

Corporations Act 2001 (Cth)
A Company Limited By Guarantee

Constitution
of
the Society of University Lawyers Limited

Table of Contents

Interpretation	1
1 Definitions	1
2 Interpretation	2
APPLICATION OF CORPORATIONS ACT	3
3 Application of Corporations Act	3
OBJECTS	3
4 Objects	3
POWERS	4
5 Powers	4
APPLICATION OF INCOME	4
6 Application of Income	4
CONTRIBUTION OF MEMBERS	4
7 Contribution of Members	4
NO DISTRIBUTION OF PROPERTY	4
8 No Distribution of Property	4
MEMBERSHIP	5
9 Members	5
10 Associate Membership Renewal	6
11 Membership Class Rights	6
12 Application for membership	6
13 Further information	7
14 Determination of the Board	7
15 Entrance fee	7
16 Notification of rejection	7
17 Notification of acceptance	7
18 Certificates	7
19 Membership not transferable	7
FEES AND LEVIES	7
<u>-SOUL Constitution-</u>	i

20	Fees	7
21	Levies	7
22	Different fees or levies payable	8
	VARIATION OF MEMBERS' RIGHTS	8
23	Special Resolution of Ordinary Members	8
	CESSATION AND RECLASSIFICATION OF MEMBERSHIP	8
24	Non-payment of fees or levies	8
25	Termination of Membership	8
26	Removal from the Register	9
27	Continuing rights, liabilities etc	9
28	Non-compliance with Constitution and misconduct	9
	RIGHTS AND DUTIES OF MEMBERS	10
29	Conflicts	10
	GENERAL MEETINGS	10
30	Convening of general meeting	10
31	Annual General Meeting	10
32	Notice period	10
33	Contents of notice	11
34	Failure to give notice	11
35	Notice of adjourned meeting in certain circumstances only	11
36	Persons entitled to notice of general meeting	11
37	Persons entitled to attend general meetings	11
38	Postponement of Cancellation of Meeting	11
	PROCEEDINGS AT GENERAL MEETINGS	12
39	Business of Annual General Meeting	12
40	Special business	12
41	Cancellation of Postponement of General Meeting	12
42	Quorum	12
43	Chairperson	13
44	If quorum absent	13

45	Dissolution of adjourned general meeting if quorum absent	13
46	Voting: show of hands or poll	13
47	Questions decided by majority	13
48	Declaration by chairperson that resolution carried	14
49	Conduct of poll	14
50	Continuation of meeting notwithstanding poll	14
51	Adjournment of general meetings	14
52	General Conduct of Meetings	14
	VOTES AT GENERAL MEETINGS	15
53	Number of votes	15
54	Votes of incapacitated member	15
55	No vote if fees unpaid	15
56	Chairperson to determine disputes re votes	15
57	Objections to qualification to vote	15
58	Proxy not to vote if Member present	16
59	When numerous proxies or Representatives are present	16
60	No vote if contrary to Corporations Act	16
	Circular resolutions of Members	16
61	Circular resolutions of members	16
	PROXIES AND PRESENTATIVES	16
62	Right to appoint proxy/attorney	16
63	Proxy or attorney will be written	16
64	Directors or chairperson decide validity	17
65	Authority conferred on Proxy or Attorney	17
66	Power of attorney and proxy form to be deposited before meeting	17
67	Vote by proxy valid notwithstanding intervening death etc. of Member	17
68	Member may indicate whether proxy is to vote for or against resolution	18
69	Form of proxy/attorney	18
70	Failure to name appointee	18
	POWERS OF THE SOCIETY AND ITS DIRECTORS	18

71	Directors have powers of the Society	18
72	Directors may appoint attorney or agent	18
73	Execution of Society cheques etc	18
	APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS	19
74	Number of Directors	19
75	Constitution of the Board	19
76	Casual Vacancy	19
77	Limited ability of Directors to act during vacancies	19
78	Director must be an Ordinary Member	19
79	Directors may attend and speak at general meetings	20
80	Nomination of candidates for election as Directors	20
81	Form of nomination	20
82	Information about candidates	20
83	Election of Directors	20
84	Election procedures	20
85	Returning officer or chairperson to act	21
86	Resignation of Directors	21
87	Suspension of Director guilty of prejudicial behaviour	21
88	Removal of Directors	21
89	Vacation of office of Director	21
	RETIREMENT OF DIRECTORS	22
90	Retirement of Directors at annual general meetings in certain circumstances	22
91	Retiring Director stays for meeting	22
	DUTIES OF DIRECTORS	22
92	Directors to act in best interests of the Society	22
	DIRECTOR'S CONTRACTS	22
93	Interested Directors	22
	PROCEEDINGS OF DIRECTORS	23
94	Meetings of Directors	23
95	Quorum for meetings of Directors	23

96	Convening meetings of Directors	23
97	Notice of meetings of Directors	23
98	Meetings by Electronic Means	24
99	Votes at meetings of Directors	24
100	Casting vote for chairperson of Directors	24
101	Chairperson and deputy chairperson of Directors	24
102	Committee of Directors	25
103	Defects in appointment or qualifications of Director	25
104	Written resolutions of Directors	25
	REGIONAL CHAPTERS	26
105	Specified localities	26
106	Regional Chapters	26
107	Regional Chapter Meetings	26
	AMENDMENT TO CONSTITUTION	27
108	Amendment to Constitution	27
	MINUTES	27
109	Minutes of all proceedings to be kept	27
110	Minutes to be signed by chairperson	27
111	Inspection of minutes of general meetings	27
	SECRETARY	27
112	Appointment and removal of Secretary	27
	EXECUTION OF DOCUMENTS	27
113	Custody and use of Seal	27
114	Execution of documents	28
115	Facsimile signature under Seals	28
116	Effect of sealing	28
	ACCOUNTS	28
117	Society to keep	28
118	Annual accounts to be laid before annual general meeting	28
119	Copy of accounts to be sent	28

AUDITORS: APPOINTMENT AND REMOVAL	29
120 Auditors: Appointment and Removal:	29
NOTICES AND USE OF TECHNOLOGY	29
121 Method of service of notices	29
122 Notification of address or facsimile number	29
123 Notice to overseas Members without Australian address	29
124 Notice by advertisement	29
125 Time of service by post	30
126 Time of service by facsimile transmission or email	30
127 Signatures on notices	30
128 Calculation of notice period	30
129 Use of technology	30
OFFICERS: INDEMNITIES AND INSURANCE	31
130 Indemnity and Insurance	31
131 Insurance	32
132 Indemnity not exhaustive	32

Corporations Act 2001 (Cth)

A Company Limited by Guarantee

Constitution

Of

the Society of University Lawyers Limited

INTERPRETATION

1 Definitions

In this Constitution the following definitions apply, unless the context requires otherwise:

Associate Member means any person admitted to membership as an associate member under this Constitution.

Association means The Society of University Lawyers Incorporated Association Number A05051.

Board means the Ordinary Members appointed to the Board under clause 75 of this Constitution for the time being of the Society or those of them who are present at a meeting at which there is a quorum.

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

Corporations Act means the *Corporations Act 2001 (Cth)* as amended from time to time.

Director means a director for the time being of the Society.

Initial Members takes the same meaning as set out in clause 9.1.

Member means a person admitted to membership of the Society of any class in accordance with this Constitution. However, where the term Member is used in connection with voting it shall be construed and confined as necessary only to refer to a Member who has the right to vote.

Office means the registered office for the time being of the Society.

Officer means an officer as defined in the Corporations Act.

Ordinary Member means any person admitted to membership as an ordinary member under this Constitution.

President means the president of the Society.

Regional Chapter means a regional branch of the Society for one or more of the following regions:

- (a) Victoria;
- (b) Tasmania;
- (c) South Australia;
- (d) Western Australia;
- (e) Northern Territory;
- (f) New South Wales;
- (g) Australian Capital Territory; or
- (h) Queensland.

Regional Representative means the representative elected to represent one or more Regional Chapters pursuant to clause 107.3 or appointed under clause 107.4.

Register means the register of Members kept under the Corporations Act.

Representative means a person appointed as a representative of a body corporate pursuant to Section 250D of the Corporations Act.

Seal means the common seal of the Society (if any).

Secretary means the secretary for the time being of the Society, and if there are joint secretaries, any one or more of such joint secretaries.

Society means The Society of University Lawyers Limited ACN 606 266 693.

Special Resolution means a resolution of the Society, the carriage of which requires that it be passed by at least 75% of the votes cast.

Treasurer means the treasurer of the Society.

University means any university in Australia recognised as a university for Commonwealth funding purposes and any controlled entity of such a university, or any other tertiary education institution within or outside Australia approved by the Board for the purposes of its staff being admitted as Members of the Society.

2 Interpretation

In this Constitution:

- (a) headings are for the convenience only and do not affect meaning, and unless the contrary intention appears;
- (b) words importing the singular number include the plural number and vice versa;
- (c) words importing any gender include all other genders;
- (d) a reference to a person includes a corporation, a partnership, a body corporate, an unincorporated association, any other legal entity, and a statutory authority or government;

- (e) where any word or phrase is given a defined meaning any other part of speech or grammatical form in respect of that word or phrase has a corresponding meaning;
- (f) a reference to a clause is to a clause of this Constitution;
- (g) any power, right, discretion or authority conferred upon any person or groups of persons under this Constitution may be exercised at any time and from time to time; and
- (h) an expression in a provision of this Constitution which relates to or involves a particular provision of the Corporations Act, has the same meaning as in that provision of the Corporations Act to the extent that a contrary intention does not appear in this Constitution.

APPLICATION OF CORPORATIONS ACT

3 Application of Corporations Act

Except so far as a contrary intention appears anywhere in this Constitution, all of the replaceable rules in the Corporations Act are displaced by this Constitution and do not apply to the Society.

OBJECTS

4 Objects

4.1 The objects for which the Society is established are:

- (a) to advance the education of Members;
- (b) to foster and promote the exchange of information relating to legal and other relevant matters affecting Universities and tertiary education generally;
- (c) to hold an annual conference, rotated as circumstances permit, through each Regional Chapter, dedicated to educating Members on:
 - (i) legal issues affecting Universities; and
 - (ii) practice issues for in-house legal practitioners acting for Universities;
- (d) to promote collegial relationships between legal practitioners who act for Universities and to foster co-operation between Members in a manner beneficial to the interests of Universities;
- (e) to provide support, services and assistance to Members in their roles to enhance their ability to provide advice and services to and represent the interests of Universities; and
- (f) to do all such other things as may appear incidental or conducive to the pursuit or attainment of the above objects, or to the exercise of any power (express or implied) by the Society.

4.2 None of the above objects will be construed so as to limit or be limited by any other object.

4.3 The Society may also do anything which is ancillary or incidental to the above objects.

POWERS

5 Powers

Solely for the purpose of carrying out these objects and not otherwise, the Society has the power to do all such things as are necessary, incidental or conducive to the attainment of these objects and, for that purpose and not otherwise, the Society has the legal capacity of an individual with all consequential powers as conferred by section 124 of the Corporations Act.

APPLICATION OF INCOME

6 Application of Income

The income and property of the Society will be applied solely towards the promotion of the objects of the Society as set out in this Constitution and no part will be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to Members provided that:

- (a) nothing contained in this Constitution will prevent the payment in good faith of remuneration to any Officer, employee or Member of the Society (including any firm or corporation in which any such Officer, employee or Member has an interest) in return for any services actually rendered or for any goods supplied to the Society in the ordinary and usual way of business. Neither will it prevent the payment of interest, in good faith, on money borrowed by the Society from any Member, or reasonable and proper rent for the premises let by any Member to the Society; and
- (b) except as provided in this clause 6, no Director of the Society will be paid any fee, commission, honorarium or other remuneration for acting as a Director other than reasonable out-of-pocket expenses.

CONTRIBUTION OF MEMBERS

7 Contribution of Members

Each Member of the Society undertakes to contribute to the property of the Society, in the event of the Society being wound up while that person is a Member or within one year after that person ceases to be a Member, for payment of the debts and liabilities of the Society contracted before that person ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

NO DISTRIBUTION OF PROPERTY

8 No Distribution of Property

If upon the winding up or dissolution of the Society there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same will not be paid to or distributed among the Members of the Society, but will be given or transferred to some other institution or institutions having objects similar to the objects of the Society, of which:

- (a) the constitution or rules of such institution prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Society under this Constitution; and

- (b) such institution or institutions to be determined by the Members of the Society at or before the time of the dissolution and in default by application to such court as may have or acquire jurisdiction in the matter and provided that if the Society is immediately prior to its dissolution registered or approved under any Commonwealth law as exempt from income tax as a charity, the institution or institutions must be similarly registered or approved.

MEMBERSHIP

9 Members

- 9.1 The initial members of the Society are the persons who were members of the Association immediately before the transfer of registration of the Association to a company limited by guarantee. The Initial Members are taken to be subscribers of the Society under section 84 of the *Association Act 1991* (ACT).
- 9.2 The Members of the Society are the Initial Members and such other natural persons the Board admits to membership in accordance with this Constitution.
- 9.3 There will be two classes of membership in the Society, for which the qualifications will be as follows:

Member Class	Qualifications
Ordinary	Any natural person who: <ul style="list-style-type: none"> (a) practises as a barrister or solicitor of the Supreme Court of any State or Territory in Australia; and (b) is employed by a University in the capacity of legal advisor.
Associate	Any natural person who is accepted by the Board as contributing to or supporting the objects of the Society and satisfies the criteria of Part A or Part B below. <p><i>Part A</i></p> <ul style="list-style-type: none"> (a) practises as a barrister or solicitor of the Supreme Court of any State or Territory in Australia; (b) has been an Ordinary Member and has ceased to be employed by a University in the capacity of legal advisor in the previous period of 12 months; and (c) does not accept instructions to act against any University. <p><i>Part B</i></p> <ul style="list-style-type: none"> (a) is employed by a University under the direct supervision of an Ordinary Member; (b) is not admitted as a legal practitioner of the Supreme Court of any State or Territory in Australia; and (c) satisfies one of the following: <ul style="list-style-type: none"> o is studying for a tertiary qualification in law;

	<p style="text-align: center;">or</p> <ul style="list-style-type: none"> ○ having graduated, is pursuing study in legal practice or articles of clerkship with the intention of being admitted as a legal practitioner once qualified to do so; or ○ holds an international qualification in law and is in the process of seeking admission as a legal practitioner of the Supreme Court of any State or Territory of Australia.
--	--

9.4 A person will not cease to be qualified to become or remain a Member just because they cease to be employed by a University for a period of 30 days or less.

10 Associate Membership Renewal

10.1 After the first two years of Associate membership, further periods of Associate membership will be renewed on an annual basis where the Associate Member:

- (a) applies in writing to the Secretary prior to 31 December of the relevant year for renewal of his or her Associate membership;
- (b) has attended at least one meeting of a Regional Chapter during the previous 12 month period;
- (c) pays the annual membership fee (if any) as prescribed by the Board; and
- (d) the continuance of the person's Associate membership is supported by the relevant Regional Chapter.

11 Membership Class Rights

11.1 An **Ordinary Member** has the following rights:

- (a) the right to participate in the activities of the Society;
- (b) the right to receive notice of and attend all meetings of the Society; and
- (c) the right to vote at all meetings of the Society.

11.2 An **Associate Member** has the following rights:

- (a) the right to participate in the activities of the Society in the manner approved by the Board from time to time;
- (b) the right to receive notice of and attend all meetings of the Society with the permission of the President; and
- (c) no right to vote at meetings of the Society.

12 Application for membership

12.1 Every application for membership of the Society will be signed by the applicant, two Ordinary Members (as proposer and seconder) and then submitted to the Board.

12.2 Upon approval of the application by the Board, the applicant will become a Member of the Society.

13 Further information

An application for membership of the Society will provide in writing such other information in addition to that contained in the application as the Board may require.

14 Determination of the Board

The Board will determine the admission or rejection of an application for membership of the Society. The Board may reject an application for membership of the Society without giving any reason for the rejection.

15 Entrance fee

The Board may from time to time determine any entrance fee payable by applicants on application for membership of the Society and until so determine no entrance fee will be payable.

16 Notification of rejection

When an application for membership of the Society is rejected, the Secretary will send to the applicant written notice of such rejection and the entrance fee paid by such applicant will be refunded in full.

17 Notification of acceptance

When an applicant has been accepted for membership, the Secretary will send to the applicant written notice of the applicant's acceptance and will enter the applicant's name in the Register.

18 Certificates

A certificate of membership of the Society may be issued by the Society to any Member. Such certificate will remain the property of the Society and on demand in writing by the Secretary shall be returned to the Society.

19 Membership not transferable

Membership of the Society will not be transferable whether by operation of law or otherwise and all rights and privileges of membership of the Society will cease upon the person ceasing to be a Member whether by resignation, death, winding-up or otherwise.

FEES AND LEVIES

20 Fees

Members will pay annual membership fees and such other fees in such amounts and at such times as the Board may from time to time determine.

21 Levies

In order to provide additional funds required for the operation of the Society, the Board may determine that levies are to be paid by Members and may fix the amount

and the dates for payment thereof but until so determined no levies shall be payable by Members.

22 Different fees or levies payable

In determining fees or levies, the Board may differentiate between the classes of Members.

VARIATION OF MEMBERS' RIGHTS

23 Special Resolution of Ordinary Members

The rights attached to any class of Members may be varied or cancelled by way of Special Resolution by the Ordinary Members of the Society.

CESSATION AND RECLASSIFICATION OF MEMBERSHIP

24 Non-payment of fees or levies

24.1 The Board may at any time terminate the membership of a Member for non-payment of membership fees if:

- (a) the membership fees payable by the Member have remained unpaid for a period of not less than one month after the due date for payment; and
- (b) after the end of that one month period, a notice of default has been given to the Member by the Secretary; and
- (c) membership fees payable by the Member remain in arrears for a period of one month after the date of service of the notice of default upon the Member in relation to those outstanding fees.

25 Termination of Membership

25.1 A Member's membership of the Society will terminate:

- (a) if the Member resigns that membership by giving notice in writing addressed to the Secretary and such resignation shall be effective from the date of receipt of the notice by the Secretary;
- (b) if the Board is satisfied, acting reasonably, that a Member has ceased to be eligible for membership under clause 9.3;
- (c) if the membership of the Member is terminated under clause 28 and such termination will be effective from the date of the resolution of the Board;
- (d) on the lapsing of the Associate membership without renewal as provided under clause 10;
- (e) if the Member dies;
- (f) if the Member becomes bankrupt, makes a composition with or assigns the Member's estate for the benefit of the Member's creditors; or
- (g) if the Member becomes of unsound mind or his person or estate is liable to be dealt with in any way under the laws relation to mental health.

25.2 Any Member who for any reason ceases to be a Member must no longer represent themselves in any manner as being a Member.

25.3 Change in Member's qualification

25.4 Each Member must promptly notify the Society of any change in the Member's qualifications for membership of the respective Member's class. The Board may if it considers it appropriate to do so, resolve to change the class of Membership of a Member as an alternative to termination of the membership. The Board may do this upon such notification or on its own initiative.

26 Removal from the Register

Upon the termination of membership of a Member for any reason, the name of the Member must be immediately removed from the Register.

27 Continuing rights, liabilities etc

27.1 The reclassification or termination of a Member's membership (whether by resignation, expulsion or otherwise) shall not in any way prejudice, lessen or affect the rights, duties, liabilities and obligations of a Member whether they:

- (a) arise under this Constitution or otherwise; and
- (b) are existing at the date of such termination or reclassification or may arise or crystallise after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.

27.2 Without limiting the generality of clause 25.1, termination or reclassification of a Member's membership will not relieve a Member from any obligation to record or account for or pay any levies or fees referred to in clauses 20, 21 and 22.

27.3 A Member whose membership is terminated or reclassified must not make any claim, monetary or otherwise on the Society, its funds or its property.

28 Non-compliance with Constitution and misconduct

28.1 The Society in general meeting may by Special Resolution suspend, expel or terminate the membership of a Member if:

- (a) the Board resolves that in the opinion of the Directors:
 - (i) the Member is guilty of conduct detrimental to the interests of the Society or to the objects of the Society;
 - (ii) the Member wilfully refuses or neglects to comply with the provisions of this Constitution; or
 - (iii) the Member ceases to meet the qualifications for membership;
- (b) notice of the general meeting specifies the purpose of the meeting and the general nature of conduct referred to in the Directors' resolution; and
- (c) the Member is given the opportunity to be heard at that part of the general meeting at which the resolution is considered.

- 28.2 Members have no right of appeal against suspension, expulsion, reclassification or termination of membership.

RIGHTS AND DUTIES OF MEMBERS

29 Conflicts

- 29.1 Where the instructions received or interests being represented by a Member could create a potential or actual conflict of interest in the manner in which that Member participates in meetings or functions or other activities of the Society, the Member must disclose the nature of the conflict to the Board (during a meeting or the chairperson) in respect of the conflict, including abstaining from attending meetings and having access to minutes of meetings restricted.
- 29.2 If it is not possible to disclose the nature of the conflict, the Member must act in accordance with the professional ethical rules that apply to that Member or would apply if the Member were practising as a legal practitioner in any Australian jurisdiction and ensure that they remove themselves from any activity of the Society that may give rise to the conflict, until the situation creating the conflict is resolved.
- 29.3 For the purposes of this clause, a conflict will include but not limited to, the circumstances where a colleague of a Member accepts instructions to act against a University.
- 29.4 If a Member does not properly disclose a conflict in accordance with the provisions of this Constitution, the Board may refer the conduct of the Member to a general meeting or a special meeting of the Society to be dealt with in accordance with clause 28.1.

GENERAL MEETINGS

30 Convening of general meeting

- 30.1 The Directors may convene a meeting of the Members whenever they think fit.
- 30.2 The Directors will convene a general meeting on the request of Members in accordance with section 249D of the Corporations Act.
- 30.3 A general meeting may be convened by the Members in accordance with sections 249E and 249F of the Corporations Act.

31 Annual General Meeting

Annual General Meetings must be held in compliance with the Corporations Act.

32 Notice period

- 32.1 Subject to the provisions of the Corporations Act relating to agreements for shorter notice, at least 21 days' notice must be given of a meeting of those of the Members who are entitled to vote and attend.
- 32.2 For the avoidance of doubt, if the President has determined that a member of the Associate class may attend a meeting, such Member must also be provided notice in accordance with clause 32.1.

33 Contents of notice

A notice of a meeting of the Members will specify:

- (a) the place, day and time of the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (b) the general nature of the meeting's business;
- (c) in the case of an election of members to the Board, the names of the candidates for election; and
- (d) such other information as is required by section 249L of the Corporations Act.

34 Failure to give notice

Subject to the Corporations Act, the accidental omission to give notice of any meeting of the Society's Members to or the non-receipt of that notice by any of the Members will not invalidate any resolution passed at that meeting.

35 Notice of adjourned meeting in certain circumstances only

- 35.1 Whenever a meeting of the Members is adjourned for less than 21 days, no further notice of the time and place of the adjourned meeting need be given.
- 35.2 Whenever a meeting of the Members is adjourned for 21 days or more, at least 3 days' notice of the time and place of the adjourned meeting must be given to Members.

36 Persons entitled to notice of general meeting

- 36.1 Notice of every general meeting of the Society must be given in a manner authorised by clause 121 and in accordance with the Corporations Act to:
 - (a) every Member who is entitled to notice of general meetings;
 - (b) every Director; and
 - (c) the auditors of the Society (if any).

37 Persons entitled to attend general meetings

- 37.1 Members as provided in clause 11 are entitled to attend meetings of the Members as well as any other persons entitled to attend under the Corporations Act.
- 37.2 The chairperson may require any person to leave and remain out of any meeting who in the opinion of the chairperson is not complying with his or her reasonable directions.

38 Postponement of Cancellation of Meeting

The Board may whenever they think fit postpone or cancel any meeting of the Members other than a meeting convened under clauses 30.2 or 30.3.

PROCEEDINGS AT GENERAL MEETINGS

39 Business of Annual General Meeting

39.1 The Business of an annual general meeting is:

- (a) to receive and consider the annual financial report and any other accounts, reports and statements as are required to be laid before the meeting;
- (b) to elect members of the Board;
- (c) to determine the remuneration of the Directors (if any);
- (d) to appoint auditors of the Society (if required or so resolved); and
- (e) to transact any other business which under this Constitution or by the provisions of the Corporations Act ought to be or may be transacted at an annual general meeting.

40 Special business

40.1 All other business transacted at an annual general meeting and all business transacted at any other meeting of the Members will be deemed special.

40.2 Except pursuant to the provisions of the Corporations Act, with the prior approval of the Directors, or with the permission of the chairperson, no person may, as regards any special business of which notice has been given, move at any meeting of the Members any resolution (other than a resolution in the same terms as specified in that notice) or any amendment of a resolution.

41 Cancellation of Postponement of General Meeting

Except in the case of a general meeting convened on the requisition of Members, the Directors may at any time cancel or postpone a general meeting before the time for holding the meeting. The Directors shall endeavour to notify each Member orally or otherwise of the cancellation or postponement, but failure to notify a Member does not affect the validity of the cancellation or postponement.

42 Quorum

42.1 A quorum for a general meeting is 20 persons, each being a Member, or a proxy of a Member, or attorney of a Member, or a Representative entitled to vote at that meeting.

42.2 For the purposes of determining whether a quorum is present:

- (a) where a Member appoints more than one proxy or attorney or Representative, only one such proxy, attorney or Representative will be counted; and
- (b) a Member who is present in their own capacity and as a proxy, attorney or Representative of another Member will be counted only once.

42.3 No business can be transacted at any meeting of the Society's Members unless the requisite quorum is present at the commencement of the meeting.

42.4 If a quorum is present at the beginning of a meeting of the Society's Members, it is deemed present throughout the meeting unless the chairperson otherwise declares

on the chairperson's own motion or at the instance of a Member, the attorney of a Member, the proxy of a Member, or a Representative.

43 Chairperson

- 43.1 The President will preside as chairperson at every meeting of the Members of the Society.
- 43.2 If at any meeting of the Society's Members, the President is not present within 15 minutes of the time appointed for holding the meeting or willing to act for all or part of the meeting, the Director or Directors present may choose another Director as chairperson of the meeting (or part of it).
- 43.3 If no Director is present or if all Directors present decline to act as chairperson for all or part of the meeting, the Members present may choose one of their number to be chairperson of the meeting (or part of it).

44 If quorum absent

If half an hour after the time appointed for a meeting of the Society's Members a quorum is not present, a meeting convened by the Directors on a request of Members or by the Members as is provided by the Corporations Act will be dissolved, but in any other case the meeting will be adjourned to such other day, time and place as the Directors may by notice to the members appoint, but failing such appointment, then to the same day in the next week at the same time and place as the meeting adjourned.

45 Dissolution of adjourned general meeting if quorum absent

If at any adjourned general meeting a quorum is not present after half an hour from the time appointed for that adjourned general meeting, then the meeting shall be dissolved.

46 Voting: show of hands or poll

At any meeting of the Society's Members, a resolution put to the vote of the meeting will be decided on a show of hands unless before a vote is taken or before or immediately after the declaration of the result of the show of hands a poll is demanded:

- (a) by the chairperson;
- (b) by at least 5 Members, present in person or by proxy or attorney or by a Representative, having the right to vote at the meeting; or
- (c) by any Member or Members present in person or by proxy or attorney or by a Representative, who are together entitled to at least 5% of the votes that may be cast on that resolution on a poll,

but no poll will be demanded on any resolution concerning the election of a chairperson of a meeting or the adjournment of any meeting.

47 Questions decided by majority

- 47.1 Subject to the requirements of the Corporations Act in relation to special resolutions, a resolution will be taken to be carried if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution exceeds one-half.

- 47.2 In the case of equality of votes:
- (a) the chairperson does not have a casting vote; and
 - (b) the resolution will be deemed to have been lost.

48 Declaration by chairperson that resolution carried

A declaration by the chairperson that a resolution has on a show of hands been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Society will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

49 Conduct of poll

- 49.1 If a poll has been demanded under this Constitution, it will be taken in such manner and at such time and place as the chairperson directs, and either at once or after an interval or adjournment or otherwise.
- 49.2 The result of the poll will be deemed to be the resolution of the general meeting at which the poll was demanded.
- 49.3 The demand for a poll may be withdrawn.

50 Continuation of meeting notwithstanding poll

The demand for a poll will not prevent the continuance of the meeting or the transaction of any business other than the resolution on which a poll has been demanded.

51 Adjournment of general meetings

- 51.1 The chairperson will adjourn a meeting of the Society'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.
- 51.2 No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

52 General Conduct of Meetings

- 52.1 Subject to the requirements of the Corporations Act, the chairperson will be responsible for the general conduct of general meetings and for the procedures to be adopted at general meetings.
- 52.2 The chairperson may make rulings, adjourn the meeting without putting the question (or any question) to the vote if such action is required to ensure the orderly conduct of the meeting.
- 52.3 The chairperson may require the adoption of any procedures which are in the chairperson's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Society, whether on a show of hands or on a poll.
- 52.4 The chairperson may determine conclusively any dispute concerning the admission, validity or rejection of a vote.

- 52.5 Persons in possession of visual-recording, pictorial-recording or sound-recording devices or placards, banners or articles considered by the Directors or the chairperson to be dangerous, offensive or liable to cause disruption, or persons who refuse to produce or to permit examination of any articles in their possession or the contents thereof, may be refused admission to any general meeting or may be required to leave and remain out of the meeting.
- 52.6 Nothing contained in this clause 52 will be taken to limit the powers concerned on the chairperson by law.

VOTES AT GENERAL MEETINGS

53 Number of votes

- 53.1 Subject to any special rights or restrictions for the time being attaching to any class of Members, and clauses 55 and 59:
- (a) on a show of hands at a meeting of the Society's Members, every person present who is either a Member, a proxy, an attorney or a Representative of a Member has one vote; and
 - (b) on a poll at a meeting of the Society's Members, every Member (not being a corporation) present in person or by proxy or attorney and every Member (being a corporation) present by a Representative or by proxy or attorney has one vote.

54 Votes of incapacitated member

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, the Member's committee 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 Society's Members as if the committee, trustee or other person were the Member.

55 No vote if fees unpaid

Notwithstanding this Constitution, a Member will not be entitled to vote on any question, either personally, by proxy, by attorney, or by a Representative at any meeting of the Society's Members, or on a poll if the Directors have so resolved pursuant to clause 24 and such entitlement to vote has not been reinstated in accordance with clause 24.

56 Chairperson to determine disputes re votes

In the case of any dispute as to the admission or rejection of a vote, the chairperson may determine the dispute and such determination made in good faith will be conclusive.

57 Objections to qualification to vote

- 57.1 No objection to the qualification of any person to vote will be raised except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at that meeting is valid for all purposes.
- 57.2 Any objection to the qualification of any person to vote at a meeting of the Society's Members made in due time will be referred to the chairperson, whose decision made in good faith is final and conclusive.

58 Proxy not to vote if Member present

If a Member is present at a meeting of the Society and a proxy or attorney for such Member is also present, the proxy or attorney is not in respect of the membership to which the proxy or attorney relates entitled to vote on a show of hands or on a poll.

59 When numerous proxies or Representatives are present

If more than one proxy or attorney or Representative for a Member is present at a meeting of the Society, only one of them will be entitled to vote on a show of hands, or on a poll.

60 No vote if contrary to Corporations Act

Notwithstanding any other clause, a Member shall not be entitled to vote, and any vote purported to be cast by the Member or any proxy, attorney or Representative for the Member, shall be disregarded on a particular resolution where such a vote is prohibited by the Corporations Act.

CIRCULAR RESOLUTIONS OF MEMBERS

61 Circular resolutions of members

61.1 Subject to the Corporations Act, the Society may pass a resolution (including a Special Resolution) without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

61.2 Each Member of a joint membership must sign.

61.3 Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

61.4 The resolution is passed when the last Member signs.

PROXIES AND PRESENTATIVES

62 Right to appoint proxy/attorney

62.1 A Member is entitled to appoint another person (whether a Member or not) as the Member's proxy or attorney as the case may be to attend and vote instead of the Member at the meeting.

62.2 A proxy or attorney may be appointed for all meetings or for any number of meetings or for a particular purpose.

63 Proxy or attorney will be written

63.1 An instrument appointing a proxy or attorney:

(a) must be in writing executed under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a corporation, under its common seal or the hand of its duly authorised attorney or in a manner permitted by the Corporations Act; and

(b) may contain directions as to the manner in which the proxy or attorney, as the case may be, is to vote in respect of any particular resolution or resolutions.

- 63.2 A facsimile of a written appointment of a proxy or a power of attorney is valid, unless the notice of meeting of the Society's Members to which the appointment relates requires production of the written appointment at the meeting and that requirement is not complied with.

64 Directors or chairperson decide validity

Subject to the Corporations Act, the Directors' or chairperson's decision as to the validity of a proxy or power of attorney or a facsimile thereof will be final and binding.

65 Authority conferred on Proxy or Attorney

- 65.1 Unless otherwise provided in the instrument, an instrument appointing a proxy or attorney will be taken to confer authority:
- (a) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (b) to agree to a resolution being proposed and passed as a resolution at a meeting of which less than 21 days' notice has been given;
 - (c) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - (ii) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting;
 - (d) to speak on any proposed resolution on which the proxy or attorney may vote; and
 - (e) to demand or join in demanding a poll on any resolution on which the proxy or attorney may vote.

66 Power of attorney and proxy form to be deposited before meeting

An instrument appointing an attorney or a proxy and, the power of attorney or other authority (if any) under which it is signed or a copy of that power or authority certified as a true copy by statutory declaration or a facsimile of any of the documents referred to in this clause, will be deposited at the Office not less than 48 hours before the time scheduled for commencement of the meeting (or any adjournment of that meeting) at which the person named in the instrument intends to vote.

67 Vote by proxy valid notwithstanding intervening death etc. of Member

A vote given in accordance with the terms of an instrument appointing a proxy or attorney will be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the proxy or power of attorney if no intimation in writing of the death, unsoundness of mind or revocation has been received at the Office, not less than 48 hours before the time scheduled for the commencement of the meeting at which the person named in the proxy or power of attorney, as the case may be, intends to vote.

68 Member may indicate whether proxy is to vote for or against resolution

- 68.1 Any form of proxy sent out by the Society to Members in respect of a proposed general meeting of Members will make provision for the Member to indicate whether the Member wishes to vote for or against any resolution.
- 68.2 The Member may not need to give an indication or direction as to the manner in which a proxy is to vote in respect of a particular resolution.
- 68.3 Where an indication or direction is given, the proxy is not entitled to vote on the resolution on behalf of that Member except in accordance with that indication or direction.

69 Form of proxy/attorney

Every instrument appointing a proxy or attorney whether for a specified meeting or otherwise will be in such form as the Board may prescribe or accept.

70 Failure to name appointee

Any instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the chairperson or such other person as is nominated by the Board in the notice convening the relevant meeting of the Society's Members.

POWERS OF THE SOCIETY AND ITS DIRECTORS

71 Directors have powers of the Society

- 71.1 The management of the business and affairs of the Society is vested in the Directors.
- 71.2 The Directors may exercise all powers and do all such acts and things which the Society is authorised or permitted to exercise and do and which are not by this Constitution or by statute directed or required to be exercised or done by the Society in general meeting.

72 Directors may appoint attorney or agent

- 72.1 The Directors may, by resolution, power of attorney, or other written instrument, appoint any person or persons, to be attorney or agent of the Society 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.
- 72.2 The appointment may be on such terms for the protection and convenience of persons dealing with the attorney or agent as the Directors think fit and may also authorise the attorney or agent to delegate all or any of the powers, authorities and discretions vested in him.

73 Execution of Society cheques etc

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments signed, drawn, accepted, endorsed or otherwise executed by the Society, and all receipts for money paid to the Society, will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Directors determine.

APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS

74 Number of Directors

- 74.1 The number of Directors will be no less than 5 and no more than 10.
- 74.2 The Society in general meeting may by ordinary resolution increase or decrease the number of Directors.

75 Constitution of the Board

- 75.1 Each Director is elected for a fixed term ending at the close of the annual general meeting two years after the annual general meeting at which such Director was elected to the Board.
- 75.2 Subject to clause 75.1, the Board will comprise of a:
- (a) President elected by separate ballot from and by the Ordinary Members;
 - (b) Secretary elected by separate ballot from and by the Ordinary Members;
 - (c) Treasurer elected by separate ballot from and by the Ordinary Members; and
 - (d) Regional Representative from each Regional Chapter elected by separate ballot of the Ordinary Members of that Chapter in accordance with clause 107.3.
- 75.3 A Director may, but is not required to, hold the offices of Secretary and Treasurer concurrently.
- 75.4 A Director may be re-elected provided that no member of the Board will be elected to hold office for more than two terms consecutively.

76 Casual Vacancy

The Board may at any time by resolution appoint any Ordinary Member to fill a casual vacancy to hold office in the role of President, Secretary or Treasurer until conclusion of the next annual general meeting. The period of such a casual appointment does not count for the purposes of the limitation in a Director's term under clause 75.4.

77 Limited ability of Directors to act during vacancies

The continuing Directors may act notwithstanding any vacancy in their number, but for as long as the number of Directors is below the minimum fixed by this Constitution, the Directors will not act except in emergencies or for the purpose of filling up vacancies or convening a general meeting of the Society.

78 Director must be an Ordinary Member

- 78.1 A Director must be an Ordinary Member of the Society.
- 78.2 A Director who ceases to be an Ordinary Member or to be eligible to be an Ordinary Member ceases to be a Director.

79 Directors may attend and speak at general meetings

A Director is entitled to receive all notices to be served or given under clause 36 and is entitled to attend and speak at all meetings the subject of such notices and at every meeting of every class of membership.

80 Nomination of candidates for election as Directors

Any two Ordinary Members may nominate any person qualified under this Constitution to be a candidate for election as a Director.

81 Form of nomination

81.1 The nomination must be:

- (a) in writing;
- (b) signed by the candidate and by the two Members who nominate the candidate; and
- (c) lodged with the Secretary at least 35 days before the annual general meeting at which the election is to take place. The meeting may however resolve to waive or shorten the period for lodgement.

82 Information about candidates

The Directors must set, and may change, procedures for giving information to Members about people nominated.

83 Election of Directors

The Ordinary Members vote at any annual general meeting which relates to electing or re-electing Directors.

84 Election procedures

84.1 The Secretary may appoint a returning officer who is not a Member or Director (**Returning Officer**) and who shall supervise and make decisions about the election of Directors under the overall control of the chairperson. In the absence of a Returning Officer, those tasks shall be performed by the chairperson of the meeting.

84.2 Any ballot lists which are needed are to contain only the names of the candidates. The names are to be listed in alphabetical order.

84.3 If there is a dead heat then:

- (a) the chairperson is to write each of the candidate's names on separate pieces of paper of the same size;
- (b) place them in a container; and
- (c) draw them out one at a time until the number of pieces of paper drawn out equals the number of vacancies (i.e., the vacancies are filled by the candidates whose names were drawn out).

- 84.4 The Returning Officer must make sure that once the pieces of paper are in the container, and until the pieces of paper are drawn out and read, no-one can determine which candidate's name is on which piece of paper.
- 84.5 If the number of candidates is less than, or equals, the number of vacancies, then those candidates are automatically made Directors. At the meeting, the chairperson is to declare that those candidates are Directors.

85 Returning officer or chairperson to act

The Returning Officer must determine all questions about validity of votes and procedure at an election. If there is no Returning Officer or he or she declines to do so, the chairperson shall do so.

86 Resignation of Directors

A Director may resign from office on giving the Society notice in writing.

87 Suspension of Director guilty of prejudicial behaviour

- 87.1 If the conduct of position of any Director is such that continuance in office appears to a majority of the Directors to be prejudicial to the interests of the Society, a majority of the Directors at a meeting of the Directors specially convened for that purpose may suspend that Director.
- 87.2 Within 14 days of the suspension, the Directors will call a general meeting, at which the Members may either confirm the suspension and remove that Director from office in accordance with law, or annul the suspension and reinstate that Director.

88 Removal of Directors

The Society in general meeting may by resolution remove any Director from office subject to any mandatory requirements of the Corporations Act.

89 Vacation of office of Director

- 89.1 The office of a Director is vacated if that Director:
- (a) 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;
 - (b) is absent without the consent of the Directors from all meetings of the Directors held during a period of 3 months and the Directors resolve that his or her office be vacated;
 - (c) resigns the office of Director;
 - (d) is removed;
 - (e) the period of which the Director is appointed expires;
 - (f) becomes bankrupt or suspends payment of liquidates by arrangement or compounds with or assigns his or her estate for the benefit of his or her creditors; or
 - (g) otherwise ceases to be, or becomes prohibited from being, a Director by virtue of this Constitution or the Corporations Act.

RETIREMENT OF DIRECTORS

90 Retirement of Directors at annual general meetings in certain circumstances

At an annual general meeting which relates to the election of the members of the Board, those Directors who were elected at the previous annual general meeting or who were appointed by the Directors to fill a casual vacancy to replace a Director must retire and are then eligible for re-election.

91 Retiring Director stays for meeting

A Director retiring will retain office until the dissolution or adjournment of the general meeting at which that Director retires.

DUTIES OF DIRECTORS

92 Directors to act in best interests of the Society

Each Director must act in the best interests of the Society as a whole and with due regard to the furtherance of the Society's objectives. Each Director must also act in accordance with obligations owed by the Director to the Society or the Members under general law, the Corporations Act or other provisions of this Constitution.

DIRECTOR'S CONTRACTS

93 Interested Directors

93.1 A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:

- (a) contracting with the Society or any related body corporate of it, in any capacity;
- (b) holding any other office or place of profit or employment in the Society or any other company, body corporate, trust, entity or related body corporate promoted by the Society or in which it has an interest;
- (c) being a Member, creditor or otherwise interested in any body corporate (including the Society) partnership or entity, except auditor of the Society;
- (d) entering into any agreement or arrangement with the Society; or
- (e) acting in a professional capacity (or being a Member of a firm which acts in a professional capacity) for the Society, except as auditor of the Society.

93.2 In relation to a contract or arrangement in which a Director has a material personal interest:

- (a) the fact that the Director signed the contract or document evidencing the arrangement on behalf of the Society will not affect its validity in any way;
- (b) a contract or arrangement made by the Society or any related body corporate with a Director cannot be avoided or rendered voidable merely because the Director is a party to the contract or arrangement or in any other way interested in it; and

- (c) the Director will not be liable to account to the Society for any profit realised by or from the contract or arrangement as a whole merely because of the Director's office or the fiduciary relationship that arises in that office.

93.3 A Director who holds an office or possess a property whereby duties or interests might be created whether directly or indirectly in conflict with that Director's duties or interest as Director must declare at a meeting of the Directors that fact and the nature and extent of that conflict.

93.4 Each Director must also comply with the Corporations Act and other law in relation to the disclosure of the Director's interests.

93.5 If a Director has a material personal interest in a matter that relates to the affairs of the Society and that interest has been disclosed in accordance with the Corporations Act or is of a type that does not require disclosure:

- (a) the Director may be counted for a quorum and vote on matters that relate to the interest and any transactions that relate to the interest may proceed; and
- (b) if disclosure is required and is made before the transaction is entered into, the Director can retain personal benefits from the transaction despite having the interest and the Society cannot avoid the transaction to the extent of the Director's personal interest merely because of the existence of the interest.

PROCEEDINGS OF DIRECTORS

94 Meetings of Directors

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

95 Quorum for meetings of Directors

95.1 The Directors may determine the quorum necessary for the transaction of business.

95.2 Until otherwise determined, a quorum for the purpose of considering a matter at a meeting will be three persons each of whom is a Director and is entitled under the Corporations Act to vote on a motion that may be moved in relation to such matter at that meeting.

95.3 A meeting of the Directors during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under this Constitution for the time being vested in or exercisable by the Directors generally.

95.4 Where a quorum cannot be established for a meeting of Directors (or consideration of a particular matter) a Director may convene a general meeting of Members to deal with the matter or the matters in question.

96 Convening meetings of Directors

A Director may at any time and the Secretary will on the request of a Director convene a meeting of the Directors.

97 Notice of meetings of Directors

97.1 Notice of every Directors' meeting will be given to each Director.

98 Meetings by Electronic Means

- 98.1 Without limiting the discretion of the Directors to regulate their meetings under clause 129, the Directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication.
- 98.2 Notwithstanding that the Directors are not present together in one place at the time of the conference, a resolution passed by such a conference will be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held.
- 98.3 The provisions of this Constitution relating to proceedings of Directors apply to such conferences to the extent that they are capable of applying, and with the necessary changes.
- 98.4 A Director present at the commencement of the conference will be conclusively presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the conference.
- 98.5 Any minutes of a conference of the type referred to in clause 98.1 purporting to be signed by the chairperson of that conference or by the chairperson of the next succeeding meeting of Directors will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference.
- 98.6 When by the operation of clause 98.2, a resolution is deemed to have been passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the chairperson of the relevant conference, provided that at least one of the Directors who took part in the conference was at such place for the duration of the conference.

99 Votes at meetings of Directors

Motions and resolutions arising at any meeting of the Directors will be decided by a majority of votes and each Director has one vote.

100 Casting vote for chairperson of Directors

In case of an equality of votes:

- (a) the chairperson of a meeting of Directors will not have a second or casting vote; and
- (b) the resolution will be deemed to have been lost.

101 Chairperson and deputy chairperson of Directors

- 101.1 The President chairs meetings of the Directors and in his or her absence Directors may elect a chair from among their number.
- 101.2 The Directors may also elect a deputy chairperson who in the absence of the chairperson at a meeting of the Directors may exercise all the powers and authorities of the chairperson.
- 101.3 If no chairperson or deputy chairperson is elected or if at any meeting the chairperson or deputy chairperson is not present within half an hour of the time appointed for holding the meeting or is not willing to act as chairperson for all or part of that

meeting, the Directors present will choose one of their number to be chairperson of that meeting or part of that meeting (as the case may be).

- 101.4 The Directors may determine the period for which a person elected as chairperson or deputy chairperson is to hold office.
- 101.5 If the Directors do not make such a determination under clause 101.4, then the person concerned will hold office until otherwise resolved by the Directors or until the person ceases to be a Director.
- 101.6 If the Directors do make such a determination then the person concerned will hold office until the first to occur of the expiration of that period, the person ceasing to be a Director or the Directors at any time during that period resolving that the person will from that time cease to hold that office.
- 101.7 When a Director who is the chairperson or deputy chairperson retires at an annual general meeting either by retirement or otherwise and is re-appointed or re-elected as a Director at that meeting, that chairperson or deputy chairperson will not by that fact alone cease to be the chairperson or deputy chairperson as the case may be.

102 Committee of Directors

- 102.1 The Directors may delegate any of their powers to committees consisting of one or more members who are Directors as they think fit, and the Directors may revoke that delegation.
- 102.2 A committee will conform to any directions and regulations that may be imposed upon it by the Directors in the exercise of its powers.
- 102.3 So far as they are capable of application and with the necessary changes, the provisions of the clauses for regulating the meetings and proceedings of the Directors govern the meetings and proceedings of committees of two or more members to the extent that the same are consistent with any directions and regulations made by the Directors.
- 102.4 Where a committee consists of two or more members, a quorum will be any two members or such larger number as the committee itself determines.

103 Defects in appointment or qualifications of Director

All acts done at any meeting of the Directors or of a committee of Directors or by any person acting as a Director will be as valid as if every such person or committee had been duly appointed and every Director was qualified and entitled to vote, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Director or of the committee or of the person acting as aforesaid, or that any Director was disqualified or not entitled to vote.

104 Written resolutions of Directors

- 104.1 If all of the Directors required to be given notice of a meeting as specified in clause 97, being not less than the number of Directors required to constitute a quorum for a meeting of the Directors, have signed a document containing a statement that they are in favour of a resolution in those terms set out in the document or documents as the case may be, a resolution in those terms will be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if

the Directors signed the document or documents on different days, on the day on which, and at the time at which the document was last signed by a Director.

104.2 For the purposes of this clause:

- (a) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by the Directors;
- (b) a reference to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution; and
- (c) any document so signed by a Director may be received by the Society at the Office (or other place agreed by the Directors) by post, by facsimile or other electronic means or by being delivered personally by that Director.

REGIONAL CHAPTERS

105 Specified localities

105.1 The Board may provide for the governance of the Society in any Regional Chapter.

105.2 The provisions contained in clauses 106 and 107 are without prejudice to the general powers conferred by this clause.

106 Regional Chapters

106.1 The Board may set qualifications for any persons to be members of the Regional Chapters.

106.2 The Board may appoint persons to be office-bearers of the Regional Chapters.

106.3 An appointment may be made on any terms and subject to any conditions as the Board thinks fit.

106.4 The Board may remove and replace any appointee from time to time.

107 Regional Chapter Meetings

107.1 Each Regional Chapter may hold meetings that will be open to any Member of the Society to attend.

107.2 When a Regional Chapter meeting is proposed, the Regional Representative for that Regional Chapter will cause a notice specifying the time, location and agenda of the meeting to be circulated to all Members of that Regional Chapter and the Secretary. A minute of all resolutions passed by a regional meeting will be forwarded to the Secretary for noting.

107.3 Each Regional Chapter may choose its own process to elect the Regional Chapter's nominee for the Board known as the Regional Representative subject to approval and oversight of that process by the Board.

107.4 Each Regional Chapter may appoint any Ordinary Member to fill a casual vacancy of the role of Regional Representative subject to approval and oversight of that process by the Board.

107.5 A Regional Representative must be an Ordinary Member.

107.6 A Regional Representative elected under clause 107.3 or appointed under clause 107.4 may represent more than one Regional Chapter concurrently.

AMENDMENT TO CONSTITUTION

108 Amendment to Constitution

108.1 The Society may modify or repeal its constitution, or a provision of its constitution, by way of Special Resolution.

MINUTES

109 Minutes of all proceedings to be kept

109.1 The Directors will cause minutes of:

- (a) all proceedings and resolutions of meetings of Members;
- (b) all proceedings and resolutions of meetings of the Directors, including meetings of committees of Directors;
- (c) all resolutions passed by Members without a meeting; and
- (d) all resolutions passed by the Directors without a meeting,

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

110 Minutes to be signed by chairperson

110.1 The Directors will cause the minutes referred to in clauses 109 to be signed by:

- (a) the chairperson of the meeting at which the proceedings took place or at which the resolutions were proposed; or
- (b) the chairperson of the next succeeding meeting.

111 Inspection of minutes of general meetings

Books containing the minutes of proceedings of meetings of Members will be open for inspection by any Member without charge. Inspection may be made available online.

SECRETARY

112 Appointment and removal of Secretary

A Secretary or Secretaries will be appointed in accordance with the Corporations Act and clause 75.

EXECUTION OF DOCUMENTS

113 Custody and use of Seal

113.1 The Directors may provide a Seal for the Society and will provide for the safe custody of that Seal.

113.2 The Seal will only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf.

114 Execution of documents

114.1 The Society may execute a document using a Seal if the Seal is affixed to the document and the affixing of the Seal is witnessed by:

- (a) two Directors;
- (b) a Director and a Secretary; or
- (c) a Director and another person appointed by the Directors for this purpose.

114.2 The Society may execute a document without using a Seal if the document is signed by:

- (a) two Directors;
- (b) a Director and a Secretary; or
- (c) a Director and another person appointed by the Directors for this purpose.

114.3 The Society may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with clause 114.

115 Facsimile signature under Seals

The Directors may determine either generally or in a particular case and in any event subject to such conditions as they think fit that wherever a signature is required by this Constitution on a document to or in which the Seal is affixed or incorporated, that requirement will be satisfied by a facsimile of the signature affixed by mechanical or other means.

116 Effect of sealing

Any instrument bearing the Seal if issued for valuable consideration will be binding on the Society notwithstanding any irregularity touching the authority of the Directors to issue the same, or the circumstances of its issue.

ACCOUNTS

117 Society to keep

The Society will keep such accounting and other records of the business of the Society as it is required to keep by the law.

118 Annual accounts to be laid before annual general meeting

At the annual general meeting in every year the Directors will lay before the Society the financial report for the last financial year of the Society, together with such other accounts, reports and statements as are required by the Corporations Act.

119 Copy of accounts to be sent

Other than those Members who have provided written notice to the Society stating that they do not wish to receive a copy of every document which is required to be laid before each annual general meeting by clause 118, a copy of these documents will

be sent to all persons entitled to receive notices of meetings of the Society's Members together with the notice of meeting, as required by the Corporations Act.

AUDITORS: APPOINTMENT AND REMOVAL

120 Auditors: Appointment and Removal:

120.1 If the Society is required to appoint auditors or the Directors resolve to do so, the auditors of the Society will:

- (a) be appointed and may be removed as provided in the Corporations Act; and
- (b) perform the duties and have the rights and powers as may be provided in the Corporations Act.

NOTICES AND USE OF TECHNOLOGY

121 Method of service of notices

121.1 A notice may be served by the Society on a Member or other person receiving notice under this Constitution by any of the following methods:

- (a) by serving it personally on a Member;
- (b) by leaving it at the address of the Member in the Register;
- (c) by sending it by post in a prepaid letter, envelope or wrapper addressed to the Member at the address of the Member in the Register;
- (d) by sending it by facsimile transmission to a facsimile number nominated by the Member for the purpose of serving notices on the Member; or
- (e) by emailing it to an email address nominated by the Member for the purpose of serving notices on the Member.

121.2 For the purposes of clause 121, a Member may provide the Society with an address other than that of the address of the Member in the Register for the purpose of serving notice on that Member.

122 Notification of address or facsimile number

Each Member whose address in the Register is not in Australia may at any time notify in writing to the Society an address or facsimile number in Australia which will be deemed to be that Member's address in the Register or facsimile number within the meaning of clause 121.

123 Notice to overseas Members without Australian address

If the address of a Member in the Register is not within Australia, all notices will be posted by airmail, or sent by, email, facsimile transmission or air courier.

124 Notice by advertisement

Any notice by a Court of law or otherwise required or allowed to be given by the Society to the Members or any of them by advertisement will unless otherwise stipulated be sufficiently advertised if advertised once in a daily newspaper circulating in the States and Territories of Australia.

125 Time of service by post

Any notice sent by post, airmail or air courier will be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier and in proving service it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier. A certificate in writing signed by any manager, Secretary or other Officer of the Society that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive evidence thereof.

126 Time of service by facsimile transmission or email

Any notice sent by facsimile transmission will be deemed to have been served on receipt by the Society of a transmission report confirming successful transmission. A notice sent by email will be deemed to have been served on the date of transmission of the email unless a message indicating non-delivery is received.

127 Signatures on notices

The signature to any notice to be given by the Society may be written or printed or a facsimile thereof may be affixed by mechanical or other means. A notice to be given by the Society may also be digitally signed.

128 Calculation of notice period

Where a period of notice is required to be given, the day on which the notice is dispatched and the day of doing the act or other thing will not be included in the number of days or other period.

129 Use of technology

Without limiting any other provision in this Constitution allowing use of any particular technology for any purpose, where under this Constitution, the Act or any other law:

- (a) a notice may or must be given;
- (b) an appointment may or must be made;
- (c) a document or action must be signed or authorised;
- (d) a document or file must be accessed, retained or inspected;
- (e) a resolution may or must be made or voted on; and/or
- (f) a meeting may or must be held,

the notice, resolution, authorisation, signature, access or inspection, appointment or meeting may be given, made or held, as the case may be, by use of such electronic or other technology (including the internet) as may be available and permitted by the Directors, provided that:

- (i) the use of such electronic or other technology must not be contrary to law; and
- (ii) the use of such technology must not, in the case of:

- (A) a notice, cause any person who was entitled to receive the notice to be unable to receive it;
- (B) a signature or authorisation, create any doubt as to its validity or veracity;
- (C) an access or inspection, cause a person to be unable to access or inspect the document or file without commonly available technology;
- (D) a resolution, cause any person who was entitled to vote on the resolution, to be unable to do so; or
- (E) a meeting, cause any person who was entitled to be present at the meeting, to be unable to hear or see the proceedings of the meeting or to speak or make submissions to the meeting, as the case may be.

OFFICERS: INDEMNITIES AND INSURANCE

130 Indemnity and Insurance

130.1 To the extent permitted by law including by the Corporations Act and the *Competition and Consumer Act 2010* (Cth), the Society must indemnify each person, who is or has been a Director or Secretary of the Society or any of its subsidiaries, against any liability arising directly or indirectly from serving or having served in that capacity:

- (a) being a liability to any person except for:
 - (i) a liability owed to the Society or a related body corporate;
 - (ii) a liability for a pecuniary penalty or compensation order made under the Corporations Act; or
 - (iii) a liability that is owed to someone (other than the Society or a related body corporate) and did not arise out of conduct in good faith; and
- (b) for legal costs incurred in defending an action for liability incurred as a Director or a Secretary of the Society or any of its subsidiaries provided the costs are not incurred:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under this clause or law;
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty;
 - (iii) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to be established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the court denies relief.

- (c) Clause 130.1(b)(iii) does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order.

131 Insurance

131.1 The Society may to the extent permitted by law, purchase and maintain insurance or pay or agree to pay a premium for insurance, for a person who is, or has been, a Director or Secretary of the Society or any of its subsidiaries against any liability:

- (a) arising directly or indirectly from the person serving or having served in that capacity including, but not limited to, a liability for negligence except where the liability arises out of:
 - (i) conduct involving a wilful breach of duty in relation to the Society or any of its subsidiaries; or
 - (ii) a contravention of sections 182 or 183 of the Corporations Act; and
- (b) for legal costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

132 Indemnity not exhaustive

Nothing in this clause limits the powers of the Society to indemnify or insure other officers of the Society or any of its subsidiaries or to enter into any other document containing an indemnity in favour of, or providing insurance for the benefit of, a person (including a Director or Secretary) who may be lawfully indemnified or insured by the Society, on such terms as the Directors approve.