

Constitution for the Concrete Institute of
Australia Limited
(being a company limited by guarantee)

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Preliminary

The name of the Company is Concrete Institute of Australia Limited. The Company is a company limited by guarantee. The replaceable rules in the Act do not apply to the Company.

1. Interpretation

1.1 Definitions

In this Constitution unless it is inconsistent with the subject or context in which it is used:

Academic Member means an academic institution involved in teaching and conducting research admitted as such having an interest in concrete technology and practice and knowledge sharing as applied in the design, construction, and maintenance of concrete structures.

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

Board means the Directors for the time being of the Company or those of them who are present at a meeting at which there is a quorum. Refer to **Rule 30**.

Chair means, for the purposes of general meetings of the Company, the person determined or appointed in accordance with **Rule 18** and, for all other purposes, the person appointed in accordance with **Rule 43**

Committee means a committee to which powers have been delegated by the Board under **Rule 45**.

Company means Concrete Institute of Australia Limited. The term “Company” and “Institute” are interchangeable.

Company Member means a company admitted as such having a special interest in the objects of the Company and in its continued development, and wishing to participate in its activities as an organisation, or in the case of a firm or company, its nominated representative or representatives.

Company Proxy has the meaning given to it in **Rule 26**.

Constitution means this constitution as amended from time to time.

Council means the National Council of the Institute as a body or quorum of the Members thereof at a Council Meeting responsible for determining the strategic direction and policies of the Institute from time to time.

Councillor means a person appointed or elected from time to time to the National Council in accordance with this Constitution and, where appropriate, includes an alternate Councillor when acting in that capacity.

Chief Executive Officer means an employee of the Company who is appointed to the office of Chief Executive Officer pursuant to **Rule 36**.

Director means a person appointed or elected from time to time to the office of Director of the Company for the purposes of the Act, in accordance with this Constitution and, where appropriate, includes an alternate Director when acting in that capacity.

Expulsion Notice Period has the meaning given to it in **Rule 12.3**.

Financial year means the period 1st January to 31st December of any year during which a person or company is a Member of the Company in accordance with the Act.

Honorary Member means any person admitted as such whom the Council considers has made an outstanding contribution to the development and use of concrete and body of knowledge in Australia.

Individual Member means a person admitted as such having an interest in concrete technology and practice and knowledge sharing as applied in the design, construction, supply, provision of materials and maintenance of concrete structures.

Individual Young Member means a person, under the age of thirty (30) years and admitted as such having an interest in concrete technology and practice and knowledge sharing as applied in the design, construction, supply, provision of materials and maintenance of concrete structures.

Life Member means any person admitted as such whom the Council considers has given long and other meritorious service to the Concrete Institute of Australia.

Member means a Company Member, an Academic Member, an Individual Member, an Individual Young Member, a Student Member, a Life Member, a Retired Member or an Honorary Member of the Company who is not in default in payment of any subscription or of any fees payable in accordance with policies adopted by the Council.

Members present means Members entitled and present at a general meeting of the Company in person or by a duly appointed representative or proxy.

Office means the registered office of the Company.

Register means the register of Members of the Company.

Registered Address means the address at which a Member notifies the Company that the Member will accept service of notices pursuant to **Rule 10**

Retired Member means a person having retired from full time employment and admitted as such having an ongoing interest in concrete technology and practice and knowledge sharing as applied in the design, construction, supply, provision of materials and maintenance of concrete structures.

Secretary means a person appointed as, or to perform the duties of, a secretary of the Company.

Student Member means a person pursuing a course of study related to concrete technology and practice as applied in the design, construction, supply, provision of materials and maintenance of concrete structures. Applicants for student membership must present proof of their course of study.

1.2 **General**

- (a) A word or phrase which is given a special meaning by the Act has the same meaning in this Constitution.
- (b) Words in the singular include the plural and vice versa.
- (c) Words importing a gender include each other gender.
- (d) A reference to the Act or any other statute or regulations or provisions of any of them is to be read as though the words "*as modified or substituted*" were added to the reference.
- (e) The headings do not affect the construction of this Constitution.
- (f) A reference to a Rule is a reference to a rule of this Constitution.
- (g) Writing and written includes printing, typing, lithography, facsimile, electronic and other modes of reproducing words in a visible form, except when a Member has advised that they wish to receive writing by mail.
- (h) Person and words importing persons include partnerships, corporations and associations, unincorporated and incorporated by ordinance, Act of Parliament or registration, as well as individuals.

2. **Preamble**

The Concrete Institute of Australia Ltd, ("*the Institute*"), was officially constituted in the State of New South Wales on the 17th April 1970 by resolution of subscribing Members. The Institute assumed all assets, liabilities and affairs of the unincorporated body then known as the "Australian Prestressed Concrete Group".

The Institute's objects, adopted at formation, were established to promote, encourage, foster, develop and protect:

- (i) concrete technology and practice;
- (ii) investigation, research and other scientific or technological development in connection with the manufacture, use and application of concrete and similar or associated products;
- (iii) the application of the results of such investigation, research and development to design and construction and the improvement of standards in the concrete industry generally;
- (iv) the education and training of persons in concrete technology and practice; and,
- (v) the exchange of information between all sectors of the concrete industry.

3. Objects

- 3.1 The objects of the Company are to promote, encourage, foster, develop, share and protect:
- (a) concrete technology and practice and knowledge sharing as applied in the design, construction, supply, provision of materials and maintenance of concrete structures;
 - (b) investigation, research and other scientific or technological development in connection with the manufacture, use and application of concrete and similar or associated products;
 - (c) the application of the results of such investigation, research and development to design and construction and the improvement of standards in the concrete industry generally;
 - (d) the education and training of persons in concrete technology and practice as applied in the design, construction, and maintenance of concrete structures; and
 - (e) the exchange of information between all sectors of the concrete industry.

4. Members' liability on winding up

- 4.1 The liability of Members is limited.
- 4.2 Whilst they are a Member, or within one year after ceasing to be a Member, each Member undertakes to contribute such amounts as may be required, not exceeding twenty dollars (\$20.00), to the property of the Company in the event of the Company being wound up:
- (a) for payment of the debts and liabilities of the Company;
 - (b) for payment of the costs, charges and expenses of winding up; and

- (c) for the adjustment of the rights of the contributories amongst themselves.

5. Application of income and property

- 5.1 The Company will not be carried on for the profit or gain of its individual Members through distribution of dividends.
- 5.2 The income and property of the Company is to be applied solely towards the promotion and furtherance of the objects of the Company as set out in **Rule 3** of this Constitution and no part of it is to be paid or transferred directly or indirectly in any way to the Members or any of them except as bona fide compensation for services rendered or expenses incurred on behalf of the Company, including (but not limited to):
 - (a) remuneration to any officers or servants of the Company (other than the Non-Executive Directors); or
 - (b) payment to any Member in return for services actually rendered to the Company; or
 - (c) payment for goods supplied in the ordinary and usual course of business; or
 - (d) interest on money borrowed from any Member; or
 - (e) reasonable and proper rent for premises demised or let by any Member; or
 - (f) reimbursement of all reasonable expenses incurred by any officers, directors, Councillors or servants of the Company while engaged on the business of the Company.

6. Distribution on winding up or amalgamation

- 6.1 In the event of the Company being wound up or dissolved, the amount that remains after the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which:
 - (a) is not carried on for the profit or gain of its individual Members and whose individual Members do not profit from that organisation as individual Members; or
 - (b) if that cannot be achieved, then to some charitable organisation.
- 6.2 In the event of the Company being amalgamated with another entity, if that other entity:
 - (a) is not carried on for the profit or gain of its individual Members (i.e. the entity is a non-profit organisation), then the amount that remains after the Company has first paid all of its debts and liabilities will be transferred to that entity; and

(b) is carried on for the profit or gain of its individual Members (i.e. the entity is not a non-profit organisation),

the Company will be treated as being dissolved in accordance with **Rule 6.1** above.

Membership

7. Membership categories

7.1 The Company shall have two (2) categories of Members, being voting and non-voting, and be admitted pursuant to these rules of the Company.

7.2 Voting Members shall be entitled to vote at any general meeting and include the following Members;

Individual Members,

Individual Young Members,

Retired Members,

Life Members,

Honorary Members,

Company Members, or,

Academic Members.

7.3 Non-voting Members shall not be entitled to vote at any general meeting and include; Student Member.

8. Admission to Membership

8.1 The Members of the Company shall be admitted pursuant to these rules of the Company.

8.2 The Members of the Company are:

(a) the persons that were financial Members, in the financial year, of the adoption of this Constitution of the Company; and

(b) any other persons that the Council admits to membership in accordance with this Constitution.

8.3 Subject to **Rule 8.2**, any qualifying person that wishes to be admitted as a Member may apply to the Council in writing in such form as the Council may prescribe or accept from time to time.

- 8.4 The Council shall consider all applications for membership. The Council has an absolute discretion as to whether or not an application should be accepted. In no case shall the Council be required to give any reason for its decision.
- 8.5 The membership qualifications to the Company shall be persons over the age of 18 years:
- (a) who have applied for membership of the Company as provided by **Rule 8.3** and
 - (b) who have been approved for membership of the Company by the Council.
- 8.6 The Council may, in its absolute discretion, determine and adopt, by resolution, levels of benefits for Members of the Company from time to time, for which different fees may apply.
- 8.7 Each Member undertakes, and acknowledges that they are bound by this Constitution.

9. Subscription Fee

- 9.1 The Council may, in its absolute discretion, determine a subscription fee for each membership category, subject to **Rule 8.2**.
- 9.2 Each Member must pay the subscription fee in each financial year, in which they are registered as Members on the Register of the Company or at such other time or times, (including by installments), as the Council may determine.

10. Registered Address

- 10.1 The Company must maintain a Register containing information outlined within s169 of the Act, and:
- (a) Each Member must notify the Secretary of an address to which notices may be served on or delivered to such Member. The Secretary must enter that address in the Register.
 - (b) Each Member must notify the Secretary within seven days of any change in the Member's Registered Address. The Secretary must enter any change in the Register.
- 10.2 If a Member does not have a Registered Address within Australia, the Registered Address of that Member is taken to be at the Office.

Membership Removal

11. Resignation of a Member

- 11.1 A Member may resign as a Member at any time, by giving notice in writing to the Secretary.
- 11.2 The resignation will be effective three (3) months from the date of receipt of the notice by the Secretary.
- 11.3 When the resignation of a Member becomes effective, that Member's name must be removed from the Register.

12. Misconduct of a Member

- 12.1 If any Member:
 - (a) breaches the provisions of this Constitution; or
 - (b) is guilty of any act or omission which, in the opinion of the Council is unbecoming of a Member, or prejudicial to the interest of the Company,

the Council may:
 - (i) take action to have the breach remedied;
 - (ii) censure the Member,
 - (iii) suspend the Member, and/or,
 - (iv) expel the Member from the Company.
- 12.2 The Council must not expel a Member under **Rule 12.1** unless:
 - (a) at least seven days notice has been given to the Member stating the date, time and place at which the resolution of expulsion of that Member is to be considered by the Council, and the nature of the alleged misconduct; and
 - (b) the Member is given the opportunity of providing to the Council, orally or in writing, any explanation concerning the alleged misconduct as the Member thinks fit.
- 12.3 If the Council resolves to expel a Member, the Secretary must immediately notify the Member, in writing (“Expulsion Notice”).
- 12.4 The Member has the right, exercisable only by notifying the Secretary, in writing, within seven days after delivery of an Expulsion Notice (the *Expulsion Notice Period*), to have the issue dealt with by the Company in a general meeting.
- 12.5 In that event, an extraordinary general meeting of the Company must be called for that purpose, having the same powers as the Council has under **Rule 12.1**. The Member has a right to address the general meeting in writing or orally prior to the resolution being put to a vote at the general meeting.

- 12.6 If a resolution to expel the Member is passed at the general meeting by a majority of two-thirds of the Members present, that Member will immediately cease to be a Member and that Member's name must be removed from the Register.
- 12.7 If the Council resolves to expel a Member and the Member does not notify the Secretary on or before the expiration of the Expulsion Notice Period that the Member wishes to have the issue dealt with by the Company in general meeting, the Member ceases to be a Member on the expiration of the Expulsion Notice Period and the Member's name must be removed from the Register.

13. Cessation of Membership

- 13.1 Where the subscription of a Member remains unpaid for a period of three calendar months after it becomes due, the Member may, after notice by the Secretary, be removed by the Council from the Register of Members. The Council may reinstate the Member and restore the Member's name to the Register on payment of all arrears.
- 13.2 Any Member ceasing to be a Member for any reason is to remain liable for all money (if any) including subscription fees owing to the Company at the time of such cessation of membership.
- 13.3 Members ceasing to be Members will not be entitled to have any claim on any portion of the property, assets or rights of the Company arising from membership and will not be entitled to the return of any money paid to the Company in connection with membership.
- 13.4 A Member shall –
- (a) also cease to be a Member of the Institute
 - (i) if the Member is deceased;
 - (ii) if the Member is declared a mentally ill person within the meaning of the Mental Health Act or other similar legislation;
 - (iii) if the Member becomes bankrupt or compound with creditors;
 - (iv) if, being a company, an effectual order be made or a resolution be passed for the winding-up of such company otherwise than for the purposes of reconstruction.
 - (v) if, being a firm, shall dissolve but shall not cease to be a Member by reason only of any change in the constitution of the firm

General Meetings

14. General meetings

- 14.1 With the exception of the first general meeting of the Company, the Company must convene an annual general meeting of its Members in accordance with the Act.
- 14.2 All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings. Subject to law, the Board must, on the written request of at least four members of the Council or at least fifty Members of the Company, convene an extraordinary general meeting of the Company.
- 14.3 Business to be transacted at the Annual General Meeting must include the consideration and approval of;
- (a) the income and expenditure account of the Company;
 - (b) balance sheet and financial statements of the Company;
 - (c) the ordinary reports of the Board of Directors;
 - (d) auditor's reports and other documents required by law to be annexed to the reports;
 - (e) the results of the election of Directors and Councillors under **Rule 30** and **31**; and,
 - (f) the appointment of auditors and the fixing of their remuneration.
- 14.4 All other business shall be deemed to be special business and notice of any special business shall be given to Members in the notice convening the meeting at which the special business is to be considered and the notice shall set out the nature and general substance of the proposed business.

15. Notice of general meeting

- 15.1 A notice of a general meeting must specify the place and time of the general meeting, the general nature of the business to be transacted at the general meeting and any other matters required by the Act.
- 15.2 The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any resolution passed at that general meeting.
- 15.3 A notice of meeting must be in writing in accordance with **Rule 1.2(g)**

16. Quorum

- 16.1 No business may be transacted at any general meeting unless a quorum is present at the commencement of the general meeting.
- 16.2 At least twenty (20) Members present constitute a quorum for a general meeting.

17. Adjournment in absence of quorum

- 17.1 If there is not a quorum at a general meeting within 30 minutes after the time specified in the notice of general meeting, the Chair shall adjourn the general meeting to a date, time and place determined.
- 17.2 If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the general meeting, the Members present being not less than ten (10) shall be a quorum.
- 17.3 If no quorum is present at the adjourned meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

18. Chair

- 18.1 The Chair may chair every general meeting. If at any general meeting the Chair is not present at the time specified for holding the meeting, the Vice-Chair may chair the general meeting.
- 18.2 For any general meeting, if:
- (a) a Chair or a Vice-Chair has not been elected as provided by **Rule 43**;
 - (b) the Chair and the Vice-Chair are not present within 15 minutes after the appointed time for the holding of the general meeting; or
 - (c) the Chair and/or Vice Chair are present but are unwilling to chair the general meeting,

Members may elect, by simple majority of the Members present, a Member to chair the general meeting.

19. General conduct of general meetings

- 19.1 Subject to the rules of this Constitution, the general conduct of each general meeting of the Company and the procedures to be adopted at the general meeting are as determined at, during or prior to the general meeting by the Chair.

- 19.2 If at any time the Chair considers it necessary or desirable for the proper and orderly conduct of the general meeting, the Chair may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the general meeting and require the business, question, motion or resolution to be put to a vote of the Members present.
- 19.3 The Chair may require the adoption of any procedures which are in the Chair's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.
- 19.4 Any determination by the Chair in relation to matters of procedure or any other matter arising directly or indirectly from the business is final. Any challenge to a right to vote (whether on a show of hands or on a poll) may only be made at the general meeting and may be determined by the Chair whose decision is final.
- 19.5 During the course of a general meeting, the Chair may adjourn the general meeting or any business, motion, question or resolution being considered or remaining to be considered by the general meeting or any debate or discussion either to a later time at the same general meeting or to an adjourned general meeting.

20. Members Resolution in writing

- 20.1 A resolution in writing signed by Members entitled to vote on the resolution (not being less than the number required for a quorum at a general meeting of the Members) is a valid resolution of the Members.
- 20.2 The resolution may consist of several documents in the same form, each signed by one or more of the Members. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Member with the Member's authority is considered to be a document in writing signed by the Member.

21. Ballot

- 21.1 A ballot, when required, shall be conducted using the Robson Rotation System and delivered by any method, such as postal or electronic, as approved by Council from time to time.

22. Voting

- 22.1 Each proposed resolution submitted to a general meeting is to be decided in the first instance by a show of hands of the Members present and entitled to vote, unless a poll is demanded.
- 22.2 In the case of an equality of votes, the Chair has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chair may be entitled as a Member or as a proxy, or duly appointed representative of a Member. Unless a poll is demanded, a declaration by the Chair that a resolution has been passed or loss is conclusive.

23. When a poll may be demanded

A poll may be demanded by a Member in accordance with the Act (and not otherwise) or by the Chair. No poll may be demanded on the election of the Chair of a meeting or, unless the Chair otherwise determines, the adjournment of a meeting. The demand for a poll may be withdrawn.

24. Taking a poll

- 24.1 If a poll is demanded, as provided in **Rule 23**, it is to be taken in the manner and at the time and place as the Chair directs, and the result of the poll is the meeting's resolution on which the poll was demanded. Any challenge to the admission or rejection of a vote may only be made at the meeting and may be determined by the Chair, whose decision is final.
- 24.2 A demand for a poll does not prevent the continuation of a meeting for the transaction of any business other than the resolution on which a poll has been demanded. A poll demanded on any resolution of adjournment, and allowed by the Chair, is to be taken at the meeting and without adjournment.

Votes of Members

25. Voting rights for general meetings

- 25.1 Subject to **Rules 27** and **29**, Members present shall have the right to vote on business arising at the general meeting by each Member present having one (1) vote. Where the Member has appointed more than one person as its representative, proxy or attorney, then only one of the representatives, proxies or attorneys is entitled to vote.
- 25.2 Votes must be cast personally or by proxy on a show of hands.
- 25.3 In the case of an equality of votes on a matter at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.

26. Proxies

- 26.1 A Member who is entitled to attend and cast a vote at a meeting of the Company may appoint a person as a proxy to attend and vote for the Member in accordance with the Act. A proxy appointed to attend and vote in accordance with the Act may exercise the rights of the Member on the basis of and subject to the restrictions provided in the Act.
- 26.2 A form of appointment of a proxy is valid if it is in accordance with the Act or in any form which the Council may prescribe or accept.
- 26.3 Any appointment of a proxy under **Rule 26.2** that is incomplete may be completed by the Secretary on the authority of the Council and the Council may authorise completion of

the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given.

- 26.4 Voting instructions given by a Member to a person who is appointed as proxy are valid only if contained in the form of appointment of the Proxy or, in the case of new instructions or variations to earlier instructions, if received at the registered office of the Company twenty four (24) hours before the meeting or adjourned meeting by a notice in writing signed by the Member.

27. Validity of vote

- 27.1 The validity of any resolution is not affected by the failure of any proxy to vote in accordance with instructions (if any) of the appointing Member.
- 27.2 A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or mental incapacity of the appointing Member or revocation of the instrument of proxy, provided no notice in writing of the death, mental incapacity or revocation has been received at the registered office of the Company before the meeting or adjourned meeting at which the vote is cast.
- 27.3 A proxy is not revoked by the appointing Member attending and taking part in the meeting, unless the appointing Member actually votes at the meeting on the resolution for which the proxy is proposed to be used.

28. Board to issue forms of proxy

- 28.1 The Board may issue, with any notice of general meeting of Members, forms of proxy for use by the Members. Each form may include the names of any of the Directors or of any other persons willing to act as proxies. Where the form does not contain the name of a proxy and is not completed by the Secretary in accordance with **Rule 26.3**, the form is not for that reason to be invalid and is to be taken to be given in favour of the Chair of the general meeting. The forms may be worded so that a proxy may be directed to vote either for or against each or any of the resolutions to be proposed.

29. Rights of Member indebted to Company

- 29.1 Unless all sums presently payable by any Member to the Company have been paid such Member may not, unless the Board otherwise determines, be entitled to vote at a general meeting either personally or by representative, proxy or as representative, proxy for another Member or to exercise any privilege as a Member.

Officers and Directors

30. Number and election of the Board of Directors

- 30.1 The Board of Directors shall be responsible for the governance, administration and reporting requirements of the Company to the Australian Securities and Investment Commission.
- 30.2 The number of Directors of the Board shall be limited to five (5) directors and shall be constituted by the following officers:
- (a) President (Non-Executive)
 - (b) Immediate Past President (Non-Executive)
 - (c) Vice President (Non-Executive)
 - (d) Company Secretary/Treasurer (Non-Executive)
 - (e) Chief Executive Officer (Executive)
- 30.3 Each Director must be a person and a member, or representative of a member of the Company to qualify.
- 30.4 The election of Non-Executive Directors to the Board shall be conducted every two (2) years, following the last election year of Directors, which took place. Elections must be conducted prior to the 30th September in any election year.
- 30.5 The election of Non-Executive Directors shall be conducted at a meeting of the Council held prior to 30th September, in the election year. Councillors shall elect from amongst the existing members of the Council, Non Executive Directors who will each hold office for two (2) years.
- 30.6 Councillors may nominate persons eligible under **Rule 30.2** and **30.4** for election to the Board. Nominations shall be made in writing to the Secretary in accordance with **Rule 1.2(g)** at least two (2) working days before the meeting of Council. Where insufficient nominations have been received, nominations will be taken during the meeting.
- (a) If the number of nominations is equal to or less than the number of positions for the Board, then the nominated persons are automatically elected;
 - (b) If the number of nominations is more than the number of positions then a vote shall be conducted by show of hands. The person with the greatest number of votes shall be deemed elected to the position that they were nominated. In the event of an equality of votes in respect of any position, then the Chair shall have a casting vote.
- 30.7 The President and Vice President shall not be re-elected to hold office for more than two (2) consecutive terms of two (2) years.
- 30.8 The Immediate Past President shall retire on rotation, but shall not be eligible for election as a Director for two terms (4 years).
- 30.9 The retiring Company Secretary/Treasurer shall be eligible for re-election.

- 30.10 In the event of a casual vacancy occurring on the Board, the Board may appoint a person who is an Member of the Company to fill the vacancy and the Member so appointed is to hold office, subject to these rules, until the conclusion of the next annual general meeting following the date of the appointment.
- 30.11 A person other than a retiring Director is not eligible for election as a Director unless the person has at the meeting or in writing signed by that person indicated his or her willingness to be nominated.
- 30.12 All elected Non-Executive directors shall take office on the 1st October for a 2 year term in any election year.

31. Number and election of Councillors

- 31.1 The strategic direction, policy determination and oversight of operations of the Company, shall be determined and approved by Councillors elected to the National Council. Councillors are not Directors for reporting purposes to the Australian Securities and Investment Commission.
- 31.2 The number of Councillors shall be limited to twenty (20) and shall be constituted as follows:
- (a) Appointed Councillors shall be:
 - (i.) Four (4) Directors of the Company (the Non-Executive Directors),
 - (ii.) One Councillor nominated by each State Committee, totaling six (6) State Representatives.
 - (iii) the Chief Executive Officer (Executive Director)
 - (b) Elected Councillors shall be
 - (i.) Eight (8) Councillors elected by ballot of all voting Members of the Company, of whom not more than four shall be Company Members and not less than four shall be Individual Members.
 - (ii.) One (1) Young Member Representative by ballot of all voting Members of the Company.
- 31.3 Each Councillor must be a person and a Member, or representative of a Company Member or an Academic Member.
- 31.4 The election of Councillors to the Council shall be conducted every two (2) years, following the last election and prior to the 30th September in the election year.

- 31.5 Nominations of persons eligible under **Rule 31.2(b)** for election to the Council may be made either in writing to the Secretary in accordance with **Rule 1.2(g)** at least twenty one (21) days prior to conducting the Ballot.
- 31.6 Any two (2) Members shall be able to nominate any other Member of the Company to Council. Nominations shall be in writing and signed by the Member, proposer and seconded, before lodgment with the Company Secretary.
- (a) If the number of nominations is equal to or less than the number of positions the nominated persons are automatically elected,
 - (b) If the number of nominations is more than the number of positions then a Ballot shall be conducted, subject to **Rule 21**.
 - (c) The persons with the greatest number of votes shall be deemed elected to the available positions. In the event of an equality of votes in respect of any position, then the Chair shall have a casting vote.
- 31.7 A retiring Councillor shall be eligible for re-election.
- 31.8 In the event of a casual vacancy occurring on the Council, the Council may appoint a person who is a Member of the Company to fill the vacancy, until the 30th of September in the next election year.
- 31.9 A person other than a retiring Councillor is not eligible for election as a Councillor unless the person has consented to the nomination in writing.
- 31.10 All appointed and elected Councillors shall take office on the 1st of October in any election year.

32. Material Personal Interests

- 32.1 A Director is not disqualified from office by contracting with the Company, or any related body corporate of the Company, in any capacity, merely by reason of holding the office of Director.
- 32.2 In relation to a contract or arrangement in which a Director has a material personal interest:
- (a) the fact that the Director signed the document on behalf of the Company evidencing the contract or arrangement will not in any way affect its validity; and
 - (b) a contract or arrangement made by the Company or any related body corporate with a Director may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it.
- 32.3 Subject to **Rule 32.4**, 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 his or her interest.

32.4 Subject to the Act, a Director with a material personal interest in a matter that relates to the affairs of the Company is not required to give notice in the following circumstances:

- (a) if all of the following conditions are met:
 - (i.) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company;
 - (ii.) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and
 - (iii.) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
- (b) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Act and that standing notice is still effective in relation to the interest; or
- (c) as otherwise permitted under the Act.

32.5 Notices of material personal interest given by Directors must:

- (a) give details of the nature and extent of the Director's interest and the relation of the interest to the affairs of the Company;
- (b) be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter; and
- (c) be recorded in the minutes of the Directors' meeting at which the notice is given.

32.6 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not be present while the matter is being considered at the meeting or vote on the matter, except in the following circumstances:

- a) if the material personal interest is a matter that is not required to be disclosed under this Rule or under the Act; or
- b) if the Directors who do not have a material personal interest in the matter have passed a resolution that:
 - (i.) identified the Director, the nature and the extent of the Director's interest in the matter and its relation to the affairs of the Company; and
 - (ii.) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present; or
- (c) as otherwise permitted under the Act.

- 32.7 Nothing in this Rule affects the duty of a Director who holds any office or possesses any property whereby directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a meeting of Directors, the fact and the nature, character and extent of the conflict; or to comply with the Act.

33. Directors may lend to the Company

Any Director may lend money to the Company at interest with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by the Company or underwrite or guarantee the subscription of shares or securities of any corporation in which the Company may be interested without being disqualified in respect of the office of Director.

34. Termination of office of Director or Councillor

- 34.1 The office of a Director or Councillor is terminated if the:
- (a) Director or Councillor dies;
 - (b) Director or Councillor and his or her Alternate Director (if the Director or Councillor has appointed an Alternative Director) being absent from three consecutive meetings of the Board or National Council without the meeting resolving to grant leave of absence, within 14 days of having been served by the Secretary with a notice giving particulars of the absence;
 - (c) Director or Councillor resigns from office by notice in writing to the Company;
 - (d) Director is removed from office under the Act;
 - (e) Director or Councillor is removed from office by resolution passed in general meeting of the Company at any time subject to the Act;
 - (f) Director is prohibited from being a Director by reason of the operation of the Act;
 - (g) If a person being a nominated Member of a Company is appointed as a Director or Councillor, then that person will cease to be a Director or Councillor if they are no longer employed by that Company; or
 - (h) the Member which nominated the Director or Councillor ceases to be a Member.

Alternate Directors

35. Director may appoint alternate Director

- 35.1 Subject to this Constitution, each Director may appoint any person to act as an alternate Director in the Director's place, either for a stated period or until the happening of a specified event, whenever by absence or illness or otherwise the Director is unable to attend to duties as a Director, and subject to the approval of the Council.
- 35.2 The appointment must be in writing and signed by the Director and a copy of the appointment must be given to the Secretary at the Office or to a Directors' meeting. The appointment takes effect at any future time specified in the instrument of appointment.
- 35.3 The following provisions apply to any alternate Director:
- (a) subject to the Act, the appointment of the alternate Director is terminated or suspended on receipt by the Secretary at the Office of notice in writing from the Director that appointed the alternate Director;
 - (b) the alternate Director is entitled to receive notice of meetings of the Board and to attend and vote at the meetings if the Director that appointed the alternate Director is not present;
 - (c) the alternate Director is entitled to exercise all the powers (except the power to appoint an alternate Director) and perform all the duties of a Director, to the extent the Director that appointed the alternate Director has not exercised or performed them or they have not been limited by the instrument appointing the alternate Director;
 - (d) the alternate Director is not, unless the Board otherwise determines, (without affecting the right to reimbursement for expenses under **Rule 5(f)**) entitled to receive any remuneration as a Director from the Company, and any remuneration (not including remuneration authorised by the Board or reimbursement for expenses) paid to the alternate Director by the Company is to be deducted from the remuneration of the Director that appointed the alternate Director;
 - (e) the office of the alternate Director is terminated on the termination of office of the Director that appointed the alternate Director; and
 - (f) the alternate Director is, while acting as a Director, responsible to the Company for the alternate Director's own acts and defaults and is not to be considered the agent of the Director that appointed the alternate Director.

Chief Executive Officer

36. Power to appoint Chief Executive Officer

- 36.1 The Board may appoint a person to the office of Chief Executive Officer for such period and on the terms as it thinks fit. Subject to the terms of any agreement entered into in a particular case, the Board may at any time revoke any such appointment.

36.2 The Chief Executive Officer shall be a Director.

37. Remuneration

The Chief Executive Officer may, subject to the Act and the terms of any agreement between the Chief Executive Officer and the Company, receive remuneration as the Board decides.

38. Delegation of powers to Chief Executive Officer

38.1 The Board may, on the terms and conditions and with any restrictions as it thinks fit, confer on the Chief Executive Officer any of the powers exercisable by it.

38.2 Any powers so conferred may be concurrent with the powers of the Board.

Company Secretary and other officers

39. Company Secretary

39.1 The Secretary may be the same person as the Chief Executive Officer.

39.2 The Board may at any time terminate the appointment of a Secretary.

Proceedings of Meetings of Directors (Board)

40. Procedures relating to Directors' meetings

40.1 The Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.

40.2 Until otherwise determined by the Board, 75% of the Board of Directors forms a quorum.

40.3 The Board may at any time, and the Secretary must, on the request of any two Directors, convene a Board of Directors' meeting.

40.4 Notice of a Board of Directors' meeting may be given by mail (electronic or otherwise), personal delivery, facsimile transmission to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director or by any technology agreed by the Board.

41. Meetings by telephone or other means of communication

- 41.1 The Board may meet either in person or by telephone or by using any other technology consented to by all of the Directors. Consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.
- 41.2 A meeting conducted by telephone or other means of communication is taken to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

42. Votes at meetings

- 42.1 Proposed resolutions arising at any Directors' meeting are decided by a majority of votes. In the case of an equality of votes, the Chair has a second or casting vote.
- 42.2 A Director with a material personal interest in a matter that is being considered at a Directors' meeting may be counted in a quorum and, subject to Rule 32, this Constitution and the Act, may vote on the matter.

43. Chair and Vice Chair of Directors

- 43.1 The Council must elect from their number a Chair and Vice-Chair.
- 43.2 The Chair may chair every meeting of the Board. If at any meeting the Chair is not present at the time specified for holding the meeting, the Vice Chair may chair the meeting. If at any meeting both the Chair and Vice Chair are not present at the time specified for the holding of the meeting, the Directors present may choose one of their number to chair that meeting.
- 43.3 The Chair and Vice Chair are appointed for a two (2) year term and not exceeding two (2) consecutive terms.
- 43.4 In the event of the Chair being unable to carry on the duties of his or her office, resigning or becoming ineligible, the Vice Chair shall act as the Chair until another Chair is appointed.

National Council and State Committee

44. National Council

- 44.1 The guidelines for the conduct of Council operations including, but not limited to, meetings, portfolio management, policy determination, strategic planning and general business will be determined and approved by the Council and subject to change from time to time.

45. Committees

- 45.1 The Board may delegate any of its powers to a Committee consisting of a Director or Directors or any other person or persons as the Board thinks fit. Any Committee formed, or person or persons appointed to the Committee must, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the Board. A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.
- 45.2 The meetings and proceedings of any Committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any regulations made by the Board.

46. State Committees

- 46.1 The Members in any particular State or Territory in the Commonwealth of Australia may, with the approval of the Council, form a State Committee for that State.
- 46.2 At the date of adopting this constitution, six (6) state committees held approval by Council to operate. These were:
- New South Wales,
Queensland,
Victoria,
South Australia,
Western Australia, and,
Tasmania.
- 46.3 Each state or territory may nominate a representative to Council, subject to **Rule 31**.
- 46.4 State Committee 'Model' Operating Guidelines will be determined by Council from time to time and will be subordinate and subject to this Constitution, but shall not form part of this Constitution. In the event of any inconsistency, then this Constitution shall prevail.

47. Validity of acts

- 47.1 All actions at any Directors' meeting or by a Committee or any person acting as a Director or Chief Executive Officer are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or the person acting as a Director or that any of them were disqualified, valid as if every person had been duly appointed and was qualified and continued to be a Director or a Member of the Committee.

48. Resolution in writing

- 48.1 A resolution in writing signed by all the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a Directors' meeting) is a valid resolution of the Board. The resolution may consist of several documents in the same form, each signed by one or more of the Directors. For the purposes of this Rule the references to Directors include any alternate Director for the time being present in Australia who is appointed by a Director not for the time being present in Australia, but does not include any other alternate Director. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered to be a document in writing signed by the Director.

Powers of the Board

49. General powers of the Board

- 49.1 The business of the Company is managed by the Directors who may exercise all powers of the Company.

50. Power to borrow and guarantee

- 50.1 Without limiting the generality of **Rule 49**, but subject to **Rule 5** and the remainder of this Constitution, the Board may exercise all the powers of the Company to raise or borrow money, may guarantee the debts or obligations of any person and may enter into any other financing arrangement, in each case in the manner and on the terms it thinks fit.

51. Power to give security

- 51.1 Without limiting the generality of **Rule 49**, but subject to **Rule 5** and the remainder of this Constitution, the Board may charge any property or business of the Company and may issue debentures for a debt, liability or obligation of the Company or of any other person, in each case in the manner and on the terms it thinks fit.

52. Personal liability of officer

- 52.1 If any Director or any officer of the Company is or may become personally liable for the payment of any sum which is or may become primarily due from the Company, the Board may charge the whole or any part of the assets of the Company by way of indemnity to secure the Director or officer from any loss in respect of the liability.

53. Seal

- 53.1 The Company may have a common seal and a duplicate common seal, which are to be used by the Company as determined by the Board.

54. Location of records

- 54.1 The financial records of the Company are to be kept at the Registered Office or at such other place or places as the Board thinks fit, and may be inspected by Directors and Councillors.

Notices

55. Service of notices

- 55.1 A notice may be given by the Company to any Member personally:
- (a) by leaving it at the Member's Registered Address;
 - (b) by sending it by prepaid post to the Member's Registered Address or an alternative address nominated by the Member;
 - (c) by sending it to the fax number or electronic address nominated by the Member; or
 - (d) by other electronic means determined by the Board.
- 55.2 If the notice is signed, the signature may be original or printed.

56. When notice taken to be served

- 56.1 Any notice sent by post is taken to have been served two days after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 56.2 Any notice served on a Member personally or left at the Member's Registered Address is taken to have been served when delivered. Any notice served on a Member by facsimile transmission or email is taken to have been served when the transmission or email is sent.

57. Member not known at Registered Address

- 57.1 Where a Member does not have a Registered Address or where the Company has in good faith to believe that a Member is not known at the Member's Registered Address, all future notices are taken to be given to the Member if the notice is exhibited in the Office for a period of 48 hours (and is taken to be duly served at the commencement of that period) unless and until the Member informs the Company of a registered place of address.

Indemnity

58. Indemnity of officers

- 58.1 The Company is to indemnify each officer or former officer of the Company out of the assets of the Company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer.
- 58.2 Where the Board considers it appropriate, the Board may execute a documentary indemnity in any form in favour of any officer of the Company.
- 58.3 Where the Board considers it appropriate, the Company may:
- (a) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Company against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer; and
 - (b) bind itself in any contract or deed with any officer of the Company to make the payments referred to in **Rule 58.3(a)**.
- 58.4 In this Rule:
- (a) *officer* means:
 - a Director, Secretary, Chief Executive Officer or employee; and
 - a person appointed as a trustee by, or acting as a trustee at the request of the Company, and includes a former officer.
 - (b) *duties of the officer* includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment or nomination of an officer by the Company to any other corporation.
 - (c) *to the relevant extent* means:
 - (i.) to the extent the Company is not precluded by law from so doing;
 - (ii.) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
 - (iii.) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in

relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

- (d) *liability* means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

58.5 The amount of any indemnity payable under **Rule 58.1** will include an additional amount (***GST Amount***) equal to any GST payable by the officer being indemnified (***Indemnified Officer***) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.