

Constitution of
Australian Institute of Project
Management
ACN 001 443 303

A company limited by guarantee

Table of Contents

1.	Definitions and Interpretation	1
1.1	Definitions	1
1.2	Interpretation	2
1.3	Replaceable rules	3
2.	Object.....	3
2.1	Object of the company	3
2.2	Powers.....	3
2.3	Application of income and property to object	3
3.	Membership.....	4
3.1	Members of the company	4
3.2	Register of Members	4
3.3	Address of Members.....	4
3.4	Limited liability of Members.....	4
3.5	Members' liability on winding up	4
3.6	Admission as a Member	4
3.7	Membership categories.....	5
3.8	Rights of Members.....	5
3.9	Obligations of Members.....	6
4.	Cessation as a Member.....	6
4.1	Resignation of a Member.....	6
4.2	Non-payment of fees.....	6
4.3	Misconduct of a Member.....	6
4.4	Other reasons for ceasing to be a Member	6
4.5	Re-admission	7
4.6	Liability after a person ceases to be a Member	7
5.	General Meetings	7
5.1	Annual general meetings (AGMs).....	7
5.2	Power to call a general meeting.....	7
5.3	Notice of general meetings	7
5.4	Business of AGMs and other general meetings.....	8
5.5	Power to cancel, postpone or change venue of a general meeting	8
5.6	Right of others to attend general meeting	9
6.	Proceedings at General Meetings	9
6.1	Quorum for general meetings	9
6.2	Chair of general meetings.....	9
6.3	Conduct of general meetings	10
6.4	Acting chair	11
6.5	Adjournment of general meetings	11
6.6	Voting at general meetings	11

6.7	Special meetings	12
6.8	Procedure for polls	12
6.9	Attendance waives certain rights	12
6.10	Holding general meetings by technology	12
7.	Representation and Voting of Members	13
7.1	Voting rights	13
7.2	Discretion to permit direct voting	13
7.3	Restriction on voting rights	13
7.4	Right to appoint proxy	13
7.5	Form of proxy	13
7.6	Lodgment of proxies	13
7.7	Validity of proxies, attorneys and representatives	14
8.	Appointment, Removal and Remuneration of Directors	14
8.1	Composition of the Board	14
8.2	Board to comprise Elected Directors and Appointed Directors	15
8.3	Director eligibility requirements	15
8.4	Term of office	16
8.5	Election of Directors	16
8.6	Appointed Directors	17
8.7	Casual vacancies	17
8.8	Vacation of office of Director	17
8.9	Alternate Directors	18
8.10	Remuneration of Directors	19
9.	Powers and Duties of the Board	19
9.1	Powers of the Board	19
9.2	Delegation by the Board	20
9.3	Directors may contract with the company and hold other offices	20
10.	Proceedings of the Board	21
10.1	Procedures relating to Board meetings	21
10.2	Convening Board meetings	21
10.3	Meetings of the Board by technology	22
10.4	Chair of the Board	22
10.5	Decisions of the Board	23
10.6	Written resolutions of Directors	23
10.7	Validity of acts	24
11.	Chief Executive Officer	24
11.1	Appointment	24
11.2	Delegation to Chief Executive Officer	24
12.	Secretaries and Other Officers	24
12.1	Secretary	24
12.2	Other officers	24

13.	Indemnity of Officers, Insurance and Access	25
14.	Seals	25
14.1	Seals.....	25
14.2	Other ways of executing documents.....	26
15.	Notices.....	26
15.1	Notices by the company to Members	26
15.2	Time of service	27
16.	Winding Up.....	27
17.	General	27
17.1	Jurisdiction.....	27
17.2	Prohibition and enforceability.....	27
18.	Transition from Previous Constitution	27
18.1	Previous constitution.....	27
18.2	Continuation of status and effect	28

Constitution of Australian Institute of Project Management, a public company limited by guarantee.

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

Alternate Director means a person appointed as an alternate Director under rule 8.9(a).

Amendment Date means the date of the 2022 annual general meeting of the Company.

Appointed Director means a Director appointed in accordance with rule 8.6.

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

Business Day means a day which is not a Saturday, Sunday or a public holiday in Sydney.

Candidate means a person who is eligible to stand for election as a Director in accordance with rule 8.5(b).

Chair means the person appointed to that role from time to time, pursuant to rule 10.4(a).

Chief Executive Officer means the chief executive officer of the company appointed by the Board under rule 11.1.

company means Australian Institute of Project Management (ACN 001 443 303), or whatever the company's name may be from time to time.

Constitution means this constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Law means the Corporations Act and the *Corporations Regulations 2001* (Cth).

Director means a person appointed or elected to the office of director of the company in accordance with this Constitution and, where appropriate, includes an Alternate Director and any director referred to in rule 8.1(c).

Elected Director means a Director elected in accordance with rule 8.5.

Financial Member means a Member who has paid up all sums presently payable by that Member in respect of Membership of the company.

Member means a person admitted to the membership of the company in accordance with the provisions of this Constitution, and **Membership** has the corresponding meaning.

Present means, in connection with a meeting and a Member, that Member present at the meeting, in person or by proxy, by attorney or, where that Member is a body corporate, by representative, and includes a Member present as provided in rule 6.10(b)(i).

Secretary means a person appointed by the Board under rule 12.1 as, or to perform duties of, secretary of the company.

Skills Assessment Process means, in relation to an election of Directors, the assessment as determined by the Board in relation to that election, to assess the skills, experience, qualifications and attributes of persons who have nominated to stand for election as a Director against the Skills Eligibility Criteria.

Skills Eligibility Criteria means the eligibility criteria determined by the Board from time to time relating to the skills, experience, qualifications and attributes of Directors, and which may include certain skills, experience, qualifications and/or attributes that a person must be able to demonstrate in order to stand for election as a Director.

Student Member means a Member who holds a Membership in the Student category.

1.2 Interpretation

- (a) Headings are for convenience only and do not affect interpretation.
- (b) The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise.
 - (i) The singular includes the plural, and the converse also applies.
 - (ii) Words that refer to any gender include all genders.
 - (iii) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
 - (iv) A reference to a person includes a corporation, trust, partnership, unincorporated body or other entity, whether or not it comprises a separate legal entity.
 - (v) A reference to a rule is a reference to a rule of this Constitution.
 - (vi) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.
 - (vii) A reference to a document being 'signed' or to 'signature' includes that document being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, includes the document being authenticated in accordance with the Corporations Law or any other method approved by the Board.
 - (viii) Specifying anything in this Constitution after the words 'including', 'includes' or 'for example' or similar expressions does not limit what else is included unless there is express wording to the contrary.
 - (ix) A word or phrase given a meaning in the Corporations Law has the same meaning in this Constitution.

1.3 **Replaceable rules**

The replaceable rules contained in the Corporations Act do not apply to the company.

2. **Object**

2.1 **Object of the company**

- (a) The object of the company is to recognise and promote competency and excellence in project management across government, business and the not for profit sectors for Australia's prosperity and its citizens' well-being.
- (b) In pursuing its object (but without limiting its object in any way), the company may do any of the following:
 - (i) promote, develop and monitor competence in the practice of project management by individuals and organisations;
 - (ii) promote the highest standards of ethics and professional conduct among Members;
 - (iii) advocate on behalf of Members including promote the formulation of effective policies that impact industries and organisations that utilise project management;
 - (iv) develop, maintain and provide input to competency standards in project management;
 - (v) assure the alignment and accreditation of curricula to project management industry standards and practices;
 - (vi) lead the integrated research agenda for the evolution of all aspects of project management;
 - (vii) promote the knowledge and understanding of project management in the community;
 - (viii) provide continuing professional education to Members and provide other useful and cost effective services, facilities and benefits to Members; and
 - (ix) undertake and do all such other things or activities which are necessary, incidental or conducive to the advancement of the company's object.

2.2 **Powers**

The company has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

2.3 **Application of income and property to object**

- (a) The income and property of the company are to be applied towards the promotion and pursuit of the object of the company. Subject to rule 2.3(b), no part of the income or property of the company may be paid, transferred or distributed, directly or indirectly, to any Member of the company by way of dividend, bonus or otherwise.
- (b) Rule 2.2(a) does not prevent the company from making a payment in good faith to a Member of the company:
 - (i) of reasonable and proper remuneration for services provided by that Member to the company;

- (ii) as genuine compensation for goods or services supplied to the company in the ordinary course of its activities;
- (iii) of reasonable and proper rent for premises let by a Member to the company;
- (iv) of interest, at a reasonable rate, for money lent to the company; or
- (v) for reimbursement of out-of-pocket expenses incurred by a Member for, or on behalf of, the company.

3. Membership

3.1 Members of the company

- (a) The Members are those persons admitted to the Membership of the company whose names are entered into the company's register of Members.
- (b) Two or more persons cannot be registered as holding a single Membership interest, whether as joint tenants or as tenants in common.

3.2 Register of Members

The register of Members must be kept by the Secretary and must contain the full name and address of each Member and any other information required by the Corporations Law or the Board.

3.3 Address of Members

If a Member informs the Secretary in writing of any change in their address, the Secretary will enter any such change of address in the register of Members. The latest address in the register of Members is deemed to be the Member's registered address.

3.4 Limited liability of Members

The liability of the Members of the company is limited to that contemplated in rule 3.5.

3.5 Members' liability on winding up

Each Member undertakes that, in the event that the company is wound up while that Member is a Member or within one year after the Member ceases to be a Member, they will contribute a maximum of \$50.00 each to the assets of the company for payment of:

- (a) the debts and liabilities of the company incurred before they ceased to be a Member;
- (b) the costs, charges and expenses of any winding up; and
- (c) to meet any other requirements set out in the Act.

3.6 Admission as a Member

- (a) A person may be admitted as a Member if:
 - (i) they have agreed to become a Member in a Membership category; and
 - (ii) they have satisfied the conditions of that Membership category as the Board may decide from time to time (which may include the payment of fees as may be determined by the Board).
- (b) A person does not need to be a natural person to be admitted as a Member.

3.7 Membership categories

- (a) The company has the following categories of Membership:
 - (i) Student;
 - (ii) Ordinary (MAIPM);
 - (iii) Fellow (FAIPM);
 - (iv) Life Fellow (LFAIPM); and
 - (v) Retired Member.
- (b) The Board may, at any time:
 - (i) create different categories of Membership;
 - (ii) vary or cancel any existing categories of Membership;
 - (iii) set and amend the criteria for, and the requirements, qualifications and obligations attributable to, each category of Membership;
 - (iv) set and amend the fees for each category of Membership and the terms of payment of those fees; and
 - (v) determine the benefits that a Member or group of Members may be granted and the terms of such grant. However, for the avoidance of doubt, doing so does not create different classes or categories of Membership.

3.8 Rights of Members

- (a) Each Member (other than Student Members) has, subject to this Constitution (including rules 4.2(c) and 7.3), the rights set out in this rule 3.8(a):
 - (i) **(Constitution and other rules)** the rights given to a Member under this Constitution and under any other rules the Board from time to time decides;
 - (ii) **(attend and vote at general meetings)** the right, at a general meeting of the company:
 - (A) to attend and speak; and
 - (B) to cast one vote, both on a show of hands and on a poll;
 - (iii) **(elect Directors)** the right to elect Directors pursuant to rule 8.5; and
 - (iv) **(right to stand for election as a Director)** the right to stand for election as a Director, provided they meet the requirements in rule 8.3 and are otherwise eligible to be a Director under the Corporations Law.
- (b) Each Student Member has, subject to this Constitution, the rights set out in this rule 3.8(b):
 - (i) **(Constitution and other rules)** the rights given to a Student Member under this Constitution and under any other rules the Board from time to time decides; and
 - (ii) **(attend general meetings)** the right to attend, but not speak or vote, at any general meeting of the company.

3.9 **Obligations of Members**

A Member must:

- (a) comply with this Constitution and any other rules as the Board from time to time decides; and
- (b) pay the applicable fees for their Membership.

4. **Cessation as a Member**

4.1 **Resignation of a Member**

A Member may resign from the company by giving notice in writing to the Secretary. The resignation will be effective from the date it is received by the Secretary. Any Director or the Secretary may then remove the Member's name from the register of Members.

4.2 **Non-payment of fees**

- (a) If a Member fails to pay any of the applicable fees for their Membership when they become due, the Secretary may give notice to the Member of that fact.
- (b) If any fee remains unpaid more than 3 months after their due date, the Board may cancel the Membership of the Member and remove the Member's name from the register of Members.
- (c) Any Member who has not paid the applicable fees for their Membership when they are due will not be able to exercise any of its Membership rights until all overdue fees are paid.

4.3 **Misconduct of a Member**

- (a) The Board may cancel the Membership of any Member and remove the Member's name from the register of Members if:
 - (i) the Member does not comply with the provisions of this Constitution or any other rules the Board decides;
 - (ii) the Member's conduct, in the opinion of the Board, is prejudicial to the interests or reputation of the company; or
 - (iii) the Board decides to do so, at its discretion.
- (b) Prior to the cancellation of the Membership of a Member in accordance with rule 4.3(a) (but without affecting rights of cancellation for non-payment of fees pursuant to rule 4.2), the Board must send a notice to the Member that states:
 - (i) the relevant information, including any allegations against the Member; and
 - (ii) the proposed cancellation of the Member's Membership,and ensure that the Member has a reasonable opportunity to provide any explanation.

4.4 **Other reasons for ceasing to be a Member**

In addition to the circumstances set out in rules 4.1, 4.2 and 4.3, a Member's Membership in the company will automatically cease:

- (a) in the case of a Member that is a body corporate, on the date that:

- (i) a liquidator is appointed in connection with the winding up of the Member;
 - (ii) an order is made by a court for the winding up or deregistration of the Member;
 - (iii) an external administrator (including a voluntary administrator), controller or receiver is appointed to the Member or any or all of its property; or
 - (iv) the Member is deregistered by the Australian Securities and Investments Commission for any reason; or
- (b) in the case of a Member who is a natural person, on the date that:
- (i) the Member dies; or
 - (ii) the Member is convicted of an indictable offence; or
 - (iii) the Member becomes a person of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

4.5 **Re-admission**

A Member whose Membership has been cancelled or ceases in accordance with rule 4.2, 4.3 or 4.4 may be re-admitted as a Member at the sole discretion of the Board and on such conditions as the Board deems appropriate.

4.6 **Liability after a person ceases to be a Member**

- (a) A person who ceases to be a Member must pay to the company:
- (i) all fees and other amounts owing to the company that are due and unpaid as at the date that the person ceases to be a Member; and
 - (ii) amounts that the Member is, or may become, liable to pay under rule 3.5.
- (b) If a person ceases to be a Member before the end of a term for which they have paid their Membership fees, the Member is not entitled to any refund of those fees, unless the Board decides otherwise in its discretion.

5. **General Meetings**

5.1 **Annual general meetings (AGMs)**

The company must hold its annual general meetings in accordance with the Corporations Law.

5.2 **Power to call a general meeting**

- (a) The Board may convene a general meeting whenever they think fit, and the Board must do so if required by the Corporations Law.
- (b) In accordance with the Corporations Law, Members with at least 5% of the votes that may be cast at a general meeting may call a general meeting provided they do so in compliance with the requirements of the Corporations Law.

5.3 **Notice of general meetings**

- (a) The company must give notice of a general meeting in accordance with the Corporations Law.
- (b) The company must give notice of a general meeting to its auditor.

- (c) In calculating the period of notice, neither of the following days is counted:
 - (i) the day on which the notice is given or taken to be given; or
 - (ii) the day of the meeting.
- (d) Notice of a general meeting must:
 - (i) set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that is used to facilitate this);
 - (ii) state the general nature of the meeting's business;
 - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - (iv) contain a statement setting out the following information:
 - (A) that any Member who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy; and
 - (B) that the proxy need not be a Member; and
 - (v) set out any other matters required by the Corporations Law.
- (e) The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings or any resolution passed at the meeting.

5.4 **Business of AGMs and other general meetings**

- (a) The business of an annual general meeting includes:
 - (i) to receive, consider and adopt the annual financial accounts and reports required by the Corporations Law to be prepared by the company;
 - (ii) if required, the election or removal of Directors;
 - (iii) if required, to appoint an auditor and to fix the auditor's remuneration; and
 - (iv) to transact any other business that, under this Constitution or the Corporations Law, is required to be transacted at any annual general meeting.

The business of an annual general meeting may also include any other business that may be transacted at a general meeting of which notice has been given in accordance with this Constitution or the Corporations Law.

- (b) Except with the approval of the Board, the permission of the chair of the meeting or to the extent permitted under the Corporations Law, no person may move at any general meeting any resolution (except in the form set out in the notice of meeting) or any amendment of any resolution.

5.5 **Power to cancel, postpone or change venue of a general meeting**

- (a) The Board may cancel, postpone or change the venue of any general meeting convened by them by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation, postponement or change of venue would be contrary to the Corporations Law. The Board is not required to give reasons for the cancellation, postponement or change of venue.

- (b) The non-receipt of a notice of the cancellation, postponement or change of venue of a general meeting by, or any failure to give notice of the cancellation, postponement or change of venue of a general meeting to, any person entitled to receive such notice does not invalidate the cancellation, postponement or change of venue, or any resolution passed at the meeting.

5.6 **Right of others to attend general meeting**

- (a) A Secretary, Chief Executive Officer, Director or the company's auditor who is not a Member is entitled to be present and, to the extent permitted under the Corporations Law or by the chair of the meeting, to speak at any general meeting.
- (b) Any other person (whether a Member or not) requested by the Board to attend any general meeting is entitled to be present and, to the extent permitted by the chair of the meeting, to speak at that general meeting.

6. Proceedings at General Meetings

6.1 **Quorum for general meetings**

- (a) Subject to rule 6.2 in respect of the election of the chair of a general meeting, no business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, 30 Members (or, if the company has fewer than 30 Members, Members holding 5% of the votes that may be cast at a general meeting) Present constitutes a quorum at that general meeting.
- (c) For the purposes of determining whether a quorum is present, each individual attending as proxy, attorney or corporate representative is to be counted, except that:
 - (i) Student Members will not be counted;
 - (ii) if a Member has appointed more than one proxy, attorney or corporate representative, only one of them is to be counted; and
 - (iii) if an individual is attending both as a Member and as a proxy, attorney or corporate representative, that individual is to be counted only once.
- (d) If there is not a quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the chair of the meeting or the Board adjourns the meeting to a date, time and place determined by that chair or the Board (as applicable). If no quorum is present at any adjourned meeting within 30 minutes after the time for the meeting, the meeting is dissolved.
- (e) Nothing in this Constitution limits the company's power to pass a resolution without a general meeting in accordance with the Corporations Law.

6.2 **Chair of general meetings**

- (a) Subject to rule 6.2(b), the Chair of the Board is entitled to preside as chair at every general meeting unless the business of that general meeting involves the Chair's removal.
- (b) Where a general meeting is held and:
 - (i) there is no Chair of the Board; or

- (ii) the Chair of the Board is not able to be present at the meeting or is not present within 15 minutes after the time appointed for the meeting, or despite being so present is unable or unwilling to act as chair of the meeting,

the Directors present may choose one of their number or, in the absence of any Directors or if none of the Directors present wish to act, the Members Present may elect one of their number to be chair of the meeting of which notice has been given in accordance with this Constitution.

6.3 Conduct of general meetings

- (a) The general conduct of a general meeting and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the chair of the meeting.
- (b) The chair of a general meeting may make rulings without putting the question (or any question) to the vote if that chair considers action is required to ensure the orderly conduct of the meeting.
- (c) The chair of a general meeting may require the adoption of any procedures that are in that chair's opinion necessary or desirable for the proper and orderly casting or recording of votes at the meeting, whether on a show of hands or on a poll.
- (d) The chair of a general meeting may:
 - (i) require any person who wishes to attend the meeting to comply with searches, restrictions or other security arrangements that the chair considers appropriate;
 - (ii) refuse entry to any person who:
 - (A) does not comply with such security arrangements;
 - (B) possesses a recording or broadcasting device without the consent of the chair;
 - (C) possesses an article which the chair considers to be dangerous, offensive or liable to cause disruption;
 - (D) behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
 - (E) is not a person who is entitled to attend the meeting;
 - (iii) subject to the Corporations Law, terminate discussion or debate on any matter whenever the chair considers it necessary or desirable to do so for the proper conduct of the meeting; and
 - (iv) without limiting rule 5.5, postpone the meeting before it has started (whether or not a quorum is present) if at the time and place appointed for the meeting, the chair considers that:
 - (A) there is not enough room for the number of Members who wish to attend the meeting; or
 - (B) a postponement is necessary, in light of the behaviour of the people present or for any other reason, so that the business of the meeting can be properly carried out.
- (e) Any determination by the chair of a general meeting in relation to matters of procedure (including any procedural motions moved at, or put to, the meeting) or any other matter

arising directly or indirectly from the business is final (including any procedural motions moved at, or put to, the meeting). Any challenge to a right to vote (whether on a show of hands or on a poll) or to a determination to allow or disregard a vote may only be made at the meeting and may be determined by the chair of the meeting whose decision is final.

- (f) If a person purports to cast a vote at or for the purposes of a general meeting in contravention of the Corporations Law, the chair of the meeting may determine that the vote be disregarded and treated as not having been cast.
- (g) Nothing contained in this rule 6.3 limits the powers conferred on a chair of a general meeting by law.

6.4 Acting chair

- (a) If during any general meeting the chair of the meeting acting under rule 6.2 is unwilling to chair any part of the proceedings, that chair may withdraw during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director to be acting chair of the meeting during the relevant part of the proceedings. On the conclusion of the relevant part of the proceedings the acting chair of the meeting is to withdraw and the chair of the meeting acting under rule 6.2 is to resume to chair the meeting.
- (b) Where an instrument of proxy appoints the chair of a general meeting as proxy for the part of the proceedings for which an acting chair of the meeting has been nominated, the instrument of proxy is taken to be in favour of that acting chair for the relevant part of the proceedings.
- (c) All powers conferred on the chair of the general meeting under this Constitution or by law will be taken to be conferred on the acting chair for the relevant part of the proceedings.

6.5 Adjournment of general meetings

- (a) During the course of a general meeting, the chair of the meeting may adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by that chair.
- (b) If the chair of the meeting exercises a right of adjournment of a meeting under rule 6.5(a) the chair has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless that chair exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (c) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.6 Voting at general meetings

- (a) Subject to any rights or restrictions attached to any class of Member and rule 6.6(d), each resolution submitted to a general meeting is to be decided by a show of hands of the Members Present and entitled to vote, unless a poll is demanded.
- (b) Members' resolutions taken at a general meeting will (unless the law requires the resolution to be passed by a special majority) be passed by a simple majority.

- (c) In the case of an equality of votes on a show of hands or on a poll, at or for the purposes of a general meeting, the chair of the general meeting has a casting vote in addition to any vote to which the chair may be entitled as a Member or as a proxy, attorney or corporate representative of a Member.
- (d) A matter will be decided on a poll without first being submitted to the meeting to be decided on a show of hands in any circumstance where the chair determines it appropriate.
- (e) Unless a poll is demanded, a declaration by the chair of a general meeting following a vote on a show of hands at the meeting that a resolution has been passed or lost is conclusive.
- (f) At any general meeting, a poll may be demanded by Members in accordance with the Corporations Law (and not otherwise) or by the chair of the meeting. No poll may be demanded on the election of a chair of the meeting or, unless the chair otherwise determines, the adjournment of the meeting. A demand for a poll may be withdrawn.
- (g) An objection as to the validity of any vote can be made only at the meeting or adjourned meeting or poll at which the vote is tendered. Every vote not disallowed at the meeting or poll is valid. The decision of the chair of the meeting as to whether a vote is allowed is final and conclusive.

6.7 **Special meetings**

All the provisions of this Constitution as to general meetings apply to any special meeting of any class of Members that may be held under the operation of this Constitution or the Corporations Law.

6.8 **Procedure for polls**

- (a) When demanded at a general meeting, a poll may be taken in the manner and at the time the chair of the meeting directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) as the chair of the meeting considers appropriate.
- (c) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded.

6.9 **Attendance waives certain rights**

A person's attendance at a general meeting waives any objection that person may have:

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

6.10 **Holding general meetings by technology**

- (a) The company may hold a general meeting:
 - (i) at two or more venues using any technology; or
 - (ii) using one or more technologies,

in each case, that gives the Members as a whole a reasonable opportunity to participate without being physically present in the same place.

- (b) At a meeting held pursuant to rule 6.10(a):
 - (i) all persons so participating in the meeting are taken for all purposes (for example, a quorum requirement) to be Present at the meeting while so participating; and
 - (ii) a requirement to allow an opportunity for persons attending the meeting to speak (for example, by asking questions) may be complied with by using one or more technologies that allow that opportunity.

7. Representation and Voting of Members

7.1 Voting rights

Subject to this Constitution and any rights or restrictions for the time being placed on any Member or class or classes of Members:

- (a) each Member entitled to attend and vote may, without limiting rule 7.2:
 - (i) attend and vote in person; or
 - (ii) be represented and vote by proxy, by attorney or (where the Member is a body corporate) by representative; and
- (b) each Member entitled to vote has one vote both on a show of hands and a poll.

7.2 Discretion to permit direct voting

The Board may decide that a Member who is entitled to vote on a resolution or any matter considered at a meeting is entitled to a direct vote in respect of that resolution or matter. A “direct vote” includes a vote delivered to the company by post, fax or other electronic means approved by the Board. The Board may prescribe rules about direct voting, including the form, method and timing of giving a direct vote for the vote to be valid.

7.3 Restriction on voting rights

Without limiting any other provision of this Constitution, a Member is not entitled to attend or vote at a general meeting or to be counted for the purpose of constituting a quorum unless the Member is a Financial Member.

7.4 Right to appoint proxy

- (a) A Member who is entitled to attend and vote at a meeting of the company may appoint a person as a proxy to attend and vote for the Member in accordance with the Corporations Law but not otherwise. A proxy appointed in accordance with the Corporations Law to attend and vote may exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Law but not otherwise.
- (b) A Member who is entitled to attend and vote at a meeting of the company may appoint one proxy only. A proxy need not be a Member.

7.5 Form of proxy

A form of appointment of a proxy is valid if it is in accordance with the Corporations Law or in any form (including electronic) that the Board may prescribe or accept.

7.6 Lodgment of proxies

- (a) No instrument appointing a proxy is treated as invalid merely because it does not contain:

- (i) the address of the appointor or of a proxy;
 - (ii) the proxy's name or the name of the office held by the proxy; or
 - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- (b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chair of the meeting.
- (c) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
- (d) An instrument appointing a proxy is not valid unless it and the power of attorney or other authority (if any) under which the instrument is signed is received by the company in accordance with the Corporations Law. Where a notice of meeting provides for electronic lodgement of proxy appointment forms, a form lodged at the electronic address specified in the notice is taken to have been received by the company and validated by the Member if there is compliance with the requirements set out in the notice.

7.7 **Validity of proxies, attorneys and representatives**

- (a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
- (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,
- if no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the company at its registered office at least 48 hours (or any shorter period as the Board may permit or specified by the Corporations Law) before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.
- (b) A proxy or attorney is not revoked by the principal attending and taking part in the relevant meeting. However, if the principal votes on any resolution at the meeting either on a show of hands or on a poll, then the person appointed as proxy or attorney for that principal has no vote in that capacity of that resolution. The proxy's and attorney's authority to speak for the principal at the meeting is suspended while the principal is present at the meeting.

8. Appointment, Removal and Remuneration of Directors

8.1 Composition of the Board

- (a) All Directors must be natural persons.
- (b) The number of Directors (including the Chair but not including Alternate Directors) must be not less than 3 and:
- (i) until the end of the 2023 annual general meeting of the Company, not more than 8; and
 - (ii) from the end of the 2023 annual general meeting of the Company, not more than 7.

- (c) Notwithstanding anything else in this Constitution, the Directors that hold office as at the Amendment Date will continue to hold that office, unless any of those Directors resign or cease to hold office in accordance with this Constitution or the Corporations Law.

8.2 Board to comprise Elected Directors and Appointed Directors

- (a) The Board will comprise:
 - (i) **(Elected Directors)**
 - (A) until the end of the 2023 annual general meeting of the Company, up to 5 Directors elected by the Members in accordance with rule 8.5 and
 - (B) from the end of the 2023 annual general meeting of the Company, up to 4 Directors elected by the Members in accordance with rule 8.5,

(in each case, referred to as Elected Directors); and
 - (ii) **(Appointed Directors)** up to 3 Directors appointed by the Board in accordance with rule 8.6 (referred to as Appointed Directors).
- (b) If any Director ceases to hold office, a new Director must not be elected or appointed if that would be contrary to achieving a Board composition that is consistent with rule 8.2(a).

8.3 Director eligibility requirements

- (a) A person must not be elected or appointed as a Director (and will cease to be eligible to continue to be a Director) unless they meet the following requirements:
 - (i) **(Corporations Law)** they must not be ineligible to be a director of a company under the Corporations Law;
 - (ii) **(age)** they must be at least 18 years of age;
 - (iii) **(Member)** subject to rules 8.6(c) and 8.9(b), they must be a Financial Member of the company; and
 - (iv) **(maximum tenure)** their election or appointment (or continuation as a Director) must not result in a breach of any provision of rule 8.4.
- (b) In addition to rule 8.3(a), a person is not permitted to stand for election as an Elected Director unless they have participated in the Skills Assessment Process and met the Skills Eligibility Criteria.

8.4 **Term of office**

- (a) Each Elected Director must retire from office at the end of the third annual general meeting following that Elected Director's last election. Subject to rule 8.4(d), a Director retiring under this rule 8.4(a) may stand for re-election or be appointed as an Appointed Director pursuant to rule 8.6.
- (b) An Appointed Director holds office until the end of their fixed term appointment or re-appointment (as the case may be), provided no person may serve as an Appointed Director for more than 6 years. Subject to rules 8.3 and 8.4(d), a person who ceases to hold office as an Appointed Director may stand for election as a Director.
- (c) A Director appointed to fill a casual vacancy under rule 8.7 holds office until the end of the next annual general meeting that follows that Director's appointment. Subject to rules 8.3 and 8.4(d), a Director who ceases to hold office under this rule 8.4(c) may stand for election as a Director.
- (d) No person may serve as a Director (whether as an elected or appointed Director) for more than 12 years in aggregate (whether continuously or in broken periods) since first being elected or appointed as a Director.

8.5 **Election of Directors**

Elected Directors are to be elected at the annual general meetings of the Company in accordance with the following process:

- (a) If there is, or will be at the end of the next annual general meeting, any vacancy on the Board for any Elected Director position, the Board must notify the Members of the proposed date of the next annual general meeting and the available vacancies at least three months before the date of the meeting. The Board will also notify Members of the Skills Eligibility Criteria and Skills Assessment Process applicable for that Director election.
- (b) A Member who meets the requirements in rule 8.3(a) may nominate in writing, at least two months before the proposed date of the next annual general meeting as notified to Members in accordance with rule 8.5(a), to stand for election as a Director. A person is only eligible to stand for election as a Director if:
 - (i) that person is a Financial Member at the time of nomination and at the relevant annual general meeting at which their election is to be considered; and
 - (ii) they have met the requirements in both rules 8.3(a) and 8.3(b).
- (c) Each person wishing to stand for election as a Director must provide to the Company:
 - (i) their CV;
 - (ii) a disclosure of interests;
 - (iii) a consent to act as a director of the company; and
 - (iv) any other information required by the Board (including as required to meet the Skills Assessment Process),by such time prior to the relevant annual general meeting as determined by the Board.
- (d) The Board may make such other rules for or about the conduct of elections of Directors as the Board may determine, including in relation to the conduct of the vote (which may include

voting by electronic means), the disclosure of information about candidates to Members, and the Skills Assessment Process.

- (e) Where there is only one available Elected Director position to be filled, that position will be filled by the Candidate who receives the highest number of votes from Members.
- (f) Where there is more than one available Elected Director position to be filled, those positions will be filled by the Candidates who receive the highest number of votes from Members, with the first position filled by the Candidate who received the highest number of votes, the second position filled by the Candidate who received the second highest number of votes, and so on until all of the available positions are filled.
- (g) Where there are fewer Candidates than Elected Director positions available to be filled, then no voting for Elected Directors is required to be held and each Candidate(s) will be deemed to have been elected as an Elected Director.
- (h) If two or more Candidates receive the same number of votes and it is necessary to determine who should be deemed to have received the higher number of votes as between them for the purposes of this rule 8.5, the Secretary will draw lots to determine this. The Candidate whose name is drawn first is deemed to have received the highest number of votes and if required, the Candidate whose name is drawn next is deemed to have received the next highest number of votes and so on.

8.6 **Appointed Directors**

- (a) Subject to rule 8.2(a)(ii), the Board may appoint a person who meets the requirements in rule 8.3 (other than rule 8.3(a)(iii)), and who has specific skills and/or experience that the Board considers desirable, to be an Appointed Director.
- (b) An Appointed Director is to be appointed for a fixed term of up to 3 years as determined by the Board. The Board may re-appoint an Appointed Director for a further fixed term or terms, provided that at the end of the last fixed term, the person will not have:
 - (i) served as an Appointed Director for more than 6 years; or
 - (ii) served as a Director (whether elected or appointed) for more than 12 years in aggregate.
- (c) An Appointed Director may be a Member but it is not a requirement for appointment.

8.7 **Casual vacancies**

In addition to their rights under rule 8.6, the Board may at any time appoint any person who meets the requirements in rule 8.3(a) to fill a casual vacancy.

8.8 **Vacation of office of Director**

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Law, the office of a Director becomes vacant if the Director:

- (a) ceases to meet the requirements set out in rule 8.3(a);
- (b) is removed by Members in accordance with the Corporations Law;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or compromise with their creditors generally;

- (e) is convicted on indictment of an offence and the Board does not within one month after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director;
- (f) fails to attend 3 or more Board meetings in any calendar year without leave of absence from the Board and a majority of the other Directors have not, within 14 days of having been given a notice by the Secretary giving details of the absence, resolved that leave of absence be granted;
- (g) resigns by notice in writing to the company; or
- (h) dies.

8.9 **Alternate Directors**

- (a) A Director may, with approval of a majority of the other Directors, appoint a person to be the Director's alternate Director for any period.
- (b) An Alternate Director may, but need not be, a Member or a Director of the company.
- (c) A person may act as Alternate Director to more than one Director.
- (d) If the appointer does not attend a meeting of Directors, an Alternate Director is entitled to attend and vote in place of and on behalf of the appointer.
- (e) An Alternate Director is entitled to a separate vote for each Director the Alternate Director represents, in addition to any vote the Alternate Director may have as a Director in their own right.
- (f) In the absence of the appointer, an Alternate Director may exercise any power that the appointer may exercise and the exercise of that power by the Alternate Director is to be taken to be the exercise of the power by the appointer.
- (g) The office of an Alternate Director is vacated if and when the appointer vacates the office as a Director.
- (h) The appointer may terminate the appointment of an Alternate Director at any time, even if the period of the appointment of the Alternate Director has not expired.
- (i) The appointment, or termination of appointment, of an Alternate Director must be in writing signed by the Director who makes or made the appointment and does not take effect unless and until the company has received notice in writing of the appointment or termination.
- (j) An Alternate Director is not to be taken into account in determining the minimum or maximum number of Directors allowed under this Constitution.
- (k) In determining whether a quorum is present at a meeting of Directors, an Alternate Director who attends the meeting is counted as a Director for each Director on whose behalf the Alternate Director is attending.
- (l) An Alternate Director is entitled to be paid the remuneration that the Directors think fit, either in addition to or in reduction of the remuneration payable to the Director for whom the Alternate Director acts as alternate.
- (m) An Alternate Director, while acting as a Director, is responsible to the company for that person's own acts and defaults and is not taken to be the agent of the Director who appointed the Alternate Director.

8.10 Remuneration of Directors

- (a) Sitting fees are payable to a Director for attending Board and Committee meetings as may be decided by the Board from time to time.
- (b) A Director is entitled to be reimbursed for expenses properly incurred by them in connection with the affairs of the company.
- (c) Notwithstanding any other provision of this Constitution but without limiting rule 13, a Director is not entitled to be paid any other fees or other remuneration by the company or a related body corporate, except as permitted by this rule 8.10.

9. Powers and Duties of the Board

9.1 Powers of the Board

- (a) The business and affairs of the company are to be managed by or under the direction of the Board, which may exercise all powers of the company that are not, by the law or this Constitution, required to be exercised by the company in general meeting. The Board is responsible for setting the strategic direction of the company, providing effective oversight of business outcomes, risk management and the good governance of the company.
- (b) The Board may exercise all the powers of the company to:
 - (i) borrow or raise money;
 - (ii) charge any of the company's property or assets; or
 - (iii) issue debentures or give any other security for any debt, contract, guarantee, engagement, obligation or liability of the company or of any other person.
- (c) The Board may:
 - (i) appoint or employ any person as an officer, agent or attorney of the company for the purposes, with the powers, discretions and duties (including those vested in or exercisable by the Board), for any period and on any other conditions they decide;
 - (ii) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (iii) remove or dismiss any officer, agent or attorney of the company at any time, with or without cause.
- (d) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Board decides.
- (e) The Board may, in its discretion, and without being required to provide reasons:
 - (i) waive any conditions for Membership;
 - (ii) readmit any person as a Member; or
 - (iii) refuse to admit any person as a Member.
- (f) The Board may from time to time:
 - (i) establish a code of conduct for Members;
 - (ii) make rules concerning the administration of Membership, including in relation to:

- (A) the qualifications for admission as a Member or for any particular Membership category;
- (B) the fees for Membership or for any particular Membership category. The Board may also suspend or waive payment of any of these fees in favour of any person(s) or group of persons;
- (C) disciplinary proceedings for Members;
- (D) the admission, readmission or refusal to admit persons as Members;
- (E) the transfer, lapse or cancellation of Membership;
- (iii) make rules relating to the certification of Members;
- (iv) make rules relating to Member chapters and forums; and
- (v) amend, vary, terminate or replace any of the abovementioned code or rules.
- (g) Nothing in this rule 9.1 limits the general nature of rule 9.1(a).

9.2 **Delegation by the Board**

- (a) The Board may delegate any of its powers to one Director, a committee of Directors, or any person or persons.
- (b) A Director, committee of Directors, or person(s) to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board.
- (c) The provisions of this Constitution applying to meetings and resolutions of the Board apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of Directors, except to the extent they are contrary to any direction given under rule 9.2(b).

9.3 **Directors may contract with the company and hold other offices**

- (a) The Board may make regulations requiring the disclosure of interests that a Director, and any person deemed by the Board to be related to or associated with the Director, may have in any matter concerning the company or a related body corporate. Any regulations made under this Constitution bind all Directors.
- (b) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any regulation made under rule 9.3(a).
- (c) Subject to rule 8.10(c), a Director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office.
- (d) A contract or arrangement entered into by or on behalf of the company in which a Director is in any way interested is not invalid or voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office.
- (e) A Director who is interested in any arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office, provided that the Director complies with the disclosure requirements applicable to the Director under rule 9.3(a) and under the Corporations Law regarding that interest.

- (f) A Director who has an interest in a matter that is being considered at a meeting of the Board may, despite that interest, vote, be present and be counted in a quorum at the meeting, unless that is prohibited by the Corporations Law. No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a Director fails to comply with that prohibition.
- (g) The Board may exercise the voting rights given by shares in any corporation held or owned by the company in any way the Board decides. This includes voting for any resolution appointing a Director as a director or other officer of that corporation or voting for the payment of remuneration to the directors or other officers of that corporation. A Director may, if the law permits, vote for the exercise of those voting rights even though they are, or may be about to be appointed, a director or other officer of that other corporation and, in that capacity, may be interested in the exercise of those voting rights.
- (h) A Director who is interested in any contract or arrangement may, despite that interest, participate in the execution of any document by or on behalf of the company evidencing or otherwise connected with that contract or arrangement.

10. Proceedings of the Board

10.1 Procedures relating to Board meetings

- (a) The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it determines.
- (b) Unless the Board decides differently, the number of Directors required to constitute a quorum is the greater of:
 - (i) one half of the total number of Directors for the time being in office who are not excluded under rule 10.1(c) (rounded up if not a whole number); and
 - (ii) 3 Directors.
- (c) A Director will be excluded for the purposes of the calculation under rule 10.1(b)(i) if that Director:
 - (i) is on a leave of absence approved by the Board;
 - (ii) has notified the Chair or the Secretary that they may be uncontactable for a certain period of time and the Board meeting is held during that period;
 - (iii) becomes incapacitated due to ill health or other unforeseen circumstances and is unable to participate in the Board meeting;
 - (iv) disqualifies themselves from considering the relevant item(s) of business; or
 - (v) would be prohibited under the Corporations Law or other laws or regulations from voting on the relevant item(s) of business.
- (d) If there is a vacancy in the office of a Director, the remaining Directors may act. However, if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of Directors to a number sufficient to constitute a quorum or to call a general meeting of the company.

10.2 Convening Board meetings

- (a) A Director may at any time, and the Secretary upon the request of a Director must, convene a Board meeting. A Board meeting may also be convened in any other manner determined by the Board from time to time.

- (b) Reasonable notice must be given to every Director of the place, date and time of every Board meeting. Notice of a Board meeting may be given by mail (electronic or otherwise), personal delivery, facsimile transmission or other electronic means to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director or by any technology agreed to by all the Directors.
- (c) A Director may waive notice of a meeting of the Board by giving notice to that effect in person or by post or by telephone, fax or other electronic means.
- (d) Failure to give a Director notice of a meeting of the Board does not invalidate anything done or any resolution passed at the meeting if:
 - (i) the failure occurred by accident or inadvertent error; or
 - (ii) the Director attended the meeting or waived notice of the meeting (whether before or after the meeting).
- (e) A person who attends a meeting of the Board waives any objection that person may have to a failure to give notice of the meeting.

10.3 **Meetings of the Board by technology**

- (a) For the purposes of the Corporations Law, each Director, by consenting to be a Director (or by reason of the adoption of this Constitution), consents to the use of each of the following technologies for holding a Board meeting:
 - (i) video;
 - (ii) telephone;
 - (iii) any other technology that permits each Director to communicate with every other Director; or
 - (iv) any combination of these technologies.

A Director may withdraw the consent given under this rule 10.3(a) in accordance with the Corporations Law.
- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
 - (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Board, taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of the Board conducted in that manner are as valid and effective as if conducted at a meeting at which all of the participating Directors were physically present in the one location.

10.4 **Chair of the Board**

- (a) The Board may elect, by simple majority, one of its number to be Chair of the Board. The Director elected to be Chair will remain Chair for the duration of their term of office as Director, and will chair any meeting of the Board during that term, unless removed by the Board by simple majority vote prior to the expiry of such term.
- (b) Where a Board meeting is held and:
 - (i) a Chair has not been appointed as provided by rule 10.4(a); or

- (ii) the Chair is not able to be present at the meeting or is not present within 30 minutes after the time appointed for the meeting, or despite being so present is unable or unwilling to chair the meeting,

the Directors present may elect one of their number to chair that meeting.

10.5 **Decisions of the Board**

- (a) The Board, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the Board under this Constitution.
- (b) Questions arising at a Board meeting are to be decided by a majority of votes of Directors present and entitled to vote on the relevant question.
- (c) Subject to rule 10.5(d), in the case of an equality of votes at a Board meeting, the Chair has a casting vote in addition to the Chair's deliberative vote.
- (d) Where only 2 Directors are present or entitled to vote at a meeting of the Board and the votes are equal on a proposed resolution:
 - (i) the Chair does not have a second or casting vote; and
 - (ii) the proposed resolution is taken as lost.

10.6 **Written resolutions of Directors**

- (a) A resolution in writing signed by all Directors (other than a Director excluded under rule 10.6(b)) or a resolution in writing of which notice has been given to all Directors and which is signed by a majority of Directors (other than a Director excluded under rule 10.6(b)) entitled to vote on the resolution (not being less than the number required for a quorum at a Board meeting) is a valid resolution of the Board and is effective when signed by the last of all the Directors to sign the resolution or the last of the Directors constituting the majority, as required.
- (b) A Director will be excluded for the purposes of rule 10.6(a) if that Director:
 - (i) is on a leave of absence approved by the Board;
 - (ii) has notified the Chair or the Secretary that they may be uncontactable for a certain period of time and the resolution in question is put to the Board during that period;
 - (iii) becomes incapacitated due to ill health or other unforeseen circumstances and is unable to consider the resolution in question;
 - (iv) disqualifies themselves from considering the resolution in question; or
 - (v) would be prohibited under the Corporations Law or other laws or regulations from voting on the resolution in question.
- (c) A Director may consent to a resolution by:
 - (i) signing the document containing the resolution (or a copy of that document);
 - (ii) giving to the company a written notice (including by electronic means) addressed to the Secretary or to the Chair signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or

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

10.7 **Validity of acts**

All actions at any Board meeting or by a committee of the Board or by any person acting as a Director are, despite the fact that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been properly appointed and was qualified and continued to be a Director or a member of the committee.

11. **Chief Executive Officer**

11.1 **Appointment**

- (a) The Board may appoint a person to be Chief Executive Officer of the company.
- (b) The Board may (subject to the provisions of any contract between the person and the company):
 - (i) define the Chief Executive Officer's powers, fix their remuneration and duties and from time to time vary any of the powers conferred on that person; or
 - (ii) revoke that person's appointment as Chief Executive Officer and appoint another person to that position.

11.2 **Delegation to Chief Executive Officer**

The Board may delegate to the Chief Executive Officer the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of the company. The delegation may include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
- (b) manage the financial and other reporting mechanisms of the company;
- (c) approve and incur expenditure subject to specified expenditure limits; and
- (d) sub-delegate their powers and responsibilities to employees or internal management committees of the company.

12. **Secretaries and Other Officers**

12.1 **Secretary**

The Board may appoint one or more secretaries under the Corporations Law. A Secretary holds office on the terms and conditions as decided by the Board. The Board may remove any Secretary in its absolute discretion.

12.2 **Other officers**

- (a) The Board may from time to time:
 - (i) create any other position or positions in the company with the powers and responsibilities as the Board may from time to time confer; and

- (ii) appoint any person, whether or not a Director, to any position or positions created under rule 12.2(a)(i).
- (b) The Board may (subject to the provisions of any contract between the person and the company) at any time terminate the appointment of a person holding a position created under rule 12.2(a)(i) and may abolish the position in its discretion.

13. Indemnity of Officers, Insurance and Access

- (a) The company indemnifies each officer of the company out of the assets of the company to the full extent permitted by law against any liability incurred by the officer in or arising out of the conduct of the business of the company or in or arising out of the discharge of the duties of the officer.
- (b) Where the Board considers it appropriate, the company may execute a documentary indemnity in any form in favour of any officer of the company, provided that such terms are not inconsistent with this rule 13.
- (c) Where the Board considers it appropriate, the company may:
 - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the company against, to the relevant extent, any liability incurred by the officer in or arising out of the conduct of the business of the company or in or arising out of the discharge of the duties of the officer; and
 - (ii) bind itself in any contract or deed with any officer of the company to make the payments.
- (d) Where the Board considers it appropriate, the company may:
 - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
 - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this rule 13:
 - (i) **officer** means a director or secretary and includes a former officer;
 - (ii) **duties of the officer** includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the company or, where applicable, a subsidiary of the company to any other corporation; and
 - (iii) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

14. Seals

14.1 Seals

The company may have a common seal and a duplicate common seal. If the company has any such seal:

- (a) it may only be used with the authority of the Board; and

- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

14.2 Other ways of executing documents

Rule 14.1 does not limit the ways in which the company may execute a document.

15. Notices

In this rule 15, a reference to a document includes a notice.

15.1 Notices by the company to Members

- (a) Without limiting any other way in which a document may be given to a Member under this Constitution or the Corporations Law, a document may be given by the company to any Member by, in the Board's discretion:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address as shown in the register of Members or the address nominated by the Member to the company for the giving of documents;
 - (iii) sending it to any fax number nominated by the Member to the company for the giving of documents;
 - (iv) sending it by any electronic or technological means (including providing a link to any document or attachment) to any electronic address, telephone number or other electronic contact details provided by the Member to the company;
 - (v) sending it by such other method determined by the Board which is permitted by legislation; or
 - (vi) serving it in any manner contemplated in this rule 15.1(a) on a Member's attorney as specified by the Member in a notice given under rule 15.1(b).
- (b) By written notice to the Secretary left at or sent to the registered office of the company, a Member may request that all documents to be given by the company or the Board be served on the Member's attorney at an address, or by electronic means, nominated in the notice and the company and the Board may do so in their discretion.
- (c) A document may be sent to a Member whose address for documents is outside Australia by airmail, air courier or fax or otherwise be sent or made available electronically (including as contemplated by rule 15.1(a)).
- (d) A signature to any document given by the company to a Member under this rule 15.1 may be printed or affixed by some mechanical, electronic or other means.
- (e) Where a Member does not have a registered address or where the company believes that Member is not known at the Member's registered address, all notices are taken to be:
 - (i) given to the Member if the notice is exhibited in the company's registered office for a period of 48 hours; and
 - (ii) served at the commencement of that period,unless and until the Member informs the company of the Member's address.

15.2 Time of service

- (a) Any document sent by post is conclusively considered to have been served at the expiration of 48 hours after the envelope containing the document is posted and, in proving service, it is sufficient to prove that the envelope containing the document was properly addressed and posted. Any document served on a Member personally or left at the Member's address is conclusively considered to have been served when delivered. Any document sent to a Member by fax or other electronic means is conclusively considered to have been served when the fax or other electronic transmission is sent.
- (b) Any document made available to a Member by any electronic means as contemplated by rule 15.1(a) is conclusively considered to have been served when notification that the document is available for access by that means is sent.

16. Winding Up

- (a) If, on the winding up or dissolution of the company and after satisfaction of all its debts and liabilities, there is any property remaining, then that property must be given or transferred to some other organisation or organisations selected by the Members before or at the time of dissolution, which has a purpose or purposes that the Members consider similar to the purpose of the company, and which has rules prohibiting the distribution of its assets and income to its members. That property must not be paid to or distributed among the Members.
- (b) If the Members have not selected an organisation before or when the company is dissolved, then the organisation or organisations (including any charitable organisations) are to be selected by the Chief Judge in Equity of the Supreme Court of New South Wales (or another Judge of that Court as may have jurisdiction in the matter).

17. General

17.1 Jurisdiction

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

17.2 Prohibition and enforceability

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

18. Transition from Previous Constitution

18.1 Previous constitution

Everything done under any previous constitution of the company continues to have the same operation and effect after the Amendment Date as if properly done under this Constitution.

18.2 **Continuation of status and effect**

- (a) Every Director and Secretary in office immediately before the Amendment Date is taken to have been elected or appointed and continues in office under this Constitution, and their term in office continues after the Amendment Date.
- (b) The Chief Executive Officer in office immediately before the Amendment Date is taken to have been appointed and continues in office under this Constitution.
- (c) Any Director who is the Chair immediately before the Amendment Date is taken to have been elected and continues in that office under this Constitution.
- (d) Any person who holds a Membership in a category immediately before the Amendment Date will continue to hold Membership in that same category on and from the Amendment Date.
- (e) Unless a contrary intention appears in this Constitution, all persons, things, agreements and circumstances appointed, approved or created by or under any previous constitution of the Company continue to have the same status, operation and effect after the Amendment Date.