

Australian Council of Professions Ltd

ACN 059 999 914

Constitution

Adopted 30 April 2018



Australian Council of Professions Ltd

ACN 059 999 914

CONSTITUTION

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PART 2 – NAME, OBJECTS AND POWERS

2. Name

The name of the company is “Australian Council of Professions Ltd”.

3. Objects

The objects of the company are:

- (a) to promote the interests and welfare of the Australian community through the combined influence and expertise of the professions*;
- (b) to maintain and advance the standards of the professions* consistent with the public interest;
- (c) to encourage ethical and responsible behaviour so as to foster community confidence in the integrity of the professions*;
- (d) to be the national peak body for communicating with external stakeholders and the broader community on issues of relevance to the professions*; and
- (e) to communicate with and facilitate the sharing of ideas among members for the advancement of the professions*.

4. Legal Capacity and Powers

4.1 The company has:

- (a) the legal capacity and powers of an individual, and
- (b) all the powers of an incorporated body.

See section 124 of the Corporations Act.

4.2 The company may only:

- (a) exercise its powers; and
- (b) use its income and assets (including any surplus);

for:

- (c) its objects, and

- (d) purposes incidental or ancillary to its objects.

5. Not For Profit Organisation

5.1 The company must not distribute any surplus, income or assets directly or indirectly to its members.

5.2 Clause 5.1 does not prevent the company from paying its members:

- (a) reimbursement for expenses properly incurred by them, and
- (b) for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

PART 3 – MEMBERSHIP

6. Eligibility

All professional associations* that support the objects of the company are eligible for membership.

7. Applications

7.1 Applications for membership by a professional association* must be in writing*, stating that the applicant:

- (a) wishes to become a member of the company;
- (b) supports the objects of the company;
- (c) agrees to comply with the constitution and regulations* of the company; and
- (d) undertakes to contribute up to \$200 to the company’s property, if the company is wound up.

7.2 The Board may by regulation* prescribe a membership application form for the purposes of clause 7.1, in which case applications for membership must be in the prescribed form.

8. Approval

8.1 The Board must:

- (a) by resolution approve or reject the application; and
- (b) notify the applicant whether the application has been approved or rejected.

- 8.2 No reason need be given for the rejection of an application.
- 8.3 If the Board approves the application:
- (a) the applicant becomes a member from the date of payment of the first subscription; and
 - (b) the name and address of the new member, and the date of becoming a member must be entered in the register of members.

9. Subscriptions

- 9.1 The Board must by regulation* set the subscription.
- 9.2 The amount of the subscription and the date for payment may vary according to criteria set by the Board in the regulation*.
- 9.3 The voting and other rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.

10. Rights and Obligations

- 10.1 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 14.
- 10.2 By becoming and remaining members, members agree to support the objects of the company.
- 10.3 Members must at all times comply with the constitution and regulations*.
- 10.4 This constitution is an enforceable contract between the company and each member.
See section 140 of the Corporations Act.

11. Liability

- 11.1 The liability of members is limited to the amount specified in clause 11.2.
- 11.2 If the company is wound up, each member undertakes to contribute up to \$200 to the company's property.
- 11.3 In clause 11.2, "member" includes a former member who was a member at any time during the year ending on the day of the commencement of the winding up, subject to clause 11.4.
- 11.4 Former members need not contribute in respect of a debt or liability of the company contracted after they ceased to be a member.

12. Discipline

- 12.1 The Board may by resolution passed by an absolute majority* reprimand, suspend or expel a member for:
- (a) failing to comply with the constitution or regulations*; or
 - (b) conduct prejudicial to the company.
- 12.2 The Board must not pass a resolution under clause 12.1 unless the member has been:
- (a) informed of what it is alleged the member has done; and
 - (b) given a reasonable opportunity to be heard.
- 12.3 The company may not fine members.
- 12.4 Without limiting clause 39.4, the Board may delegate its powers under this clause to a discipline committee appointed by the Board.
- 12.5 The members of the discipline committee need not be directors or the representatives* of members of the company.
- 12.6 Clauses 12.1 and 12.2 apply to the discipline committee in the same way as the Board.

13. Resignation

- 13.1 Members may resign by writing* to the company.
- 13.2 Members whose subscriptions are more than 1 year in arrears are taken to have resigned.

14. Cessation

- 14.1 Members cease to be members on resignation, expulsion or dissolution.
- 14.2 If a member ceases to be a member, the date of ceasing to be a member must be entered without delay in the register of members.

15. Register of Members

The Board must ensure that a register of members is kept in which are entered:

- (a) the name of each member,
- (b) the address for notices last given by the member,
- (c) the date of becoming a member, and
- (d) in the case of former members – the date of ceasing to be a member.

See section 169 of the Corporations Act.

16. Grievance Procedure

- 16.1 The grievance procedure in this clause applies to disputes under this constitution between:
- (a) a member and another member,
 - (b) a director and another director, and
 - (c) a member and the Board or the company.
- 16.2 The parties must first attempt to resolve the dispute themselves.
- 16.3 If the parties are unable to resolve the dispute, the Board must appoint a conciliator and arbitrator (in this clause, “conciliator”).
- 16.4 The conciliator:
- (a) must not have a personal interest in the dispute;
 - (b) must not be biased in favour of or against any party; and
 - (c) if possible, must be appointed with the agreement of all parties.
- 16.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard.
- 16.6 The parties must in good faith attempt to resolve the dispute by conciliation.
- 16.7 The conciliator may during, and must at the end of, the conciliation attempt to resolve the dispute by agreement between the parties.
- 16.8 If the conciliator is unable to resolve the dispute by agreement between the parties, the conciliator must determine the respective rights and obligations under this constitution of the parties and any other members or directors affected.
- 16.9 A determination of a conciliator under clause 16.8 is binding on the parties and all members and directors.
- 16.10 A party may appoint another person to act on its behalf in the grievance procedure.
- 16.11 The State, Territory and Commonwealth Acts applying to commercial arbitrations do not apply to the grievance procedure in this clause.

17. Associate Members

- 17.1 The Board may admit as an associate member any association or other body that supports the objects of the company, but is not eligible for membership.
- 17.2 The Board may by regulation* create subcategories of associate members.
- 17.3 In this constitution, “member” does not include an associate member, and “membership” has a corresponding meaning.

PART 4 – GENERAL MEETINGS

18. Annual General Meeting

- 18.1 The Board must convene* an annual general meeting to be held:
- (a) at least once in each calendar year, and
 - (b) within 5 months after the end of the company’s financial year.
- See section 250N of the Corporations Act.
- 18.2 The Board must send to each member with the notice of the annual general meeting a copy of the financial report, directors’ report and auditor’s report for the last financial year referred to in clause 56.
- Compare section 316A of the Corporations Act.
- 18.3 The Board must lay before the annual general meeting the financial report, directors’ report and auditor’s report.
- See section 317 of the Corporations Act.
- 18.4 The ordinary business of the annual general meeting is:
- (a) to verify the minutes of:
 - (i) the last annual general meeting, and
 - (ii) any special general meetings since the last annual general meeting; and
 - (b) to consider the financial report, directors’ report and auditor’s report (including questions and comments from members on the management of the company).
- See section 250S of the Corporations Act.
- 18.5 The annual general meeting may only consider other business of which notice has been given in accordance with clause 20.2(c).

19. Special General Meetings

19.1 The Board may convene* a special general meeting.

19.2 The Board must convene* a special general meeting if requested by members in accordance with the Corporations Act.

See section 249D of the Corporations Act.

19.3 Members may themselves convene* a special general meeting in accordance with the Corporations Act.

See section 249F of the Corporations Act.

19.4 Special general meetings may only consider business of which notice has been given in accordance with clause 20.2(c).

20. Notice

20.1 At least 21 days notice in writing* of general meetings must be given to:

- (a) each member,
- (b) each director, and
- (c) the company's auditor.

See sections 249H(1), 249J(1) and 249K of the Corporations Act.

20.2 The notice must state:

- (a) the date, time and place (or places) of the meeting,
- (b) if the meeting is to be held at more than 1 place – the technology that will be used,
- (c) the general nature of each item of business to be considered, and
- (d) if a special resolution* is to be proposed:
 - (i) the proposed resolution, and
 - (ii) that it is intended that the resolution be proposed as a special resolution*.

See section 249L(1) of the Corporations Act.

20.3 The notice must include under clause 20.2(c) any business that any member has requested in writing* be considered at least 14 days before the notice is sent.

20.4 The notice must also include:

- (a) a statement that members may appoint a representative* to attend, speak and vote on their behalf in accordance with clause 21,

(b) a statement that:

- (i) members may appoint a proxy to attend, speak and vote instead of the member in accordance with clause 22, and

- (ii) proxies need not be members, and

See section 249L(1) of the Corporations Act.

(c) a copy of clauses 21 and 22.

20.5 The notice may (but need not) include forms of appointment for the purposes of clauses 20.4, 21 and 22.

20.6 If a general meeting is adjourned for 1 month or more, new notice of the resumed meeting must be given.

20.7 Despite clause 20.1, the accidental omission to give notice of the meeting to a person entitled to notice, or the non-receipt of notice of the meeting by a person entitled to notice does not invalidate the meeting, except as provided by the Corporations Act.

See section 1322(3) of the Corporations Act.

21. Representatives

21.1 Members may appoint an individual to represent them at general meetings. The appointment may be a standing one.

See section 250D of the Corporations Act.

21.2 Appointments of representatives must be:

- (a) in writing*, naming the individual (or individuals, in order) appointed;
- (b) sealed by, or signed on behalf of, the member making the appointment; and
- (c) sent to the company or given to the chair of the meeting before the commencement of the meeting.

21.3 Representatives may exercise all the rights of members at general meetings.

22. Proxies

22.1 Members entitled to vote at the general meeting may appoint any person (including another member) as a proxy.

See section 249X(1) of the Corporations Act.

22.2 Appointments of proxies must be:

- (a) in writing*, naming the person (or persons, in order) appointed;

- (b) sealed by, or signed on behalf of, the member making the appointment; and
- (c) sent to the company or given to the chair of the meeting before the commencement of the meeting.

22.3 Appointments of proxies are valid if they contain the information required by clause 22.2.

Compare section 250A(1) of the Corporations Act.

22.4 Proxies may exercise all the rights of members at general meetings.

23. Use of Technology

General meetings may be held at more than 1 place, provided that the technology used enables each representative* and proxy present at all places the meeting is held to communicate clearly and simultaneously with every other such person.

24. Quorum

24.1 The quorum for consideration of the ordinary business of the annual general meeting is the presence by representative* of at least 4 members entitled to vote.

24.2 The quorum for the consideration of all other business at general meetings is the presence by representative* or by proxy of a majority of members entitled to vote.

24.3 If a quorum is not present within 30 minutes from the time of the meeting of which notice has been given, the meeting must not proceed.

25. Chairing

25.1 The Chair is entitled to chair general meetings.

25.2 If the Chair is not present, or does not wish to chair the meeting, the Deputy Chair is entitled to chair.

25.3 If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the meeting must elect another representative* to chair.

25.4 The chair of the meeting does not have a casting vote.

26. Voting

26.1 All members are entitled to vote at general meetings, except those whose voting rights have been suspended under clause 9.3 or 12.1.

26.2 Each member has 1 vote.

26.3 Members may vote by representative* or by proxy.

26.4 Voting is by show of hands, unless a poll is demanded.

26.5 Proxies are not entitled to vote on a show of hands (but this does not prevent members or representatives* appointed as proxies from voting as members on a show of hands).

26.6 If an equal number of votes are cast for and against a proposed resolution or amendment, the chair of the meeting must declare the proposed resolution or amendment lost.

26.7 A challenge to a right to vote:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair of the meeting, whose decision is final.

27. Poll

27.1 Any person entitled to vote (including proxies and the chair of the meeting) may demand a poll on any resolution, other than a resolution concerning:

- (a) the election of the chair of the meeting, or
- (b) the adjournment of the meeting.

27.2 The poll may be demanded:

- (a) before a vote is taken,
- (b) before the voting results on a show of hands are declared, or
- (c) immediately after the voting results on a show of hands are declared.

27.3 The poll must be taken when and in the manner the chair of the meeting directs.

27.4 On a poll, proxies:

- (a) need not cast any or all of their votes as proxies, unless they are the chair of the meeting;
- (b) may cast their votes in different ways; and

- (c) if:
 - (i) they do cast votes as proxies; and
 - (ii) the appointment of proxy specifies the way the proxy is to vote on a proposed resolution;must vote that way.

27.5 A demand for a poll may be withdrawn.

PART 5 – DIRECTORS AND COMPANY SECRETARY

28. Positions

28.1 The company has 7 directors elected under clause 29, with staggered 2 year terms.

28.2 The company does not have:

- (a) alternate directors, or
- (b) a managing director.

29. Election

29.1 The members must elect:

- (a) in even-numbered years – 4 directors; and
- (b) in odd-numbered years – 3 directors.

29.2 The notice of the annual general meeting must include a call for nominations.

29.3 Nominations close at 5.00 pm 1 week before the annual general meeting, subject to clause 29.4.

29.4 If there are insufficient nominations to fill all positions, further nominations may be made at the annual general meeting.

29.5 Only individuals who are the representatives* of members entitled to vote at the annual general meeting are eligible to nominate.

29.6 Candidates must give the company a signed consent to act as a director of the company.
See section 201D of the Corporations Act.

29.7 The election must be:

- (a) by secret ballot; and
- (b) completed within 2 weeks of the annual general meeting.

29.8 Subject to this clause, the Board must by regulation* provide for the election of directors.

30. Term of Office

30.1 Directors hold office:

- (a) from the time of their election;
- (b) until the election held in conjunction with the second annual general meeting after their election;

subject to clauses 30.2–30.5.

30.2 Directors may be re-elected.

30.3 Directors may resign by writing* to the company.

30.4 Directors cease to hold office if they:

- (a) cease to be the representative* of a member;
- (b) fail to attend 3 consecutive Board meetings without leave of absence under clause 50;
- (c) receive any payment from the company otherwise than in accordance with this constitution; or
- (d) become disqualified under the Corporations Act.

See Part 2D.6 of the Corporations Act.

30.5 Directors may be removed by a general meeting in accordance with the Corporations Act. The resulting vacancy may be filled at the general meeting.

See section 203D of the Corporations Act.

30.6 If there is a vacancy in directors (including a vacancy under clause 30.5 not filled at the general meeting), the Board may appoint an individual who would be eligible to be elected under clause 29.3 to fill the vacancy for the remainder of the term of office.

30.7 The Board may continue to act despite any vacancy in directors.

30.8 Even if it is subsequently found that a person who has acted as a director was not properly elected or appointed, the validity of:

- (a) the acts of that person as a director, and
- (b) decisions of Board meetings in which that person has participated;

is not affected.

See section 201M of the Corporations Act.

31. Duties

31.1 Each director has the duties prescribed by the Corporations Act, including those of:

- (a) reasonable care and diligence,
- (b) good faith and proper purpose,
- (c) proper use of position, and
- (d) proper use of information.

See Part 2D.1 of the Corporations Act.

31.2 Without limiting clause 31.1, each director also has a fiduciary duty to act in the best interests of the company as a whole.

31.3 This constitution is an enforceable contract between the company and each director.

See section 140 of the Corporations Act.

32. Company Secretary

32.1 The Board must appoint a company secretary in accordance with the Corporations Act.

See Part 2D.4 of the Corporations Act.

32.2 Unless the Board otherwise resolves, the Chief Executive Officer is to be appointed company secretary.

33. Notification to ASIC

The company must notify ASIC* within 28 days of any change in its directors or company secretary, or their personal details.

See section 205B of the Corporations Act.

34. Indemnity

The company indemnifies its directors and company secretary against any liability incurred in that capacity (other than to the company or a related body corporate), unless the liability did not arise out of conduct in good faith.

PART 6 – OFFICE-BEARERS

35. Positions

35.1 The company has the following office-bearers:

- (a) Chair,
- (b) Deputy Chair, and
- (c) Treasurer.

35.2 The Board may by regulation* establish other office-bearer positions.

36. Election

36.1 At its first meeting after the annual general meeting each year the Board must elect the office-bearers from among the directors.

36.2 A director who has already been elected to a particular office-bearer position 3 times (including filling a vacancy) is not eligible to be elected again to that position.

37. Term of Office

37.1 Office-bearers hold office from the time of their election until their successor is elected, subject to clauses 37.2–37.4.

37.2 Office-bearers may resign by writing* to the company.

37.3 Office-bearers who cease to be directors, other than by the expiry of their term of office, cease to be office-bearers.

37.4 Office-bearers may be removed by resolution passed by an absolute majority* of the Board.

37.5 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

PART 7 – THE BOARD

38. Membership

The members of the Board are the directors of the company.

39. Responsibility and Powers

39.1 The Board is responsible for both the governance and management of the company.

39.2 The Board must by regulation* delegate the management of the company to the Chief Executive Officer.

39.3 The Board may exercise all powers of the company on its behalf.

39.4 The Board may delegate its powers as it considers appropriate.

39.5 No delegation by the Board under this clause limits the duties and liability of each Board member.

40. Committees

- 40.1 The Board may establish committees with such membership and terms of reference as it considers appropriate.
- 40.2 Without limiting clause 40.1, the Board must by regulation* establish an Audit and Risk Committee.

41. Regulations

- 41.1 The Board may by resolution passed by an absolute majority* make regulations to give effect to this constitution.
- 41.2 Members and directors must at all times comply with the regulations as if they formed part of this constitution.

42. Public Statements

- 42.1 The Board may by regulation* or resolution authorise an office-bearer, the Chief Executive Officer or other person to make public statements on behalf of the company.
- 42.2 No person may make any public statement on behalf of the company unless authorised by the Board.

PART 8 – BOARD MEETINGS

43. Convening

- 43.1 The company secretary, Chair or any 2 directors may convene* a Board meeting.
- 43.2 Ordinary Board meetings must be held at least 4 times each year.
- 43.3 At its first meeting after the annual general meeting each year the Board must by resolution set the dates, times and places of ordinary Board meetings until the next annual general meeting.
- 43.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

44. Notice

- 44.1 Each director must be given at least 7 days notice in writing* of Board meetings, subject to clause 44.4.
- 44.2 Notice may be given of more than 1 Board meeting at the same time.
- 44.3 The notice must state the date, time and place (or places) of the meeting, but need not include the business to be considered.

- 44.4 In cases of urgency a meeting may be held without the notice required by clause 44.1, provided that:
- (a) as much notice as practicable is given to each director by the quickest practicable means; and
 - (b) resolutions may only be passed by an absolute majority*.

45. Use of Technology

- 45.1 Board meetings may be held at more than 1 place, provided that the technology used enables each director present at all places the meeting is held to communicate clearly and simultaneously with every other such director.
- 45.2 Without limiting clauses 44.4(a) and 45.1, Board meetings may be convened* and held by telephone.
- 45.3 By becoming and remaining a director, all directors are taken to consent to this clause.
- See section 248D of the Corporations Act.

46. Quorum

The quorum for Board meetings is the presence of a majority of the directors at the time.

47. Chairing

- 47.1 The Chair is entitled to chair Board meetings.
- 47.2 If the Chair is not present, or does not wish to chair the meeting, the Deputy Chair is entitled to chair.
- 47.3 If neither the Chair nor the Deputy Chair is present, or if neither wishes to chair the meeting, the Board must elect another director to chair.
- 47.4 The chair of the meeting does not have a casting vote.

48. Voting

- 48.1 Each director present at a Board meeting has 1 vote.
- 48.2 There is no voting by proxy.
- 48.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

49. Conflict of Interest

49.1 Each director who has a material personal interest in a matter that relates to the affairs of the company must as soon as practicable after becoming aware of the interest give the other directors notice of the interest at a Board meeting, unless otherwise provided by the Corporations Act.

See section 191(2) of the Corporations Act.

49.2 The notice required by clause 49.1 must include details of:

- (a) the nature and extent of the interest, and
- (b) the relation of the interest to the affairs of the company;

and these details must be recorded in the minutes of the meeting.

49.3 Each director who has a material personal interest in a matter that is being considered at a Board meeting:

- (a) must not be present while the matter is being considered; and
- (b) must not vote on the matter;

except as provided by the Corporations Act.

See section 195 of the Corporations Act.

50. Leave of Absence

50.1 The Board may by resolution grant directors leave of absence from Board meetings for up to 3 months.

50.2 The Board may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the director concerned to seek leave of absence in advance.

51. Resolutions without Meeting

51.1 A resolution agreed to in writing* by all directors has the same effect as a resolution passed at a Board meeting.

51.2 In clause 51.1, “all directors” does not include those directors who:

- (a) would be prohibited by clause 49.3 from voting on the matter at a Board meeting; or
- (b) have leave of absence from Board meetings under clause 50.

PART 9 – FINANCIAL AND LEGAL

52. Chief Executive Officer

52.1 The Board must appoint a Chief Executive Officer of the company.

52.2 The Chief Executive Officer is responsible to the Board for the management of the company.

52.3 The Chief Executive Officer must attend all meetings of the Board, unless excused or requested not to by the Board.

53. Financial Year

The financial year of the company is from 1 January to 31 December, unless the Board otherwise determines under the Corporations Act.

See section 323D of the Corporations Act.

54. Accounts

The company must keep written financial records that:

- (a) correctly record and explain its transactions, and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited.

See section 286 of the Corporations Act.

55. Auditor

55.1 The Board must within 1 month fill a vacancy in auditor until the next annual general meeting.

See section 327C(1) of the Corporations Act.

55.2 The annual general meeting must fill any vacancy in auditor.

See section 327B(1)(b) of the Corporations Act.

56. Financial Reporting and Audit or Review

56.1 For each financial year, the company must prepare:

- (a) a financial report, and
- (b) a directors’ report,

in accordance with the Corporations Act.

See Division 1 of Part 2M.3 of the Corporations Act.

56.2 If the revenue of the company for the financial year is \$1 million or more, the company must have the financial report audited in accordance with the Corporations Act, and obtain an auditor's report.

See Division 3 of Part 2M.3 of the Corporations Act.

56.3 If the revenue of the company for the financial year is less than \$1 million:

(a) the company may have the financial report reviewed in accordance with the Corporations Act, instead of audited; and

See section 301(3) of the Corporations Act.

(b) references in this constitution to the auditor are taken to be to the reviewer.

See section 324BE of the Corporations Act.

56.4 The financial report, directors' report and auditor's report must be considered by the annual general meeting in accordance with clause 18.

57. Small Company Limited by Guarantee

57.1 If the revenue of the company for the financial year is less than \$250,000 (or any other amount prescribed under the Corporations Act), the company is a small company limited by guarantee for the purposes of the Corporations Act.

See section 45B of the Corporations Act.

57.2 If the company is a small company limited by guarantee, clauses 18.2–18.3, 18.4(b), 55 and 56 do not apply unless otherwise directed by members in accordance with the Corporations Act.

See section 294A of the Corporations Act.

58. Payments

58.1 All payments by the company must be:

(a) specifically authorised in writing*, and
(b) in the case of cheques – signed,

by at least 2 persons who are:

(c) either directors or employees of the company, and

(d) nominated by the Board by regulation* or resolution.

58.2 The Board may nominate a list of individuals or positions for the purposes of clause 58.1.

58.3 Signatories must not sign cheques until the payee and amount have been written in.

58.4 This clause does not apply to credit card and petty cash payments where the amount is within limits set by the Board by regulation* or resolution.

59. Common Seal

59.1 The company may have a common seal, in which case the remainder of this clause applies.

See section 123(1) of the Corporations Act.

59.2 The company must set out its name and ABN (or ACN) on the common seal.

See section 123(1)(b) of the Corporations Act.

59.3 A document may only be sealed with the common seal if authorised by resolution of the Board.

59.4 The sealing must be witnessed by the signatures of at least 2 directors nominated by the Board by regulation* or resolution.

59.5 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 59.4.

59.6 The Board must provide for the safe keeping of the common seal.

60. Minutes

The Board must ensure that:

(a) minutes are taken and kept of all general meetings, Board meetings and resolutions without a meeting; and

(b) in the case of minutes of meetings – the minutes are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting; or

(c) in the case of minutes of resolutions without a meeting – the minutes are signed by a director within a reasonable time after the resolution is passed.

See section 251A(1) of the Corporations Act.

61. Records

61.1 The Board must provide for the safe keeping of the records of the company.

61.2 Members may inspect the records of the company at any reasonable time, subject to clause 61.3.

- 61.3 Members may not inspect the records of the company that relate to confidential personal, employment, commercial and legal matters, except as permitted by the Board.
- 61.4 Members may only have copies of records of the company if permitted by the Board.
- 61.5 Copies of the constitution and regulations* must be freely available to members and applicants for membership.

62. Amendment

- 62.1 This constitution may only be amended by special resolution*.

See section 136(2) of the Corporations Act.

- 62.2 Within 14 days after passing a special resolution* to amend this constitution, the company must lodge with ASIC* copies of:

- (a) the special resolution*, and
- (b) the amendment.

See section 136(5) of the Corporations Act.

63. Winding Up

- 63.1 If the company is wound up, its surplus assets must not be distributed to any member.
- 63.2 The surplus assets must be given to an entity that:
- (a) has similar objects to the company; and
 - (b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as the company.
- 63.3 If the company is wound up voluntarily, the entity to which its surplus assets are to be given must be decided by special resolution*.
- 63.4 In this clause, “entity” includes body, trust and fund.

64. Notices

- 64.1 Members and directors must give the company their address for notices, and any change in that address.
- 64.2 The address for notices may include an email address.
- 64.3 The company must enter any change in the address of a member in the register of members.

- 64.4 Notice may be given to a member or director by sending it to the address last given by the member or director.

- 64.5 In this constitution a period of notice of a meeting expressed in days:

- (a) does not include the day on which notice is given; but
- (b) includes the day on which the meeting is held.

- 64.6 Notices sent by prepaid post are taken to have been given on the fourth business day after posting.

- 64.7 Notices sent by email are taken to have been given on the business day after sending.

65. Replaceable Rules

The replaceable rules in the Corporations Act do not apply to the company, except those in sections 204F, 248G(1), 249M, 249U(4), 249W(2), 250C(2) and 250J(2).

66. Interpretation

- 66.1 In this constitution, unless the contrary intention appears:
- (a) “absolute majority” means a majority of the votes of all directors entitled to vote at the time, whether or not those directors are present, and whether or not they vote;
 - (b) “ASIC” means the Australian Securities and Investments Commission;
 - (c) “the company” means the company named in clause 2;
 - (d) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
 - (e) “Corporations Act” means the *Corporations Act 2001* (Cth);
 - (f) “member” has the extended meanings given in clauses 21.3 and 22.4;

- (g) “profession” means a disciplined group of persons who:
- (i) adhere to high ethical standards;
 - (ii) hold themselves out, and are accepted by the public, as possessing special knowledge and skills in a widely recognised, organised body of learning derived from education and training at a high level; and
 - (iii) are prepared to apply this knowledge and these skills in the interests of others;
- (h) “professional association” means an incorporated body established in Australia to represent a profession*;
- (i) “regulations” means regulations of the company made under clause 41, and “regulation” has a corresponding meaning;
- (j) “representative” has the meaning given in clause 21;
- (k) “special resolution” means a resolution at a general meeting:
- (i) of which notice has been given in accordance with clause 20.2(d); and
 - (ii) that is passed by at least 75% of the votes cast (in person, by representative* or by proxy) by those members entitled to vote on the resolution; and
- See sections 9 and 249L(1)(c) of the Corporations Act.
- (l) “writing” includes emails, and forms and other documents sent electronically.

66.2 The headings form part of this constitution.

66.3 The explanatory notes inserted in a smaller font size after provisions of this constitution are for guidance only and do not form part of this constitution.

66.4 This constitution is to be interpreted in accordance with the Corporations Act, except as otherwise provided in this clause.

66.5 The Board is responsible for the interpretation of the constitution and regulations*.

67. Transitional

67.1 In this clause:

- (a) “2018 SGM” means the special general meeting held on 30 April 2018;
- (b) “2018 AGM” means the annual general meeting held on 30 May 2018; and
- (c) “2019 AGM” and “2020 AGM” mean the annual general meetings held in those years.

67.2 If this constitution is adopted at the 2018 SGM:

- (a) the directors in office immediately before this constitution is adopted remain in office until the election held in conjunction with the 2018 AGM, subject to clauses 30.2–30.5;
- (b) the members must elect 7 directors in conjunction with the 2018 AGM;
- (c) clause 29 otherwise applies to the election;
- (d) if there are only 7 nominations, and those candidates agree in writing*:
 - (i) which 4 of them are to have a term of office expiring at the election held in conjunction with the 2020 AGM; and
 - (ii) which 3 of them are to have a term of office expiring at the election held in conjunction with the 2019 AGM;

those candidates are elected for those terms;

- (e) if there are more than 7 nominations, or the candidates cannot agree on their terms of office, an election must be held in accordance with the regulations* made under clause 29.8;
- (f) the 4 candidates who receive the most votes are elected for a term of office expiring at the election held in conjunction with the 2020 AGM; and
- (g) the 3 candidates who receive the next most votes are elected for a term of office expiring at the election held in conjunction with the 2019 AGM.

67.3 2 weeks after the 2020 AGM:

- (a) this clause and the references to it in the table of contents in clause 1 and the index in clause 68 are deleted; and

- (b) clause 68 is renumbered as clause 67, and the table of contents in clause 1 and the index in clause 67 are amended accordingly.

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