
Constitution

Australian Institute of Animal Management Limited

ACN [### ### ###]

A public company limited by guarantee

(Constitution as approved by general meeting of the Company on [insert])

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CONSTITUTION

Australian Institute of Animal Management Limited
ACN [### ### ###]

PRELIMINARY

1. DEFINITIONS

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Ad Hoc Committee means a committee referred to in clause 24.1.2.

AGM means an annual meeting of Members held under clause 35.1 or clause 35.2.

Board Appointed Director means a director of the Company appointed or deemed to be appointed under clause 17.1.

CEO means a person appointed chief executive officer or general manager of the Company (if any).

Chairperson means in respect of the conduct of a meeting of Members, Directors or a Committee, the person presiding at that meeting.

Chairperson of Directors means the Director elected Chairperson of Directors under clause 20.1.

Committee means an Ad Hoc or Standing Committee.

Company means Australian Institute of Animal Management Limited ACN [### ### ###].

Corporate Member means a Member that is a body corporate.

Corporate Representative means a person appointed to represent a Corporate Member under clause 7.1 from time to time.

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

Deputy Chairperson of Directors means the Director elected Deputy Chairperson of Directors under clause 20.1.

Director includes an Elected Director or a Board Appointed Director.

Directors means all or some of the Directors acting as a board.

Elected Director means a director of the Company appointed or elected or deemed to be appointed or elected under clause 16.

Member means a member of the Company and **Membership** has a corresponding meaning.

Officer means a CEO, Director or Secretary.

Registered Address of a Member means the address for sending notices to the Member by post, facsimile or electronic mail listed in the Register of Members, and if no such address is listed, the Member's residential address listed in the Register.

Registered Charity means a charity that is registered under the ACNC Act.

Register of Members means the register of Members referred to in clause 11.1.

Returning Officer means a person appointed by the Directors as returning officer for the election of Directors under clause 16.2.

Secretary means any person holding the position of company secretary of the Company.

Special Resolution means a resolution of Members:

- (a) notice of which (including the proposed wording of the resolution) is given to Members in accordance with the Corporations Act; and
- (b) which is passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

Standing Committee means a committee referred to in clause 24.1.3.

2. INTERPRETATION

In this constitution, unless the context otherwise requires:

- 2.1 headings do not affect interpretation;
- 2.2 singular includes plural and plural includes singular;
- 2.3 words of one gender include any gender;
- 2.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation, regulation, declaration, instrument or similar made under it;
- 2.6 another grammatical form of a defined word or expression has a corresponding meaning;
- 2.7 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions; and
- 2.8 an expression defined in the Corporations Act has the meaning given by that Act at the date of this constitution. Where the expression has more than one meaning in that Act and a provision of that Act deals with the same matter as a clause in this constitution, the expression has the same meaning as in that provision.

3. **REPLACEABLE RULES AND REGISTERED CHARITY REQUIREMENTS**

- 3.1 The replaceable rules in the Corporations Act do not apply to the Company, unless such rules operate as mandatory rules for public companies.
- 3.2 While the Company is a Registered Charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.
- 3.3 While the Company is not a Registered Charity (even if it is a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.

4. **OBJECTS**

The objects of the Company are to:

- 4.1 help facilitate the development of best practice in animal management in Australia through:
 - 4.1.1 critical and constructive assessment of current companion animal management practices and performance;
 - 4.1.2 reflection about the essential roles and purpose of companion animal management;
 - 4.1.3 motivation to step outside the square and look for better ways;
 - 4.1.4 sharing knowledge and experience and build a collegiate sense of common purpose and mutual assistance;
 - 4.1.5 consideration of occupational health and safety issues;
 - 4.1.6 drawing together streams of consensus for national uniformity on all matters pertaining to companion animal management policy and practice; and
- 4.2 do all other things incidental or ancillary to the attainment of the above objects.

5. **NO DISTRIBUTION TO MEMBERS**

- 5.1 The income and property of the Company must be applied only to promote the above objects of the Company.
- 5.2 The Company must not pay or distribute any income or property directly or indirectly to a Member, except for:
 - 5.2.1 payments for services rendered or goods supplied in the ordinary course of the business of the Company;
 - 5.2.2 interest on money lent by a Member to the Company, at a rate not exceeding current bank overdraft rates;
 - 5.2.3 honorarium or sitting fees paid to Directors, and reimbursement of expenses incurred by Directors, as permitted under clause 21; and

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- 5.2.4 payments under an indemnity in favour of an Officer as permitted under clause 51.

MEMBERSHIP

6. MEMBERSHIP

- 6.1 The initial Members upon registration of the Company are the persons listed in the Register of Members, all of whom have consented to become Members on the Company's registration.
- 6.2 Membership is open to individuals and bodies corporate who support the objects of the Company.
- 6.3 An application for Membership must be:
- 6.3.1 in writing and in the form determined by the Directors; and
 - 6.3.2 accompanied by any application fee determined by the Directors;
 - 6.3.3 given to the CEO or the Secretary.
- 6.4 The Directors determine whether to accept or reject an application for Membership.
- 6.5 The Directors are not required to give any reason for the rejection of an application for Membership.
- 6.6 If an application for Membership is accepted, the Company must:
- 6.6.1 give written notice of the acceptance to the applicant;
 - 6.6.2 request payment of the subscription fees under clause 8 (being a pro rata sum if so determined by the Directors); and
 - 6.6.3 upon payment of that amount, enter the applicant's name in the Register of Members.
- 6.7 If an application for Membership is rejected, the Company must:
- 6.7.1 give written notice of the rejection to the applicant; and
 - 6.7.2 refund in full any fees paid by the applicant.
- 6.8 The rights and privileges of Membership are not transferable.

7. CORPORATE REPRESENTATIVES

- 7.1 A Corporate Member may appoint one individual (who need not be a Member) as Corporate Representative to represent it at a particular meeting of Members or at all meetings of Members.
- 7.2 A Corporate Member must appoint its Corporate Representative by giving written notice of such appointment to the CEO or Secretary at least 48 hours

before the time appointed for the commencement of the relevant meeting of Members or resumed meeting of Members.

- 7.3 A Corporate Representative is treated as a Member for all purposes until:
- 7.3.1 the Corporate Member's board resolves to revoke the appointment and, if directed by the Directors, provides a copy of its minutes relevant to such revocation, certified correct by its chairperson or secretary, to the CEO or Secretary at least 48 hours before the time appointed for the commencement of the relevant meeting of Members or resumed meeting of Members; or
 - 7.3.2 the Chairperson believes on reasonable grounds that the Corporate Member's board has resolved to revoke the appointment.

8. SUBSCRIPTIONS

- 8.1 The subscription and other fees for Membership are determined by the Directors from time to time.
- 8.2 The subscription fees for Membership are payable annually on 1 July or any other time determined by the Directors from time to time.
- 8.3 Any Member whose subscription is outstanding for more than three months after the due date may be removed as a Member at the discretion of the Directors without the requirement for notice to that Member. The Directors may reinstate such a person's Membership on any terms they think fit.

9. RESIGNATION

- 9.1 A Member may resign from Membership by giving written notice to the Company.
- 9.2 A resigning Member is liable for any outstanding subscription fees. The Company may recover them as a debt due to the Company.

10. EXPULSION OF A MEMBER

- 10.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Directors may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Company.
- 10.2 Particulars of the charge must be communicated to the Member at least one calendar month before the Directors' meeting at which the matter will be determined.
- 10.3 The Directors must communicate their determination to the Member. In the event of an adverse determination, subject to clause 10.4, Membership ceases 14 days after the Directors communicate their determination to the Member.
- 10.4 The Member may appeal to a meeting of Members against the expulsion. The Member must give written notice to the Company of the intention to appeal within 14 days after the Directors communicate their determination to the Member.

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- 10.5 In the event of an appeal against the expulsion:
- 10.5.1 the Member must be given an opportunity to put their case to the next meeting of Members by giving the Company a written statement for circulation to the Members (providing that the statement is under 1,000 words and in the opinion of the Secretary is not defamatory) and/or speaking to the motion at the meeting;
 - 10.5.2 the appellant's Membership is terminated only if the meeting of Members upholds the determination of the Directors, and in that event, Membership is terminated at the date of the meeting of Members.

11. REGISTER OF MEMBERS

- 11.1 The Company must at all times keep an up to date register of Members listing in relation to each Member:
- 11.1.1 the Member's name and residential address;
 - 11.1.2 the Member's nominated addresses for notices to be sent to the Member by post, electronic mail and facsimile (if applicable); and
 - 11.1.3 the date on which the Member's name is entered in the register.
- 11.2 The Register of Members must also show:
- 11.2.1 the name and details of each person who ceased being a Member within the last two years; and
 - 11.2.2 the date on which the person ceased being a Member.
- 11.3 It is the responsibility of the Secretary to maintain or cause to be maintained the Register of Members in accordance with this clause.

12. PATRONS AND HONORARY MEMBERS

- 12.1 The Directors may appoint and remove a person as a patron or honorary member of the Company on any terms the Board thinks fit.
- 12.2 A patron or honorary member may, at the discretion of the Directors:
- 12.2.1 be given notice of meetings of Members as if they were a Member;
 - 12.2.2 attend and speak (but not vote) at meetings of Members; and
 - 12.2.3 receive financial reports of the Company when those are made available to Members.
- 12.3 A patron or honorary member is not a Member for the purposes of this Constitution or the Corporations Act.

DIRECTORS

13. QUALIFICATION OF DIRECTORS

A person may be appointed or elected:

13.1 a Director, only if the person:

13.1.1 is an individual over 18 years of age;

13.1.2 is not disqualified by law from holding office;

13.1.3 has consented in writing to be a Director and, to being bound by this constitution as a Director;

13.1.4 has not held office as a Director for three successive terms of office immediately preceding such appointment or election; and

13.2 an Elected Director, only if such person has been a Member or a Corporate Representative for a continuous period of at least one year immediately prior to the appointment or election, or since registration of the Company, whichever is shorter.

14. NUMBER OF DIRECTORS

14.1 The board of Directors must comprise:

14.1.1 not less than three and not more than seven Elected Directors; and

14.1.2 not more than two Board Appointed Directors.

14.2 Notwithstanding clause 14.1, while the number of Elected Directors is below the minimum, the Directors may convene a meeting of Directors and pass resolutions to appoint additional Elected Directors under clause 19, but for no other purpose.

15. APPOINTMENT AND RETIREMENT OF DIRECTORS

15.1 The initial Directors upon registration of the Company are the persons listed in the Schedule, all of whom are deemed to be Elected Directors or Board Appointed Directors as set out beside their respective names in the Schedule and have consented to be Directors on the Company's registration.

15.2 One third of the Elected Directors (rounded down to the nearest multiple of three if the number of Elected Directors to retire is not a multiple of three) must retire from office at the conclusion of each AGM.

15.3 The Elected Directors to retire under clause 15.2 are:

15.3.1 those Elected Directors appointed to fill a casual or other vacancy under clause 19; and

15.3.2 those Elected Directors who have been longest in office since their last appointment or election,

and as between persons who became Elected Directors on the same day, are determined by lot (unless otherwise agreed amongst themselves).

- 15.4 Subject to clause 13.1.4, a retiring Elected Director is eligible for reappointment or re-election.

16. ELECTION OF ELECTED DIRECTORS

16.1 Election of Directors

16.1.1 Subject to clauses 13 and 14, at each AGM the Members may appoint or elect Directors under this clause 16.

16.1.2 The persons deemed to be the initial Elected Directors upon registration of the Company are deemed to be appointed or elected under this clause 16.

16.2 Appointment of Returning Officer

The Directors must appoint a returning officer in respect of each election of Directors under this clause 16. The returning officer may be a Director provided that Director is not a retiring Elected Director at such election.

16.3 Nomination and scrutinising of candidates

16.3.1 A candidate not being a retiring Elected Director is not eligible to stand for election under this clause 16 unless a Member (**proposer**) has proposed their nomination by delivering the nomination of that person to the CEO or Secretary. The nomination must be in a form approved by the Directors and must be signed by the proposer and by the candidate to signify a willingness to stand for election.

16.3.2 The Company must give Members notice calling for Members to nominate candidates for election as an Elected Director together with notice of the AGM.

16.3.3 Nominations for election close seven days before the AGM.

16.3.4 A retiring Elected Director is deemed to nominate for re-election unless they advise the Returning Officer to the contrary in writing before nominations close.

16.3.5 The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible for election under this Constitution. Upon rejecting a nomination, the Returning Officer must notify the candidate, the candidate's proposer and the Directors.

16.3.6 Notice of all accepted candidates seeking election shall be given to all Members at the AGM at which the election is to take place.

16.4 No contest between candidates

If the number of accepted candidates for election is equal to or less than the maximum number of positions which could be filled at the AGM:

16.4.1 the AGM may appoint one or more candidates as an Elected Director by passing separate ordinary resolutions at the AGM; and

16.4.2 the Company must include on or with the notice of the AGM a notice:

(a) setting out the name of each candidate; and

(b) stating that the AGM will vote on the appointment of each candidate as an Elected Director by separate ordinary resolutions.

16.5 **Contest between candidates**

If the number of accepted candidates for election is more than the maximum number of positions which could be filled at the AGM:

16.5.1 the election of candidates as an Elected Director is to be by a ballot carried out at the AGM;

16.5.2 the Returning Officer must:

(a) prepare ballot papers for the election; and

(b) determine the order in which candidates appear on the ballot paper;

16.5.3 the Returning Officer is responsible for the conduct of the ballot in accordance with this clause 16.5 and any requirements determined by the Directors from time to time; and

16.5.4 the Chairperson must announce the results of the ballot at the AGM.

17. **APPOINTMENT OF BOARD APPOINTED DIRECTORS**

17.1 Subject to clauses 13 and 14, the Directors may at any time appoint a Director under this clause 17 for a term of up to three years as determined by the Directors.

17.2 The persons deemed to be the initial Board Appointed Directors upon registration of the Company are deemed to be appointed under clause 17.1 for a term of two years from the date of registration of the Company.

17.3 Subject to clause 13, a Board Appointed Director whose term of office expires is eligible for reappointment.

17.4 In making an appointment under clause 17.1, the Directors must have proper regard to:

17.4.1 the qualifications, skills, expertise and experience of that person;

17.4.2 the qualifications, skills, expertise and experience of the incumbent Directors;

17.4.3 the desired mix of qualifications, skills, expertise and experience amongst Directors as determined by the Directors in light of the Company's objects and activities; and

17.4.4 any other criteria or matter the Directors determine relevant.

18. VACATION OF OFFICE OF DIRECTORS

The office of a Director becomes vacant if the Director:

- 18.1 reaches the end of their term of office;
- 18.2 becomes disqualified from holding office under clause 13;
- 18.3 dies or is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- 18.4 without the leave of the Directors, is absent from:
 - 18.4.1 three consecutive meetings of Directors; or
 - 18.4.2 four meetings of Directors in any 12 month period;
- 18.5 resigns by notice in writing to the Company;
- 18.6 is removed from office in accordance with the Corporations Act; or
- 18.7 being a Board Appointed Director, is removed from office by resolution of the Directors.

19. CASUAL AND OTHER VACANCIES IN ELECTED DIRECTORS

Subject to clauses 13 and 14, the Directors may at any time fill a casual or other vacancy in the office of an Elected Director by appointing a Member or Corporate Representative to fill the vacancy. Any person so appointed:

- 19.1 holds office until the commencement of the next AGM; and
- 19.2 is to be treated as a Director an Elected Director elected under clause 16 for all other purposes.

20. APPOINTMENT OF CHAIRPERSON AND DEPUTY CHAIRPERSON OF DIRECTORS

- 20.1 At the first meeting of Directors held after each AGM, the Directors must appoint a Chairperson of Directors and Deputy Chairperson of Directors from among their number. Subject to this constitution, such Directors hold office until the appointment of a Chairperson of Directors and Deputy Chairperson of Directors at the first meeting of Directors held after the next AGM.
- 20.2 A Chairperson of Directors or Deputy Chairperson of Directors who reaches the end of their term in office is eligible for reappointment.
- 20.3 Nominations for the office of Chairperson of Directors and Deputy Chairperson of Directors are made in the manner determined by the Directors.
- 20.4 If there is only one nomination for the office of Chairperson of Directors or Deputy Chairperson of Directors, the nominee stands appointed to such office.

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- 20.5 If there is more than one nomination for the office of Chairperson of Directors or Deputy Chairperson of Directors, then there must be an election for such office conducted by secret ballot.
- 20.6 The office of the Chairperson of Directors or Deputy Chairperson of Directors becomes vacant if that person:
- 20.6.1 reaches the end of their term of such office;
 - 20.6.2 resigns from such office by notice in writing to the Directors;
 - 20.6.3 is removed from such office by resolution of the Directors; or
 - 20.6.4 ceases to be a Director.
- 20.7 Should a vacancy occur in the office of Chairperson of Directors or Deputy Chairperson of Directors, the Directors must promptly fill such vacancy by appointment from among their number.
- 20.8 The Chairperson of Directors and the Deputy Chairperson of Directors act as spokesperson for the Company, unless an alternative spokesperson has been appointed by the Directors or a meeting of the Members. The spokesperson must not make any statements to the media or otherwise make public statements except:
- 20.8.1 in accordance with the Company's policies; or
 - 20.8.2 as otherwise directed by the Directors.

21. **BOARD HONORARIUM AND EXPENSES**

- 21.1 The Company may pay the Directors a maximum total honorarium determined by a meeting of Members.
- 21.2 The Directors may determine the allocation of the total honorarium among the Directors. If the Directors do not determine the allocation, the total amount of the honorarium must be allocated equally among the Directors.
- 21.3 The Company may pay any extraordinary travelling or other expenses a Director properly incurs:
- 21.3.1 in attending a meeting of Directors, Members or a Committee; and
 - 21.3.2 otherwise in connection with the business of the Company.

22. **DIRECTORS' INTERESTS**

22.1 **Notice of material personal interest**

- 22.1.1 A Director, who has a material personal interest in a matter that relates to the affairs of the Company, must give the other Directors notice of that interest in accordance with the requirements for public companies under the Corporations Act (regardless of whether the Company is a Registered Charity).

22.1.2 A failure to make disclosure under this clause does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

22.1.3 A disclosure of an interest under this clause must be recorded in the minutes of the meeting of Directors at which such disclosure is dealt with.

22.2 Voting when there is a material personal interest

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

- (a) be present while the matter is being considered; or
- (b) vote on the matter,

unless permitted by the Corporations Act.

22.2.2 A failure to comply with this clause does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

POWERS AND DUTIES OF DIRECTORS

23. DIRECTORS TO MANAGE

23.1 The business of the Company is managed by the Directors.

23.2 The Directors may exercise all the powers of the Company that the Corporations Act or this constitution does not require to be exercised by Members.

24. DELEGATIONS BY DIRECTORS

24.1 The Directors may delegate any of their powers (including the power to delegate) to:

24.1.1 a Director;

24.1.2 an ad hoc committee of Directors and other persons;

24.1.3 a standing committee of Directors and other persons;

24.1.4 an employee of the Company; or

24.1.5 any other person.

24.2 A delegation must be in writing.

24.3 The Directors may revoke or vary a delegation.

24.4 A delegation does not derogate from the powers of the Directors to act in any matter.

24.5 A Committee or other delegate must exercise their powers in accordance with any directions given by the Directors.

25. COMMITTEES

25.1 A delegation to a Committee may be by way of written terms of reference for that Committee approved by the Directors.

25.2 An Ad Hoc Committee may only operate for a period up to 12 months as determined by the Directors.

25.3 A Standing Committee will operate until the Directors so determine.

25.4 All delegations to Standing Committees must be reviewed at least once in any two year period.

25.5 The Directors may remove and appoint replacement or new members of a Committee at any time.

25.6 Unless the Directors otherwise determine:

25.6.1 the Directors must appoint a Director as chairperson of a Committee;

25.6.2 the rules about proceedings of meetings of Directors under this constitution apply to meetings of a Committee; and

25.6.3 a Committee must furnish regular reports of its activities to the Directors.

26. VALIDATION OF ACTS

The acts of the Directors, a Committee, an Officer or delegate of the Directors are valid even if it is subsequently discovered that there was a defect in a relevant appointment or any of them was disqualified.

27. ATTORNEYS AND AGENTS

27.1 The Directors may appoint any person to be the attorney or agent of the Company for any purpose, to exercise any of their powers (including the power to delegate), for any period and on any terms the Directors think fit.

27.2 The Directors may revoke or vary an appointment made or the powers delegated under this clause 27.

PROCEEDINGS OF MEETINGS OF DIRECTORS

28. CALLING MEETINGS OF DIRECTORS

28.1 Subject to this clause 28, the Directors:

28.1.1 must meet at least four times a year or more often as required at a time, date and place fixed by the Directors from time to time; and

28.1.2 otherwise, may meet, adjourn and regulate their meetings as they think fit.

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- 28.2 The Chairperson or two or more Directors may at any time, and the Secretary must on the request of the Chairperson or such Directors, call a meeting of Directors.
- 28.3 At least seven days' notice of a meeting of Directors must be given to each Director, except in the case of emergency or waiver of this requirement by all Directors.
- 28.4 Notice may be given in writing, or by any technology consented to by all the Directors. The consent may be a standing one and can only be withdrawn by a Director on seven days' notice.

29. CHAIRPERSON OF MEETINGS OF DIRECTORS

- 29.1 The Chairperson of Directors may preside at all meetings of Directors as chairperson.
- 29.2 If there is no Chairperson of Directors, or if the Chairperson of Directors is unable or unwilling to act, the Deputy Chairperson of Directors may preside at the meeting.
- 29.3 If there is no Deputy Chairperson of Directors, or if the Deputy Chairperson of Directors is unable or unwilling to act, the Directors present must elect one of their number to preside at the meeting.

30. QUORUM FOR MEETINGS OF DIRECTORS

- 30.1 Subject to clause 30.2, the quorum for a meeting of Directors meeting is a majority of the Directors for the time being.
- 30.2 If at any meeting of Directors meeting a quorum is not present, the meeting must be adjourned for not less than one week and not more than two weeks and all Directors notified of such adjournment. When the meeting is reconvened, the Directors present at the reconvened meeting constitute a quorum.
- 30.3 The quorum must be present at all times during the meeting.

31. RESOLUTIONS OF DIRECTORS AT MEETINGS

- 31.1 Subject to the Corporations Act and clause 22, each Director has one vote at a meeting of Directors.
- 31.2 In the case of an equality of votes, subject to the Chairperson being entitled to exercise a deliberative vote, the Chairperson has a casting vote in addition to his or her deliberative vote.

32. MEETINGS OF DIRECTORS USING TECHNOLOGY

- 32.1 A meeting of Directors may be held with one or more Directors taking part using any technology that allows Directors to clearly and simultaneously communicate with each other participating Director.
- 32.2 Without limiting clause 32.1, a meeting of Directors may be held using any technology determined by the Directors.

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- 32.3 A Director who participates in a meeting held under this clause 32 is taken to be present at the meeting.
- 32.4 A meeting held under this clause 32 is deemed to be held at a place determined by the Directors, provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

33. ATTENDANCE BY NON-DIRECTORS

- 33.1 Unless determined otherwise by the Directors, the CEO and the Secretary are required to attend at least part of all meetings of Directors.
- 33.2 Any other person (who is not a Director) may attend a meeting of Directors if invited to do so by the Chairperson or with the approval of the Directors, provided the invitation or approval is recorded in the minutes of the meeting.

34. CIRCULATING RESOLUTIONS OF DIRECTORS

- 34.1 The Directors may pass a resolution without a meeting of Directors being held if all the Directors 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.
- 34.2 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 34.3 The resolution is passed when the last Director signs.

MEETINGS OF MEMBERS

35. AGM

- 35.1 While the Company is not a Registered Charity, the Company must hold an annual general meeting of Members in accordance with the requirements of the Corporations Act.
- 35.2 While the Company is a Registered Charity, the Company must hold a meeting of Members at least once in any calendar year in accordance with any requirements determined by the Directors (including any requirements relating to the business of the meeting).

36. CALLING MEETINGS OF MEMBERS

- 36.1 The Directors may call a meeting of Members at any time.
- 36.2 If the Directors receive a written requisition from Members holding at least 5% of the votes that may be cast at a meeting of Members:
- 36.2.1 the Directors must call a meeting of Members for the purpose specified in the requisition within 21 days of receipt of the requisition; and
- 36.2.2 convene that meeting within two months of the receipt of the requisition.
- 36.3 Every requisition for a meeting of Members must be signed by the Members making it and must state the purpose of the meeting.

36.4 If the Directors do not convene the meeting of Members as required by clause 36.2, the requisitionists may convene it. It must be convened in the same manner as a meeting of Members convened by the Directors, and for this purpose, the Directors must ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive notice of the meeting. The reasonable expenses of convening and conducting the meeting must be paid by the Company.

37. AMOUNT OF NOTICE

Subject to the Corporations Act, at least 21 days' notice of a meeting of Members must be given.

38. CONTENTS OF NOTICE

A notice of meeting of Members must:

38.1 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 will be used to facilitate this);

38.2 state the general nature of the meeting's business;

38.3 if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the wording of the proposed resolution; and

38.4 contain a statement that:

38.4.1 the Member has the right to appoint a proxy; and

38.4.2 the proxy need not be a Member;

38.5 if there is to be an appointment of Directors at the meeting, contain the notice required under clause 16.4.2; and

38.6 if there is to be an election of Directors before the meeting, contain the notice required under clause 16.3.2.

39. WHO GETS NOTICE

Notice of a meeting of Members must be given to:

39.1 each Member entitled to vote at the meeting;

39.2 each Director; and

39.3 any auditor of the Company.

40. FAILURE TO GIVE NOTICE

The accidental failure to give notice of a meeting of Members (including a proxy appointment form) to a Member, or the failure of a Member to receive the notice, does not invalidate the proceedings at the meeting.

41. **MEETINGS OF MEMBERS USING TECHNOLOGY**

- 41.1 A meeting of Members may be held with one or more Members taking part using any technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- 41.2 Without limiting clause 41.1, a meeting of Members may be held using any technology determined by the Directors.
- 41.3 A Member who participates in a meeting held under this clause 41 taken to be present at the meeting.
- 41.4 A meeting held under this clause 41 is deemed to be held at a place determined by the Directors, provided that at least one of the Members present at the meeting was at that place for the duration of the meeting.

42. **QUORUM AT GENERAL MEETINGS**

- 42.1 No business may be transacted at a meeting of Members unless a quorum is present.
- 42.2 A quorum is four Members present in person or by Corporate Representative, proxy or attorney.
- 42.3 In determining whether a quorum is present:
 - 42.3.1 if a Member has appointed more than one Corporate Representative, proxy or attorney, count only one of them;
 - 42.3.2 if an individual is attending both as a Member and as a Corporate Representative, proxy or attorney, count that individual only once.
- 42.4 If a quorum is not present within 30 minutes after the time appointed for the meeting:
 - 42.4.1 if the meeting was called on the requisition of Members, it is dissolved; and
 - 42.4.2 in any other case, it is adjourned to the following day at the same time and place, or to another day, time and place determined by the Directors. If at the resumed meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

43. **PRESIDING AT MEETINGS OF MEMBERS**

43.1 **Chairperson**

- 43.1.1 The Chairperson of Directors may preside at every meeting of Members as chairperson.
- 43.1.2 If there is no Chairperson of Directors, or if the Chairperson of Directors is not present within 10 minutes after the time appointed for the meeting or is unwilling to act, the Deputy Chairperson of Directors may preside at the meeting.

43.1.3 If there is no Deputy Chairperson of Directors, or if the Deputy Chairperson of Directors is not present within 10 minutes after the time appointed for the meeting or is unwilling to act, the Directors present must elect one of their number to preside at the meeting.

43.1.4 If there is no Director present within 10 minutes after the time appointed for the meeting and willing to act, the Members present in person or by Corporate Representative, proxy or attorney must elect a Member or Corporate Representative present to preside at the meeting.

43.2 Powers of Chairperson

43.2.1 The Chairperson:

- (a) has charge of the general conduct of the meeting of Members and of the procedures to be adopted at the meeting;
- (b) may determine any dispute about the admission or rejection of a vote at the meeting (including a vote recorded in a form of proxy);
- (c) may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and
- (d) may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting.

43.2.2 The Chairperson may refuse admission to a meeting of Members to a person, or require a person to leave a meeting of Members and not return, if:

- (a) the person refuses to permit examination of an article in the person's possession;
- (b) the person is in possession of an article (including an electronic or recording device, placard or banner) which the Chairperson considers to be dangerous, offensive or liable to cause disruption; or
- (c) the Chairperson otherwise considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting.

43.2.3 The Chairperson may require a person at a meeting of Members to establish to the satisfaction of the Chairperson that the person is a Member, Corporate Representative, proxy or attorney of a Member for that meeting. If unable to do so, the person may be excluded from the meeting or from voting at the meeting.

43.2.4 A decision by the Chairperson under this clause 43.2 is final.

44. **ADJOURNMENTS**

- 44.1 The Chairperson of a meeting of Members at which a quorum is present:
 - 44.1.1 may adjourn the meeting to any time and place;
 - 44.1.2 must adjourn the meeting if so directed by the meeting.
- 44.2 If a meeting of Members is adjourned for 30 days or more, notice of the resumed meeting must be given in the same manner as was given for the original meeting. In other cases, notice of the resumed meeting is not required.
- 44.3 Only unfinished business may be transacted at a resumed meeting.

45. **RESOLUTIONS OF MEMBERS**

- 45.1 Unless the law or this constitution requires a Special Resolution, a resolution is passed if a majority of the votes cast by Members entitled to vote are in favour of the resolution.
- 45.2 A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded.
- 45.3 Before or on the declaration of the result on a show of hands a poll may be demanded by:
 - 45.3.1 any Member present in person or by Corporate Representative, proxy or attorney entitled to vote on the resolution; or
 - 45.3.2 the Chairperson.
- 45.4 Unless a poll is demanded, on a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 45.5 A demand for a poll may be withdrawn.
- 45.6 A poll demanded on a matter other than the election of the Chairperson or the question of an adjournment must be taken when and in the manner the Chairperson directs (including by public vote or secret ballot). A poll on the election of the Chairperson or on the question of an adjournment must be taken immediately.
- 45.7 A demand for a poll does not prevent the meeting dealing with other business.
- 45.8 On a poll in relation to a resolution proposed at a meeting of Members:
 - 45.8.1 the Chairperson must conduct a formal count of the individual votes cast in favour of or against the resolution, as well as any abstentions;
 - 45.8.2 include the votes of proxies in the above count;
 - 45.8.3 announce the results of the poll to the meeting; and

45.8.4 ensure that the minutes for the meeting state the number or proportion of the votes recorded in favour of or against the resolution, as well as any abstentions.

45.9 In the case of an equality of votes (on a show of hands or on a poll), the Chairperson has a casting vote.

46. ENTITLEMENT TO VOTE

46.1 At a meeting of Members, each Member present (in person or by Corporate Representative, proxy or attorney) has one vote (on a show of hands or on a poll).

46.2 A proxy or attorney must not vote while the Member is present at the meeting.

46.3 A person, who represents more than one Member at the meeting (in their own right or as Corporate Representative, proxy or attorney), has only one vote on a show of hands at the meeting.

46.4 On a ballot, each Member has one vote exercisable by the Member or its Corporate Representative, proxy or attorney.

46.5 A vote prohibited by the Corporations Act is not counted.

47. APPOINTING A PROXY OR ATTORNEY

47.1 A Member who is entitled to attend and cast a vote at a meeting of Members may appoint a proxy or attorney to act for the Member for all or specified purposes.

47.2 The proxy or attorney need not be a Member or Corporate Representative. The proxy or attorney may be an individual or body corporate.

47.3 An appointment of a proxy is valid if it is signed or authenticated in accordance with regulation 2G.2.01 of the Corporations Regulations 2001 (Cth) by the Member making the appointment and contains the information required by section 250A of the Corporations Act. The Directors may determine that the proxy is valid even if it contains only some of that information. An appointment of a proxy may be in the form in Annexure A, or any other form approved by the Directors.

47.4 A later appointment of a proxy or attorney revokes an earlier one if both appointments could not be validly exercised at the meeting.

47.5 An appointment may specify the way a proxy or attorney is to vote on a particular resolution.

47.6 If an appointment of a proxy does not name the proxy, the Chairperson may act as proxy or complete the appointment by inserting the name of a Director as proxy.

47.7 The appointment of a proxy or attorney (and any authority under which the appointment was signed or authenticated or a certified copy of the authority or other evidence required by the Directors) must be given to the Company at

least 48 hours before the meeting of Members or resumed meeting, or any shorter period allowed by the Directors.

47.8 An undated appointment of a proxy or attorney is taken to have been dated on the day it is given to the Company.

48. RIGHTS OF PROXIES AND ATTORNEYS

48.1 If an appointment specifies the way a proxy or attorney is to vote on a particular resolution, section 250A(4) of the Corporations Act applies to the proxy or attorney (with the necessary changes in the case of an attorney).

48.2 Unless otherwise specified in the appointment, the proxy or attorney may:

48.2.1 agree to a meeting being convened by shorter notice than is required by the Corporations Act or this constitution;

48.2.2 agree to a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given;

48.2.3 even if the appointment specifies how the proxy or attorney must vote on a particular resolution:

(a) vote on an amendment to the resolution, a motion not to put the resolution or similar motion;

(b) vote on a procedural motion, including a motion to elect the Chairperson, remove the Chairperson or adjourn the meeting;

48.2.4 speak at the meeting;

48.2.5 vote (but only to the extent allowed by the appointment or the Corporations Act or this constitution); and

48.2.6 demand or join in a demand for a poll.

48.3 A proxy's or attorney's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

48.4 If the proxy or attorney is a body corporate, it may appoint a Corporate Representative under clause 7.

49. VALIDITY

49.1 An objection to the qualification of a voter on a resolution put to a meeting of Members may only be raised at the meeting or resumed meeting at which the vote is given.

49.2 At a meeting of Members, the Chairperson's decision, as to the validity of an appointment of a Corporate Representative, proxy or attorney, or the identity of a Corporate Representative, proxy or attorney, is final.

49.3 On a ballot, the Chairperson's decision, as to the validity of an appointment of a Corporate Representative, proxy or attorney, is final.

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- 49.4 Unless the Company has received written notice of the matter before the start or resumption of a meeting, a vote cast by a Corporate Representative, proxy or attorney is valid even if, before the vote:
- 49.4.1 the appointing Member dies or becomes bankrupt or is wound up or deregistered;
 - 49.4.2 the Member is mentally incapacitated;
 - 49.4.3 the Member revokes the appointment of the Corporate Representative, proxy or attorney; or
 - 49.4.4 the Member revokes the authority under which the Corporate Representative, proxy or attorney was appointed.

SECRETARY

50. SECRETARY

- 50.1 The Directors must appoint at least one Secretary, for any period and on any terms they think fit.
- 50.2 Subject to the terms of any employment contract, the Directors may remove or dismiss a Secretary at any time without cause.

OFFICERS' INDEMNITY AND INSURANCE

51. INDEMNITY

- 51.1 To the extent permitted by law, the Company must indemnify each person who is or has been an Officer against:
 - 51.1.1 any liability (except for legal costs) incurred by that person as an Officer; and
 - 51.1.2 reasonable legal costs incurred in defending an action for a liability by that person as an Officer.
- 51.2 The Company need not indemnify a person under this clause in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 51.3 Where a person seeks to rely on the indemnity contained in this clause, that person must:
 - 51.3.1 immediately notify the Company of any claim which gives rise to or could give rise to a liability of the Company to that person under the indemnity;
 - 51.3.2 permit the Company to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;

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- 51.3.3 not make any admission without the prior written consent of the Company; and
 - 51.3.4 promptly render all reasonable assurance and co-operation to the Company as requested by the Company.

52. **INSURANCE**

To the extent permitted by law, the Company may pay a premium for a contract insuring a person who is or has been an Officer against those liabilities referred to in clause 51.1.

53. **CONTRACTS WITH OFFICERS**

To the extent permitted by law, the Company may contract with an Officer to:

- 53.1 keep a set of the Company's books (including minutes) and allow the Officer and the Officer's advisers access to the books;
- 53.2 indemnify the Officer against a liability referred to in clause 51.1;
- 53.3 insure the Officer against a liability referred to in clause 51.1.

DOCUMENTS AND RECORDS

54. **EXECUTION OF DOCUMENTS**

54.1 The Company may execute a document only if authorised:

- 54.1.1 by the Directors; or
- 54.1.2 in accordance with any delegations made by the Directors.

54.2 The Company may execute a document (including a deed):

- 54.2.1 in accordance with section 127 of the Corporations Act; or
- 54.2.2 in any other way approved by the Directors.

54.3 If the Company has a common seal:

- 54.3.1 the Directors must provide for its safe custody; and
- 54.3.2 it may only be used with the authority of the Directors.

55. **NEGOTIABLE INSTRUMENTS**

All negotiable instruments (including cheques) and receipts for payments to the Company must be signed, drawn, accepted, endorsed or otherwise executed by two Directors or in any other manner the Directors determine.

56. **MINUTES**

56.1 The Company must keep minute books in which it records within one month:

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- 56.1.1 the names of the Directors, Secretaries and other persons present at all meetings of Members, Directors and Committees;
 - 56.1.2 all proceedings and resolutions passed at all meetings of Members, Directors and Committees, and all resolutions passed without meetings; and
 - 56.1.3 all disclosures of interests.
- 56.2 Minutes must be signed by the Chairperson of the meeting or of the next meeting.
- 56.3 Unless proved incorrect, signed minutes are presumed to be an accurate record of the proceedings.

57. RECORDS AND REPORTS

- 57.1 The Company must keep such financial and other records as required by law.
- 57.2 The Company must prepare, distribute and lodge all financial and other reports required by law.

58. AUDITOR

If the Company is required by law, or by the Directors, to prepare audited financial reports:

- 58.1 the Directors must appoint an auditor (who must not be a Director);
- 58.2 the Directors must cause the financial records and reports of the Company to be audited in accordance with those requirements; and
- 58.3 the audited financial reports must be tabled at the first AGM held following the completion of the relevant audited financial report.

59. AMENDMENT OF CONSTITUTION

Subject to the Corporations Act, the Company may modify or repeal this constitution, or a provision of this constitution, by Special Resolution.

WINDING UP

60. WINDING UP

- 60.1 If the Company is wound up, each Member and each person who ceased to be a Member in the preceding year undertake to contribute \$10 to the property of the Company towards:
 - 60.1.1 the payment of debts and liabilities of the Company;
 - 60.1.2 the payment of costs, charges and expenses of winding up; and
 - 60.1.3 the adjustment of the rights of the contributories amongst themselves.

60.2 If the Company is wound up, any surplus (after satisfaction of its debts and liabilities) must be given to one or more of the charitable entities, funds, authorities or institutions determined by the Directors (or in default, by the Supreme Court of South Australia), provided that the relevant recipient:

60.2.1 has objects similar to or including those of the Company; and

60.2.2 has rules which prohibit any distribution to its members.

NOTICES

61. NOTICES TO MEMBERS

61.1 Each Member must notify the Company in writing of the Member's address for notices and any change to that address.

61.2 The Company may give notice to a Member:

61.2.1 personally;

61.2.2 by sending it by post, facsimile or electronic mail to the Member's Registered Address; or

61.2.3 by any other means permitted under the Corporations Act.

61.3 A notice is deemed to be received:

61.3.1 if hand delivered, on delivery;

61.3.2 if sent by prepaid mail, three business days after posting within Australia (or seven business days after posting by airmail to or from a place outside Australia);

61.3.3 if sent by facsimile, at the time and on the day shown in the sender's transmission report, if it shows that the entire notice was sent to the correct facsimile number;

61.3.4 if sent by electronic mail, on day and at the time the sender sends or attempts to send the notice, provided the sender does not receive any notification that the notice was not successfully sent or delivered.

62. NOTICE TO COMPANY

A Member or Director must give any document or notice required by the Corporations Act or this constitution to the Company at its registered office.

63. CALCULATING TIME

Time is calculated in accordance with the Corporations Act.

Schedule – Directors

[insert full name], [*insert whether Board Appointed Director or Elected Director*]

[insert full name], [*insert whether Board Appointed Director or Elected Director*]

[insert full name], [*insert whether Board Appointed Director or Elected Director*]

[insert full name], [*insert whether Board Appointed Director or Elected Director*]

[insert full name], [*insert whether Board Appointed Director or Elected Director*]



Annexure A Proxy

#

Proxy

I
Name of Member

of
Address

being a Member of the Company

appoint
Name of proxy or office held

or if no person is named, the chairperson of the meeting, as my proxy to vote on my behalf:

- at the meeting of Members to be held at [date] and [time] and at any adjournment of that meeting;
- all meetings of Members until revoked.

Direction to proxy

If you want to direct your proxy how to vote, mark either the 'For' box or the 'Against' box for the resolution. If you do not want to direct your proxy how to vote, do not mark any box for the resolution. If you wish not to vote on a particular resolution, mark the 'Abstain' box for the resolution.

I direct my proxy to vote as follows:

Resolutions	For	Against	Abstain
<i>Descriptions</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date

If Member is an individual

Signed by in the presence of:

.....
Signature of witness

.....
Signature of Member

.....
Name of witness (print)

