of any External Director by electing a like number of persons to be External Directors.
- 29.5 The Company at any Annual General Meeting at which any General Directors retire in the manner aforesaid may fill up the vacated office by electing a like number of persons to be General Directors (in accordance with Article 28.8).
- 29.6 If, at any Annual General Meeting at which an election of General Directors ought to take place, the places of the retiring General Directors are not filled up, or the nominations are void for informality or for want of qualification on the part of the candidate, the retiring General Directors, or such of them as have not had their places filled up, shall (if willing to act) continue in office until the Annual General Meeting in the next year and so on from year to year until their places are filled up, unless and except in so far as it shall be determined at such meeting to reduce the number of General Directors.
- 29.7 Subject to the provisions of the Act the Company in general meeting may at any time by Special Resolution remove any appointed or elected Director before the expiration of such Director's period of office and, if so desired, elect another person in such Director's stead. The person so elected shall hold office during such time only as the Director in whose place such Director is elected would have held office if such Director had not been removed.
- 29.8 Notwithstanding anything hereinbefore contained, any General Director elected pursuant to the provisions of Article 28 shall unless such General Director shall retire from office pursuant to paragraphs 29.2, 29.6 or 29.7 of this Article at or before the second Annual General Meeting after their election, retire at such meeting.
- 29.9 A Director retiring pursuant to this Article shall retain office until the dissolution or adjournment of the meeting at which such Director's successor is elected and shall be eligible for re-election.
- 29.10 A Director must not hold office for a period greater than three (3) consecutive three (3) year terms ("Maximum Term") of nine (9) years. Directors who have not yet reached the Maximum Term at the end of their sitting term may stand for re-election, but if elected can only be appointed as Director for such period of time as does not exceed the Maximum Term.
- 29.11 The time spent by a person(s) occupying a casual vacant position on the board does not count towards the Maximum Term.

30. Remuneration of Director

- 30.1 The Directors may be paid all travelling and other expenses properly incurred by them in attending meetings of the Board or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.
- 30.2 The Directors may be paid an honorarium as compensation for being financially disadvantaged when attending meetings of the Board or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company. Such disadvantage includes loss of income and/or entitlements.
- 30.3 Honorariums are paid at a rate determined by the Board from time to time. The honorarium rate will be reviewed every two years with any increase in the rate reflecting changes in the Consumer Price Index during the same period.

31. Powers and Duties of Directors

- 31.1 Subject to the Act and to any other provision of this Constitution, rules, regulations or Policies, the business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and forming the Company, and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in meeting of the Company's Members.
- 31.2 Without limiting the generality of Article 31.1, the Board may exercise all the powers of the Company to borrow money, to charge any property or business of the Company, to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person and has power to make, vary, and rescind Policies of the Company in accordance with Article **Error! Reference source not found..**
- 31.3 The Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- 31.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in that person.
- 31.5 All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by any two General Directors, or by a General Director and Secretary or in such other manner as the Board determines.
- 31.6 The Board must cause a proper register to be kept in accordance with the requirements of the Act of all mortgages and charges specifically affecting the property of the Company and all requirements relating to the registration of such mortgages and charges must be complied with.
- 31.7 Directors must, at all times act in accordance with this Constitution and comply with any relevant Policies and any applicable laws governing directors' duties.

32. Convening Meetings of the Board

- 32.1 The Board shall meet together for the dispatch of business as they think fit. The President alone, or any two Directors jointly, may at any time convene a meeting of the Board.
- 32.2 Prior to each meeting of the Board, the Secretary shall cause a notice of meeting specifying the general nature of the business to be transacted at the meeting.

33. Electronic Meetings of the Board

- 33.1 The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business.
- 33.2 Without limiting the generality of Article 33.1, a meeting of the Board may be called or held using any technology consented to by all the Directors. A consent of a Director for the purposes of this Article may be a standing one. A Director may only withdraw their consent within a reasonable time before the meeting of the Board.

- 33.3 For the purposes of this Constitution, the contemporaneous linking together by an instantaneous communication device of a number of Directors not less than the quorum, whether or not any one or more of the Directors is out of Australia, shall be deemed to constitute a meeting of the Board and all the provisions of this Constitution as to meetings of the Board shall apply to any such meeting held by an instantaneous communication device so long as the following conditions are met:-
- (a) all the Directors for the time being entitled to receive notice of the meeting of the Board shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by this Constitution; and
 - (b) each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part at the commencement of the meeting.
- 33.4 A Director may not leave a meeting held by an instantaneous communication device by disconnecting their instantaneous communication device unless they have previously expressly notified the chairperson of the meeting of their intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of their leaving the meeting.
- 33.5 A minute of the proceedings at meetings held by an instantaneous communication device shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting.
- 33.6 For the purpose of this Article “instantaneous communication device” shall include a telephone, computer, tablet, laptop, television or any other audio and/or visual device which permits instantaneous communication.
- 34. Office Bearers**
- 34.1 The office bearers are the President and the Vice-President.
- 34.2 At the first Board Meeting following the Annual General Meeting, the Board shall elect, by majority vote, two (2) of their number as the President and the Vice President.
- 34.3 The office bearers shall be elected from General Directors for a term of one year. The office of each office bearer position will become vacant at the end of the next Board meeting following Annual General Meeting the following year. The Directors shall elect two (2) of their number to fill the vacancies.
- 34.4 A person ceases to be a President or Vice President if that person ceases to be an Eligible Member or a General Director. If a person ceases to be a President or Vice President, the Board shall have power at any time to appoint a new General Director to fill any casual vacancy by a majority vote. Any member so appointed as an office bearer shall hold office until the next Board meeting following the next Annual General Meeting of the Company.
- 34.5 The President or Vice President must not hold office for a period greater than four (4) consecutive years.
- 34.6 The President will be the chairperson for the Board meetings and the general meetings

of the Company. In the event that the President has not been elected, is unwilling to act or is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the Vice-President will be the chairperson for the Board meeting.

34.7 Where a meeting of the Board is held and: -

- (a) the President or the Vice-President has not been elected as provided by Article 34.2; or
- (b) the persons so elected are not present within fifteen (15) minutes after the time appointed for the holding of the meeting or are unwilling to act for all or part of the meeting,

the Directors present shall elect one (1) of their numbers to be chairperson of such meeting or part of it

35. Quorum for Board Meetings

35.1 At a meeting of the Board, the number of Directors whose presence is necessary to constitute a quorum is such number as is from time to time determined by the Board and, unless so determined, is five (5) persons, provided that each such person is a Director or an alternate Director and is entitled under the Act to vote on a motion that may be moved at that meeting.

35.2 In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a meeting of the Company's Members.

36. Voting at Board Meetings

36.1 Subject to this Constitution, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.

36.2 Unless otherwise stated in this Constitution, in a case of an equality of votes, the chairperson of the meeting shall not have a casting vote in addition to any vote the chairperson may have in the capacity as a Director.

37. Circulating Resolutions

37.1 If subject to Article 37.3:

- (a) all the Directors entitled to vote on a resolution have received a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document; and

a majority of the Directors:

- (i) sign and return the document containing a statement that they are in favour of a resolution of the Board in the terms set out in the document within five (5) days after the time the notice was sent or transmitted by electronic means by the Secretary, or
- (ii) respond in favour of a resolution of the Board in the terms set out in

the document from their usual email address within five (5) days after the time the notice was transmitted by electronic means by the Secretary.

a resolution in those terms shall be deemed to have been passed at the time at which a response in support of the resolution was last received by the Secretary from a Director necessary to make up the majority vote.

- 37.2 For the purposes of Article 37.1:
- (a) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate document; and
 - (b) any communication may be by electronic means.
- 37.3 Circulating resolutions referred to in this Article are not permitted for the following resolutions:
- (a) the removal of a Director or the appointment of a Director in place of a Director who has been removed;
 - (b) the removal of the President from office; or
 - (c) the removal of an auditor under section 329 of the Act.

38. Directors Conflict of Interest

- 38.1 A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- 38.2 Directors must complete an annual statement of interest which must be updated from time to time to satisfy the requirements in Article 38.1.
- 38.3 Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Directors' meeting papers related to the matter, and must absent themselves from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.
- 38.4 In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

39. Resignation and Removal of Directors

- 39.1 A Director may resign by giving a written notice of resignation to the Company at its registered office but otherwise will continue to hold office as a Director of the Company until (but not limited to the following):
- (a) the Director is removed by a resolution of the Company passed at a general meeting or dies in office;
 - (b) the Director becomes disqualified as a Member under this Constitution; or
 - (c) the term of the Director's appointment expires and the appointment is not

renewed.

- 39.2 A Director is disqualified from holding office of Director if the Director:
- (a) ceases to be or is removed as a director pursuant to the Act or is prohibited from being a director under the Act;
 - (b) is a General Director and ceases to be a Member of the Company;
 - (c) becomes bankrupt or enters into any arrangement with any class of creditors or creditors generally;
 - (d) becomes of unsound mind or liable to be dealt with in any way under the law relating to mental health or the Director's estate is liable to be dealt with in any way under such law;
 - (e) is absent from meetings of the Board without permission of the Board for three (3) consecutive meetings or more and the Director's office is declared vacant by the Board; or
 - (f) without the consent of the Company in general meeting holds any other office of profit under the Company except that of managing director; or
 - (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of their interest as required by Article 38; or
 - (h) is disqualified from being a Responsible Person of a registered charity under the ACNC Act.
- 39.3 To remove a Director by resolution, there must be a general meeting of Members and a vote to remove the Director must be made by a special resolution of Members present at the meeting.
- 39.4 The Board must appoint a Member capable of election as a Director to fill a casual vacancy or a vacation of office. Any Director so appointed will hold office until removed by the Board or until the next Annual General Meeting at which elections are held.

40. Policies

- 40.1 The Directors may from time to time make Policies:
- (a) that are required to be made under this Constitution; and
 - (b) which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs and may vary, rescind and replace those policies.
- 40.2 A notice of any Policies made, varied or rescinded by the Board pursuant to its power under Article 31.2 and this Article **Error! Reference source not found.** shall be posted on the website of the Company for a period of 14 days after the Board has created, varied, or rescinded such Policies.
- 40.3 The Policies take effect upon expiry of the 14-day notice period referred to in 40.2 and shall be of force and effect on that date.
- 40.4 The Policies are:
- (a) binding on all Members and have the same effect as a provision in this Constitution;
 - (b) subject to this Constitution;
 - (c) must be consistent with this Constitution; and
 - (d) may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

41. Delegation of Powers

- 41.1 The Board may delegate any of their powers to a committee or committees consisting of such of their numbers and such other individuals and consultants as they think fit, and may vary or revoke any delegation.
- 41.2 A committee to which powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Board and a power so exercised shall be deemed to have been exercised by the Board.
- 41.3 The Secretary of the Company will set out in a document:
- (a) the membership of the committee;
 - (b) the purpose for which that committee is set up; and
 - (c) the extent of the committee's power.
- 41.4 The membership of such a committee may elect one of their number as chairperson of their meetings.
- 41.5 Where such a meeting is held and: -
- (a) a chairperson has not been elected as provided by Article 41.4; or
 - (b) the person so elected is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,
- the membership present shall elect one of their number to be chairperson of the meeting or part of it.
- 41.6 A committee may meet and adjourn as it thinks proper, or as directed by the Board.
- 41.7 Questions arising at a meeting of a committee shall be determined by a majority of votes of the Members present and voting.
- 41.8 In the case of an equality of votes, the chairperson shall not have a casting vote in addition to any vote the chairperson may have in the capacity as a committee member.

42. Special Purpose Committees

- 42.1 The Board may by resolution establish special purpose committees, consisting of such Members, or non-members as the Board may think fit. Any such special purpose committee may be authorised by resolution of the Board to advise the Board on matters specified in the resolution or to undertake such tasks as are identified in the resolution. Such Committee shall be subject to such reporting requirements to the Board as the resolution specifies.

43. Defects in Appointment of Directors

- 43.1 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as, a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

ADMINISTRATION

44. Chief Executive Officer

- 44.1 The Directors may appoint a CEO and review their performance in accordance with a CEO performance review process adopted by the Board.
- 44.2 The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- 44.3 The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.
- 44.4 Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.
- 44.5 The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:
 - (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
 - (b) manage the financial and other reporting mechanisms of the Company;
 - (c) approve and incur expenditure subject to specified expenditure limits;
 - (d) sub-delegate their powers and responsibilities to employees or internal management committees of the Company; and
 - (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.
- 44.6 The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meeting of the Directors and any committees and may speak on any matter, but does not have a vote.

45. Secretary

- 45.1 The Secretary holds office on such terms and conditions, as to remuneration and otherwise, as the Board determines.
- 45.2 The Secretary shall attend all Board meetings and have the following duties:
 - (a) to keep the minutes of all Board meetings and Board resolutions properly recorded;
 - (b) to receive and answer all correspondence in relation to the Company;
 - (c) to keep the Register of Members;
 - (d) to keep a register of declared Director interests;
 - (e) to issue all notices of the Board relating to general meetings of the Company;
 - (f) to enforce discipline amongst Members; and
 - (g) to do all things required by an Act of Parliament or any regulations thereunder to be done by a Secretary of a Company.
- 45.3 The Directors may suspend or remove a Secretary from that office.

46. Minutes

46.1 The Board will cause minutes of: -

- (a) all proceedings and resolutions of meetings of the Company's Members;
- (b) all proceedings and resolutions of meetings of the Board, including meetings of a committee of Board;
- (c) resolutions passed by Members without a meeting;
- (d) resolutions passed by the Board without a meeting,

to be duly entered into the books kept for that purpose in accordance with the Act.

46.2 A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

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

47. Execution of Company Documents

47.1 The Company may execute a document (including a deed) without using a common seal if the document is signed by either 2 Directors or 1 Director and 1 Secretary.

47.2 The Board may approve and adopt a common seal for the Company and if so, the Board must provide for the safe custody of the seal and regulate the using of the seal which must only be used by the authority of the Board and every document to which the seal is affixed must also be signed in accordance with Article 47.1.

47.3 Without limiting the above, the Board may regulate the manner of execution of any document by the Company.

48. Financial Records and Audit

49. The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

49.1 The Board will (subject to any requirements of the Act) regulate the manner and the extent to which the books and records of the Company will be opened for public inspection and inspection by Members (not being Directors) but no such Members have any right of inspection of any books or records of the Company except as conferred by law or authorised by the Board or by the Company in a meeting of the Company's Members.

49.2 An auditor shall be appointed by the Board to audit the financial records of the Company. The auditor's duties and remuneration fixed shall be regulated in accordance with the Act.

50. Alteration of Constitution

50.1 The Company may modify or repeal this Constitution, or a provision of this Constitution, by Special Resolution.

50.2 A Special Resolution modifying or repealing this Constitution or adopting a new constitution for the Company will take effect:

- (a) on the date on which the resolution is passed; or

- (b) on a later date (if any) specified in, or determined in accordance with, the resolution,

but this does not apply to a Special Resolution passed in connection with a change of the Company's name or type.

51. Company Notices

51.1 A Company's notice may be given to any Member by:

- (a) delivering it to the Member personally;
- (b) sending it by prepaid post to or leaving it at, in either case the Member's address as shown in the Register of Members or such other address as is given to the Company in writing by the Member for these purposes;
- (c) sending it to an email or other electronic address given to the Company in writing by the Member for these purposes.

51.2 A Company's notice is deemed to have been received:

- (a) if delivered personally or left at the Member's address, upon delivery;
- (b) if sent by prepaid post, on the second day that the postal service is open for business after the day of posting and if to be sent outside Australia, at the time at which a letter would be delivered in the ordinary course of post; or
- (c) if transmitted by email or other electronic means, on the business day after it is transmitted or sent,

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

52. Winding Up

52.1 Members have no right to any surplus assets remaining after the completion of the winding up or dissolution of the Company. Any surplus assets must be given or transferred to some other institution or company having objects similar to the objects of the Company and which is not carried out for the profit or gain of its members.

52.2 Such an institution or company must have a Constitution that prohibits the distribution of its income and property among its members. The Constitution must contain provisions that are substantially similar in effect to Article 3 of this Constitution.

52.3 At or before the completion of the winding up or dissolution of the Company, the Members must decide, by ordinary resolution, which institution or company complying with Articles 52.1 and 52.2 is to receive the surplus assets of the Company. In default of any decision by the Members, the Board shall decide.

53. Indemnity for Directors and Officers

53.1 The Company may at the discretion of the Board indemnify a person who is or has been a director or officer of the Company against any liability of that person (as a director or officer of the Company):

- (a) to another person (not being the Company or a related body corporate) which does not arise out of conduct involving a lack of good faith; and
- (b) for costs and expenses incurred:
 - (i) in defending any proceeding, whether civil or criminal, in which judgement is given in favour of that person or in which that person is acquitted; or

- (ii) in connection with an application in relation to any proceeding, whether civil or criminal, in which the Court grants relief to that person pursuant to the Act.

53.2 The Company may at the discretion of the Board insure or provide funds to insure (in either case on such terms and conditions as the Board sees fit) any person who is or has been an officer of the Company against any liability incurred by the person in that capacity, whether in respect of acts or omissions of that person before or after the issue of such insurance policy, except any such liability arising out of conduct involving:

- (a) a wilful breach of duty in relation to the Company; or
- (b) a contravention of section 182 and section 183 of the Act.

53.3 Any indemnity or insurance effected pursuant to Article 53.1 or 53.2 respectively will notwithstanding any alteration to those Articles continue in full force and effect in respect of any acts or omissions before the date of alteration.