

**CONSTITUTION
OF
AUDIOLOGY AUSTRALIA LTD**

ABN 31 168 531 324

(A Company Limited by Guarantee)

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**CONSTITUTION
OF
AUDIOLOGY AUSTRALIA LTD**

ABN 31 168 531 324

Company Limited by Guarantee

1. DEFINITIONS AND INTERPRETATION

1.1 In this Constitution unless the context otherwise requires:

- (1) **“Board”** means the Board of Directors of the Company for the time being or such number of Directors as has authority to act for the Company, also known as Federal Executive Council (FEC);
- (2) **“Business Day”** means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Company has its registered office;
- (3) **“CEO”** means the Chief Executive Officer of the Company;
- (4) **“Chapter”** means a Chapter of the Company established in any State or Territory, or other jurisdiction as determined by the Board, also known as a State Branch;
- (5) **“Chapter Committee”** means the committee established and operated by a Chapter;
- (6) **“Chapter Executive”** means the managing committee of a Chapter led by the Chair of the Chapter;
- (7) **“Chapter Members”** means the Members of the Company ordinarily resident within the area of the Chapter;
- (8) **“Chapter Regulations”** means the by-laws approved by the Board from time to time as the standard rules for the regulation of the conduct of a Chapter;
- (9) **“Committee”** or Committees means a Board advisory or delegated committee or committees, Board, group or other body as authorised by the Board;
- (10) **“Company”** means Audiology Australia Ltd (a company limited by guarantee) which is also known as “The Audiological Society of Australia” or “ASA”;
- (11) **Co-opted Director** means Directors who may not be representative of the profession but who the Board may select based on an assessment of the additional skills that may be required to supplement the Board’s skills and experience (for example, regional/remote, financial, marketing, etc.) and to assist with the future direction of the Company.
- (12) **“Director”** means a formally-appointed, member of the Board and Officer of the Company, also known as “Councillor” or “FEC Council Member”;
- (13) **“Law”** means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it or any other

relevant legislation including the Australian Charities and Not-for-profits Commission Act 2012 and the Privacy Act 1988 (Cth);

- (14) **“Member”** means the voting and the non-voting Members as defined in rule 7;
- (15) **“Office Bearer”** means the Chair, Deputy-Chair or Treasurer of the Company;
- (16) **“Organisation”** means a body corporate, company, corporation or incorporated association, club or other incorporated body whether incorporated in a state or territory of Australia or elsewhere;
- (17) **“Register”** means the register of Members of the Company kept in accordance with rule 7.10;
- (18) **“Seal”** means the common seal of the Company and includes any official seal of the Company;
- (19) **“Secretary”** means the person appointed to be company secretary unless otherwise determined by the Board who is appointed to perform the duties of a secretary of the Company; and
- (20) **“Statement of Purposes”** means the objects of the Company.

1.2 Except so far as the contrary intention appears in this Constitution:

- (1) an expression has in this Constitution the same meaning as in the Law; and
- (2) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

1.3 Headings are for convenience only and do not affect the interpretation of this Constitution.

1.4 Reference to:

- (1) one gender includes each other gender; and
- (2) the singular includes the plural and the plural includes the singular.

1.5 As of the date of the adoption of this Constitution, all persons who are Members of the Audiological Society of Australia will be deemed to be Members of the Company and will be deemed to have agreed to continue to be bound by the rules, by-laws, codes and policies as adopted by the Company from time to time.

2. REPLACEABLE RULES EXCLUDED

Subject to Part 2B.4 of the Corporations Act the replaceable rules do not apply to the Company.

PURPOSES

3. PURPOSES

3.1 THE COMPANY

The Company:

- (1) is a company limited by guarantee;
- (2) will operate predominately for the promotion, development and attainment of its objects;
- (3) will apply any profits or income in promoting its objects; and
- (4) is not carried on for the purpose of profit or gain to its individual Members.

3.2 OBJECTS/STATEMENT OF PURPOSES

The objects for which the Company is established are:

- (1) To pursue and promote the knowledge and practice of audiology and related areas of science and knowledge.
- (2) To conduct and promote research and enquiries into audiology and related areas of science and knowledge and grant scholarships for those purposes.
- (3) To hold and conduct conferences, meetings, lectures, discussions and experiments relevant to the science, knowledge and practice of audiology and related areas of science and knowledge and further to promote and advance the science and practice of audiology by holding exhibitions and functions of a professional or social nature for Members of the Company for the benefit of non-members or the public at large.
- (4) In furtherance of the objects of the Company, to arrange and organise or join in arranging and organising national and international conferences, meetings, exhibitions and other functions and to establish contacts and exchange of knowledge and thought in the disciplines with any persons and organisations, subject always to the proviso in paragraph (15) of this rule 3.2.
- (5) To disseminate and promote the dissemination of the science and knowledge of audiology and related areas of science and knowledge.
- (6) To print, publish, distribute, lend, issue either for reward or otherwise and sell books newspapers, periodicals, magazines, journals, treatises, leaflets, pamphlets and other papers, publications, communications and information made to or by the Company relating to audiology or related areas of science and knowledge, either in the English language or in any foreign language and for this purpose to cause translations to be made from any foreign language into the English language, or from the English language into any foreign language.
- (7) To establish and promote standards of professional education training and knowledge qualifications, conduct and ethics of the profession of audiology and for these purposes to hold lectures, discussions and educational functions, conduct examinations and issue diplomas and certificates, and grant other privileges, if any, to persons qualified to practise as audiologists or teachers of audiology, provided that every diploma and certificate on the face of it will show that it is merely a certificate granted on an examination by the Company or upon other qualifications prescribed by the Rules for the time being in force and that it does not take effect under any statutory or public power.

- (8) To keep a register of members, their qualifications, achievements, appointments and their general and specific professional experiences if appropriate.
- (9) To prescribe and collect subscriptions and to ask for, invite, collect and receive donations for the funds of the Company by any lawful means.
- (10) To promote proper professional standards of practice, suppress malpractice by and amongst audiologists, to settle and decide all matters and disputes, questions of practice, or professional usage, etiquette and courtesy which may be referred to the Company.
- (11) To act as trustee of any trusts established solely or principally for purposes similar or related to the objects of the Company subject always to the proviso in paragraph (16) of this rule 3.2.
- (12) Subject to the provisions of rule 3 of this Statement of Purposes to apply the funds of the Company as the Company may think proper in advancing the purposes and objects of the Company and to make grants and loans of money with or without interest out of the funds of the Company in furtherance of any of the Company's purposes and objects.
- (13) To consider, initiate and promote improvements in and amendments to the law concerning or affecting audiology and allied matters and to oppose or support any law relating to audiology and allied matters in the Commonwealth of Australia or any of the Australian states or territories, and to do all things appropriate or expedient to achieve such purposes.
- (14) To consider, advise and make recommendations on any subject matter connected with the teaching of audiology in general or the appointment of audiologists to public or private institutions, positions or services. Generally to consider and advise on any question of professional policy referred to the Company for its consideration and advice howsoever.
- (15) To subscribe to, become a member of and co-operate with any other company, society or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company provided that the Company will not subscribe to or support with its funds any society, company or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of this rule 3.2.
- (16) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Company, provided that in case the Company will take or hold any property which may be subject to any trusts, the Company will only deal with the same in such manner as is allowed by law having regard to such trusts.
- (17) To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions including but not limited to conducting assessments under the Migration Regulations Act (1994).

- (18) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.
- (19) To establish and support or aid in the establishment and support of societies, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons, and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful objects.
- (20) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests and contribute subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (21) To borrow, raise or secure the payment in such manner as the Company may think fit and to secure the same or the repayment of any debt, liability, contract guarantee or other engagement incurred or to be entered into by the Company in any way in particular, by the issue of debentures perpetual or otherwise charged on all or any part of the Company's property and to purchase, redeem or pay off any such securities.
- (22) To make, draw, accept, endorse, discount, execute and issue promissory notes bills of exchange, bills of lading and other negotiable or transferable instruments.
- (23) In furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (24) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- (25) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company but subject always to the proviso in paragraph (16) of this rule 3.2.
- (26) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (27) In furtherance of the objects of the Company to amalgamate with any companies, institutions or societies having objects altogether or in part similar to those of the Company and which will prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of this rule 3.2.
- (28) In furtherance of the objects of the Company to purchase or otherwise acquire or undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or companies with which the Company is authorised to amalgamate.

- (29) In furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or companies with which the Company is authorised to amalgamate.
- (30) To make donations for patriotic or charitable purposes.
- (31) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (32) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company, provided that the Company will not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulations, restrictions or conditions which if an object of the Company would make it a Trade Union, nor will it apply for or procure itself to be registered as a Trade Union under the provisions of any law relating to Trade Unions.

3.3 POWERS

- (1) The Company has all the powers of an individual and a body corporate but does not have the power to issue shares.
- (2) Despite rule 3.1(1) the powers of the Company are ancillary to and exercisable only to pursue the objects of the Company set out in rule 2.

4. APPLICATION OF INCOME AND PROPERTY

- 4.1 The income and property of the Company, from wherever it is derived, will be applied solely towards the promotion of the objects of the Company set out in rule 3.
- 4.2 No portion of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- 4.3 Rules 4.1 and 4.2 do not prevent:
 - (1) the payment in good faith of an honorarium or remuneration to any officer, employee or Member in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
 - (2) the payment of interest at a rate not exceeding the rate of interest for 90 day bank bills issued by the Company's bank on money borrowed from any Member of the Company;
 - (3) the payment of reasonable and proper rent by the Company to a Member for premises leased by the Member to the Company; or
 - (4) the reimbursement of approved expenses incurred by any Member on behalf of the Company.

5. LIMITED LIABILITY

The liability of the Members is limited.

6. GUARANTEE

Every Member undertakes to contribute an amount not exceeding \$20 to the property of the Company in the event of its being wound up while the Member is a Member or within 1 year after the Member ceases to be a Member, if required for payment:

- (1) of the debts and liabilities of the Company (contracted before the Member ceases to be a Member);
- (2) of the costs, charges and expenses of winding up; and
- (3) for the adjustment of the rights of the contributories among themselves.

MEMBERSHIP AND AFFILIATES

7. MEMBERSHIP

7.1 NUMBER OF MEMBERS

The number of Members which the Company proposes to be registered is unlimited.

7.2 MEMBERSHIP

The Members of the Company are:

- (1) the Members of the Audiological Society of Australia as at the date of the adoption of this Constitution; and
- (2) the subscribers to the Company; and
- (3) such other persons the Board admits to membership in accordance with this Constitution.

7.3 CLASSES OF MEMBERSHIP

As from the date of adoption of the Constitution, the Company has (as determined by the Board from time to time) classes of Members which may include:

- (1) **“Honorary Fellow”** – a person of scientific distinction who has in the opinion of the Board contributed to the advancement of audiology and has been elected to the Company as provided in these rules. The total number of honorary fellows at any one time will not exceed 4.
- (2) **“Fellow”**- a person who is a member or who satisfies the Board that they possess the requirements for membership and will have satisfied the Board that he/she has made a substantial and original contribution to the advancement of audiological knowledge or practice, in Australia, either by their own research or by organising and developing the work of others.
- (3) **“Full Member”** – a person who possesses qualifications and experience in accordance with one of the following requirements:
 - (a) Postgraduate qualifications from an approved Australian university audiology program; or
 - (b) Postgraduate qualifications in audiology from an approved university other than those noted in subparagraph (a); or

- (c) is a person whose qualifications and experience are otherwise deemed by the Board to be equivalent to the qualifications and experience referred to in subparagraph (a) or subparagraph (b).
- (4) **“Student Member”** – a person currently undertaking a course of study (full-time or part-time) in an approved audiology program at an Australian university and who is not in full-time employment and who intends after attainment of their requisite qualifications or degree to commence professional work as an audiologist.
- (5) **“Emeritus Member”**- a person who has been a Full Member or Fellow of the Company for 5 years immediately prior to retirement and who has now retired from professional practice and derives no income from the practice of audiology.
- (6) **“Life Member”** – a person who is a Member who in the opinion of and at the discretion of the Board, has made a significant contribution to the field of Audiology or has rendered distinguished service to the Audiology profession or the Company.

7.4 MEMBERSHIP RIGHTS

Subject to this Constitution and rule 4, membership of the Company confers on a Member all rights and privileges of membership.

7.5 The rights and privileges of membership are limited in the following manner:

- (1) Full Members, Life Members and Fellows are:
 - (a) entitled to attend and vote at any general meeting of the Company;
 - (b) entitled to vote at a meeting of a Chapter;
 - (c) eligible for election or appointment as a Director of the Company; and
 - (d) eligible for election or appointment to a position of office in a Chapter.
- (2) Honorary Fellows and Emeritus Members, are:
 - (a) entitled to attend but ineligible to vote at any general meeting of the Company;
 - (b) entitled to vote at a meeting of a Chapter; and
 - (c) eligible for election or appointment to any Chapter Executive, but not in the capacity of Chapter Chair;
- (3) Student Members are:
 - (a) entitled to attend but ineligible to vote at a general meeting of the Company;
 - (b) entitled to vote at a meeting of a Chapter; and
 - (c) ineligible for election or appointment to any Chapter Executive.
- (4) All Members are entitled to be a member of a Committee, special interest group or sub-committee of the Board or be appointed as a delegate of the Company as approved by the Board from time to time in its discretion.

7.6 APPLICATION FOR MEMBERSHIP

An application for membership or for transfer of grade of membership will be made in accordance with the rules of membership as agreed by the Board from time to time and will:

- (1) be lodged in writing in a form approved by the Board;
- (2) be accompanied by the requisite documentation and supporting material (including references as required) as determined by the Board from time to time;
- (3) fully satisfy the qualifications and experience for any class of membership as determined by the Board from time to time;
- (4) be signed by the applicant; and
- (5) be accompanied by such payment as the Board may from time to time prescribe.

7.7 The lodging of any application for membership is conclusive evidence that the applicant has agreed to become a Member of the Company and to be bound by the Constitution of the Company and any other rules or codes or by-laws of the Company.

7.8 ADMISSION TO MEMBERSHIP

- (1) Admission to any category of membership is at the absolute discretion of the Board.
- (2) The Board or delegate of the Board will consider an application for membership as soon as practicable after its receipt in accordance with the rules of membership.
- (3) Upon receipt of the annual subscription, the Secretary will enter the name and details of the Members into the Register.
- (4) All changes in the membership of the Company, whether by transfer from one grade of membership to another or by election, resignation or expulsion, will be notified to the members of the Company.
- (5) If payment of the annual subscription is not received within 2 months after the date of the giving of the notice, the Board or delegate of the Board may revoke the acceptance of the applicant for membership.
- (6) If an application for membership is rejected, the Secretary will notify the applicant in writing.

7.9 MEMBERSHIP COMMITTEE

- (1) The Board may appoint a membership committee from amongst its own members or Members of the Company.
- (2) The Membership Committee will:
 - (a) exercise the functions of the Board in respect of membership or transfer applications;

- (b) act in accordance with rule 7.8 and the rules of membership as determined by the Board from time to time; and
- (c) will report its findings to the Board with its recommendation for final determination by the Board.

7.10 REGISTER OF MEMBERS

- (1) A register of Members of the Company will be kept in accordance with the Law.
- (2) The following will be entered in the Register in respect of each Member:
 - (a) the full name of the Member;
 - (b) the address of the Member;
 - (c) the class of the Membership;
 - (d) whether an approved certificate of qualification is held;
 - (e) the date of admission to and cessation of Membership;
 - (f) the membership number;
 - (g) confirmation that a certificate of Membership has been issued; and
 - (h) the date of last payment of the Member's annual subscription.
- (3) The Secretary may also enter in the Register such other information as the Board determines from time to time.

7.11 NOTIFICATION OF CHANGES

- (1) Each Member will notify the Company in writing (including via electronic means) of any change in that person's name, address including email details, facsimile number or telephone number, if any, within 1 month after the change.
- (2) All notices given in accordance with rules 82, 83 and 84 to the address last notified are considered fully received.

7.12 RIGHTS OF INSPECTION

The Board will determine whether and to what extent and at what times and under what conditions and in what location all documents, records and the Register of Members of the Company or any of them will be open to the inspection of the Members other than the Directors. No Member will have any rights of inspecting any documents, records or Register of the Company other than for bona fide purposes of the Company and any such inspection will be in accordance with the Law.

7.13 CLINICAL CERTIFICATION

- (1) The Company may award its Certificate of Clinical Practice (**CCP**) to applicants who have satisfied the requirements as determined by the Board.
- (2) The CCP remains the property of the Company, despite the payment of any subscription, and will be returned if demanded by the Board.

- 7.14 Where a certificate has been lost, destroyed or rendered illegible or if a duplicate certificate is requested, the Company may provide upon application and payment of the prescribed fee, a replacement certificate.

7.15 **AFFILIATES**

The Company, as determined by the Board from time to time, may admit persons who do not qualify for membership, but who satisfy the Board that they have such qualifications in audiology or a closely-related field or as otherwise determined by the Board (**Affiliates**).

For the purposes of clarity, a person who is an Affiliate:

- (a) is not eligible to apply for transfer from the status of Affiliate to that of Full Member; and
- (b) would not, in the view of the Company, be suitably qualified to be engaged in the clinical practice of audiology.

APPLICATION FEE AND ANNUAL SUBSCRIPTION

8. APPLICATION FEE

The application fee payable by each applicant for Membership is the sum the Board prescribes from time to time in respect of each class of Membership.

9. ANNUAL SUBSCRIPTION FEE

- 9.1 The annual subscription payable by a Member of the Company (except Life Members) prescribed under the by-laws is the sum recommended by the Board.
- 9.2 All annual subscriptions are due and payable on or before the date prescribed under the by-laws.
- 9.3 Unless a Member gives not less than 1 months' notice in writing to the Secretary on or before the due date for payment in any year of his or her intention to resign as a Member, the Member is liable for the annual subscription for the following financial year.
- 9.4 Concessional annual subscriptions may be determined from time to time by the Board.

10. UNPAID ANNUAL SUBSCRIPTIONS

- 10.1 If:
- (1) the annual subscription of a Member remains unpaid for 2 months after it becomes payable; and
 - (2) a notice of default is given to the Member by the Secretary;
- the Member ceases to be entitled to any of the rights or privileges of Membership but these may be reinstated on payment of all arrears if the Board think fit to do so.
- 10.2 If the annual subscription of a Member remains unpaid for 2 months after it becomes payable, the Member ceases to be a Member.

CESSATION OF MEMBERSHIP

11. RESIGNATION

- 11.1 A Member may resign from Membership of the Company by giving written notice to the Secretary.
- 11.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

12. AUTOMATIC CESSATION OF MEMBERSHIP AND DISCIPLINING MEMBERS

- 12.1 A Member ceases to be a Member:
- (1) on the death of the Member;
 - (2) if the Member's Membership has ceased under rule 10.2;
 - (3) if the Member ceases to meet the conditions prescribed by the Company as a condition of Membership; or
 - (4) if the Member is expelled under rule 12.2.
- 12.2 The Board will from time to time, prescribe rules in relation to the disciplining (including but not limited to the censure, fining, suspension, expulsion and reinstatement) of Members.
- 12.3 A Member expelled from the Company does not have any claim on the Company, its Board, funds or property.

13. EFFECT OF CESSATION OF MEMBERSHIP

- 13.1 If any Member ceases to be a Member for any reason, then the Secretary will:
- (1) note on the Member's Register the date of the Member's cessation of membership; and
 - (2) notify the Member in writing of the date of cessation of membership; and
 - (3) notify the Member of the resignation or expulsion (and the reasons for expulsion); and
- 13.2 The Member whose membership ceases will return the certificate of Membership to the Company

MEETINGS OF MEMBERS

14. CONVENING OF GENERAL MEETINGS

- 14.1 Except as permitted by the Law, a general meeting, to be called the "annual general meeting", will be held once in every calendar year.
- 14.2 All general meetings other than the annual general meeting will be called extraordinary general meetings.
- 14.3 All meeting will be held at time and such place as the Board determines and always in accordance with the Law.

14.4 Except as permitted by the Law, no Member is and no Members together are entitled to convene a general meeting.

15. NOTICE OF GENERAL MEETINGS

15.1 Except where the Law or this Constitution requires and except where the Law allows a shorter notice to be given by agreement, at least 21 days' notice (exclusive of the day on which the notice is served or deemed served and of the day for which notice is given) of a general meeting will be given to such persons as are entitled to receive notices from the Company.

15.2 A notice of a general meeting will specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the special business.

16. ACCIDENTAL OMISSION TO GIVE NOTICE

The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this Constitution or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

17. POSTPONEMENT OF GENERAL MEETINGS

17.1 The Board may postpone the holding of any general meeting whenever it sees fit (other than a meeting requisitioned by Members pursuant to the Law) for not more than 28 days after the date for which it was originally called.

17.2 Whenever any meeting is postponed the same period of notice of the meeting will be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

18. REPRESENTATION OF MEMBER

Any Member may be represented at any general meeting of the Company by a proxy or attorney and if so represented is deemed to be personally present.

PROCEEDINGS AT GENERAL MEETING

19. QUORUM

19.1 No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

19.2 Eight (8) Members constitute a quorum.

20. ABSENCE OF QUORUM

If a quorum is not present within 30 minutes after the time appointed for the meeting:

- (1) where the meeting was convened upon the requisition of Members the meeting is dissolved; or
- (2) in any other case:
 - (a) the meeting stands adjourned to the day, and at the time and place, which the Directors determine or, if no determination is made by the

Directors, to the same day in the next week at the same time and place; and

- (b) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting the meeting is dissolved.

21. ORDINARY AND SPECIAL BUSINESS

21.1 The business of an annual general meeting is:

- (1) to receive and consider the:
 - (a) financial reports of the Company;
 - (b) report of the auditor;
 - (c) reports of the Board and the Directors' statement; and
 - (d) any other reports as required by the Law;
- (2) to elect Directors in place of those retiring or otherwise if required;
- (3) to advise the Members of the appointment of Office Bearers if required;
- (4) when necessary, to appoint auditors; and
- (5) to transact any other business which under this Constitution or the Law ought to be transacted at an annual general meeting.

22. MEMBER'S RESOLUTIONS

22.1 No Member may move at a general meeting any resolution not previously approved by the Board unless the Member has:

- (1) given not less than 60 days' notice in writing to the Secretary of his or her intention to move that resolution at the meeting; and
- (2) included with the notice a copy of the resolution and a statement setting out all information known to the Member that is material to the decision of the Members whether to vote in favour of the resolution.

22.2 Notice of the proposed resolution and the statement will be given with the notice of the general meeting.

23. CHAIRPERSON OF GENERAL MEETING

23.1 The Chair of the Company, if present, presides as chairperson at every general meeting.

23.2 Where a general meeting is held and:

- (1) there is no Chair of the Company; or
- (2) the Chair is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act,

a Deputy Chair of the Company, if present, presides as chairperson of the meeting or, if no Deputy Chair is present or is willing to act, the Members present will elect any one of their number to be chairperson of the meeting.

24. ADJOURNMENT OF MEETINGS

- 24.1 The chairperson may with the consent of any meeting at which a quorum is present, and will if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 24.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting will be given as in the case of an original meeting.
- 24.3 Except as provided by rule 24 it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

25. VOTING RIGHTS

Subject to rule 26 at any general meeting of Members each Member present and entitled to vote:

- (1) on a show of hands has 1 vote; and
- (2) on a poll has 1 vote.

26. VOTING DISQUALIFICATION

A Member is not entitled to vote at a general meeting if the annual subscription of the Member remains unpaid as at the date of the meeting or the postponed or adjourned meeting.

27. POWER TO DEMAND A POLL

At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (1) by the chairperson; or
- (2) by at least 2 Members.

28. EVIDENCE OF RESOLUTIONS

Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Company, signed by the chairperson of that or at the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

29. CONDUCT OF POLL

- 29.1 If a poll is duly demanded, it will be taken in such manner and subject to rule 29.2 either at once or after an interval or adjournment or otherwise as the chairperson directs but so that no more than 14 days elapses between the day on which the poll is demanded and the day on which it is taken.
- 29.2 A poll demanded on the election of a chairperson or on a question of adjournment will be taken forthwith without adjournment.
- 29.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 29.4 The demand for a poll may be withdrawn.
- 29.5 If a poll is demanded 2 scrutineers will be appointed by the meeting at which the poll is demanded. The result of the poll is the resolution of the meeting at which the poll was demanded.

30. CASTING VOTE

In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has discretion both as to use of the casting vote and as to the way in which it is used.

31. OBJECTIONS TO EXERCISE OF VOTING RIGHTS

- 31.1 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 31.2 The objection will be referred to the chairperson of the meeting, whose decision is final.
- 31.3 A vote not disallowed following the objection is valid for all purposes.

PROXIES

32. APPOINTMENT OF PROXY

A Member may appoint 1 proxy. A proxy need not be a Member.

33. DEPOSIT OF PROXY AND ATTORNEY INSTRUMENT

- 33.1 An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Board is or are deposited at the registered office of the Company or at any other place specified for that purpose in the notice convening the meeting not less than 24 hours before the time for the holding of the meeting or adjourned meeting, as the case may be, at which the person named in the instrument proposes to vote.
- 33.2 For the purpose of rule 33.1 it is sufficient if the proxy is received at the registered office of the Company by facsimile transmission or by electronic communication as directed by the Secretary in a prescribed form. If the proxy is required to be

37. VOTING RIGHTS OF PROXIES AND ATTORNEYS

- 37.1 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 37.2 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
- (1) the previous death or unsoundness of mind of the principal; or
 - (2) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power,

if the Company has not received written notification of the death, unsoundness of mind or revocation at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

BOARD AND OFFICERS OF THE COMPANY

38. NUMBER OF DIRECTORS

- 38.1 The Board will consist of Directors who will be the Officers of the Company under the Law.
- 38.2 Each Director may be a Member of the Company.
- 38.3 Subject to rules 39 and 40 the number of the Directors will be no more than 11.
- 38.4 The Company in general meeting may by ordinary resolution passed at a general meeting, increase or reduce the number of Directors but the number may not be reduced below 3.
- 38.5 The Board as at the date of this Constitution (as amended) will implement a transition plan as set out in Schedule 1.

39. APPOINTMENT OF DIRECTORS

- 39.1 The Board will consist of:
- (1) up to 9 Directors who are Members and eligible to nominate as a Director and are elected by Members entitled to vote; and
 - (2) up to 2 Co-opted Directors appointed by the Board in accordance with rule 43.1
- 39.2 No Member will be elected to more than one Office Bearer position on the Board.
- 39.3 A Director may be re-nominated for position by Members.
- 39.4 Unless otherwise determined by the Board and subject to rules 43 and 44, each Director holds office until the termination of the third (3rd) annual general meeting held after his or her election.
- 39.5 A retiring Director is eligible for re-election but may not serve more than three (3) consecutive terms.

40. NOMINATION AND ELECTION – DIRECTORS

- 40.1 Directors (other than Co-opted Directors) will be elected by Members entitled to vote, and election will take place by electronic ballot in accordance with this rule 40.
- 40.2 Not less than 90 days before the annual general meeting at which the election of Directors will take place, an electronic notice will be sent to all Members advising:
- (1) that 3 positions on the Board are to become vacant and calling for nominations; and
 - (2) the voting procedures for the election by electronic ballot in such form as stipulated by the Board from time to time.
- 40.3 Rule 40 (2) does not apply to the re-election of Directors in accordance with rule 42 or rule 43.
- 40.4 Following the election of Directors, the Secretary will advise Members by electronic notice of the outcome of the electronic ballot.
- 40.5 The chairperson will announce the appointment of newly elected Directors to the Members at the annual general meeting. All Board members will continue in office until the end of the meeting.

41. OFFICE BEARERS

- 41.1 Any Director is eligible for election to the position of Chair, Deputy Chair or Treasurer (the “Office Bearers”).
- 41.2 The Chair, Deputy Chair and Treasurer will be elected by the Board at the first Board meeting following each annual general meeting in accordance with procedures determined by the Board from time to time.
- 41.3 The Members will be advised of the appointment of Office Bearers at the next annual general meeting.
- 41.4 The Directors present will appoint one of their number to act as chairperson of the meeting for the purpose of the election.
- 41.5 Each Director standing for election as an Office Bearer will be proposed by another Director and, if more than one Director is nominated at the relevant Board meeting, the Directors will vote on which Director will take up the contested appointment.
- 41.6 If the Chair vacates that office for any reason the Deputy Chair succeeds to the office of Chair until the next annual general meeting.
- 41.7 If an Office Bearer vacates that office for any reason, the Board may elect a replacement.
- 41.8 In the absence of the Chair, the Deputy Chair, or such other Director as nominated by the Board, will assume the role and responsibilities of the Chair.
- 41.9 The Treasurer will, unless otherwise determined by the Board, have oversight of the financial management of the Company, and will act as Chair of the Finance, Audit and Risk Committee.

GENERAL PROVISIONS AS TO BOARD MEMBERSHIP

42. CASUAL VACANCIES

- 42.1 The Company in general meeting may by resolution and the Board may at any time appoint any Member qualified to be a Director under this Constitution, to fill a casual vacancy on the Board, but so that the total number of Directors does not at any time exceed the maximum number fixed in accordance with this Constitution.
- 42.2 A person who is so appointed holds office until the termination of the annual general meeting next held after his or her appointment but is eligible for re-election at that meeting.

43. CO-OPTED DIRECTORS

- 43.1 The Board may appoint up to 2 Co-opted Directors to the Board.
- 43.2 Any appointment of a Co-opted Director will take effect as a casual vacancy until the next annual general meeting.

44. INSUFFICIENT DIRECTORS

In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or convening a general meeting of the Company.

45. RESIGNATION OF DIRECTORS

Any Director may retire from office upon giving notice in writing to the Company of his or her intention to do so.

46. REMOVAL OF DIRECTORS

Subject to the provisions of this Constitution and the Law, the Company may by ordinary resolution remove an Office Bearer or other Director before the expiration of their period of office, and may by an ordinary resolution appoint another person instead. The person so appointed will hold office only until the next following annual general meeting at which the election of Directors takes place.

47. VACATION OF OFFICE OF DIRECTOR

The office of a Director elected by the Members will become vacant if the Director:

- (1) ceases to be a Director by virtue of the Law;
- (2) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (3) becomes prohibited from being a director of a company by reason of any order made under any Act of any State or Territory;
- (4) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- (5) resigns their office by notice in writing to the Company;

- (6) for more than 3 meetings is absent without permission of the Board from meetings of the Board held during the period;
- (7) holds any office of profit under the Company other than payment of any honorarium under rule 49.1;
- (8) ceases to be a member of the Company;
- (9) has been expelled or suspended in accordance with rule 12; or
- (10) is directly or indirectly interested in any contract or proposed contract with the Company unless they have declared the nature of the interest in a manner required by the Law.

48. REMUNERATION AND EXPENSES OF DIRECTORS

- 48.1 The Chair may receive an honorarium for services provided to the Company in an amount approved by the Board.
- 48.2 No other Director who has been elected by the Members may receive any remuneration for his or her services in his or her capacity as a Director of the Company.
- 48.3 Despite rule 49.2, Directors may be reimbursed for all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Company or general meetings of the Company or otherwise in connection with the business of the Company, in accordance with any policy adopted by the Board from time to time.

POWERS AND DUTIES OF THE BOARD

49. GENERAL BUSINESS MANAGEMENT

- 49.1 Subject to the Law and to any other provision of this Constitution, the business of the Company is managed by the Board which may exercise all powers of the Company which are not, by the Law or by this Constitution, required to be exercised by the Company in general meeting.
- 49.2 No rule made or resolution passed by the Company in general meeting can invalidate any prior act of the Board which would have been valid if that rule or resolution had not been made or passed.

50. BORROWING POWERS

- 50.1 The Board may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- 50.2 If the Company borrows money from any Member the maximum rate of interest payable by the Company is 10% per annum.

51. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company may be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Directors or in such other manner as the Board determines from time to time.

52. APPOINTMENT OF ATTORNEY

- 52.1 The Board may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for the period and subject to the conditions they think fit.
- 52.2 Any power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

PROCEEDINGS OF BOARD

53. MEETINGS OF DIRECTORS

- 53.1 The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- 53.2 The minutes of any meeting of the Directors will state the method of meeting and the persons present.

54. CONVENING OF MEETING

The Secretary will on the requisition of any 4 Directors, request a meeting of the Board.

55. NOTICE OF MEETING

- 55.1 With at least 7 days' notice, the Secretary will provide to each Director a notice of every Board meeting.
- 55.2 It is not necessary to give notice of a meeting of the Board to any Director who:
- (1) has been given special leave of absence; or
 - (2) is absent from Australia and has not left a facsimile number or email address at which he or she may be given notice.
- 55.3 Any notice of a meeting of the Board may be given in writing or orally, and whether by facsimile, email, telephone or any other means of communication.

56. QUORUM

At a meeting of the Board, the number of Directors whose presence is necessary to constitute a quorum is one more than half the total number of Directors entitled to vote or such greater number as is determined by the Board.

57. CHAIRPERSON AT BOARD MEETINGS

- 57.1 The Chair is the chairperson of all meetings of the Board.
- 57.2 At a meeting of the Board, if:
- (1) no Chair has been elected as provided by rule 41; or
 - (2) the Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Deputy Chair will be the chairperson of the meeting, but if:

- (3) no Deputy Chair has been elected as provided by rule 41; or
- (4) the Deputy Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Treasurer will be the chairperson of the meeting, but if:

- (5) no Treasurer has been elected as provided by rule 41; or
- (6) the Treasurer is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Directors present may elect one of their number to be chairperson of the meeting.

58. VOTING

- 58.1 Subject to this Constitution, questions arising at a meeting of the Board are decided by a majority of votes of Directors present and voting and any such decision is for all purposes deemed a decision of the Board.
- 58.2 In case of an equality of votes, the chairperson of the meeting, in addition to his or her deliberative vote (if any), has a casting vote.
- 58.3 A Director will not vote in respect of any contract or proposed contract with the Company in which that Director is interested.
- 58.4 It is the duty of every Director who is in any way, whether directly or indirectly, interested in any matter under consideration by the Board as soon as practicable after the relevant facts have come to their knowledge, declare the nature and extent of their interest at a meeting of the Board.
- 58.5 A Director will disclose on a register of Directors' interests (in accordance with rule 68), any relationship with any other Director or any other person which may result in an actual or perceived conflict of interest and will abstain from voting on any matter in which the conflict is a matter for consideration. The register will be updated at each meeting of the Board.

MEETINGS OF DIRECTORS

59. ATTENDANCE VIA TECHNOLOGY

- 59.1 For the purpose of this Constitution the contemporaneous linking together by technological means ("electronic meeting") of a number of Directors being not less than the quorum will be deemed to constitute a meeting of the Board and all the provisions of this Constitution as to meetings of the Board will apply to any such meeting held by technology so long as the following conditions are met:
 - (1) all the Directors for the time being entitled to receive notice of a meeting of the Board are entitled to notice of a meeting conducted by technology;
 - (2) notice of the meeting may be given by any technology means determined and agreed to by the Board including but not limited to telephone, email, iPad or by any other electronic means or manner permitted by the Board;

- (3) each of the Directors taking part in the meeting will be able to hear and be heard by each of the other Directors taking part at the commencement of the meeting and each Director so taking part is deemed for the purposes of this Constitution to be present at the meeting;
 - (4) at the commencement of the meeting each Director will announce his or her presence to all the other Directors taking part in the meeting; and
 - (5) consent for Directors to participate via technology may be a standing consent.
- 59.2 A Director may not leave a meeting conducted via technology by disconnecting his or her telephone, audio-visual, iPad or other technological device unless that Director has previously notified the chairperson of the meeting.
- 59.3 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a meeting via technology unless that Director has previously obtained the express consent of the chairperson to leave the meeting.
- 59.4 A minute of the proceedings of meeting via technology is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairperson.

60. CIRCULATING RESOLUTIONS

- 60.1 The Directors may pass a resolution without a Directors' meeting being held if 75% of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when 75% of the Directors have signed and submitted the resolution to the Secretary.
- 60.2 For the purposes of rule 61 separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 60.3 A reference in rule 61 to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.
- 60.4 Every resolution passed under rule 61 will as soon as practicable be entered in the minutes of the Directors' meetings.
- 60.5 A facsimile, email or similar means of communication by any technological means addressed to or received by the Company and purporting to be signed by a Director for the purpose of this Constitution is deemed to be a document in writing signed by that Director.

61. BOARD COMMITTEES

- 61.1 The Board may at its discretion, establish such Committees as it sees fit and at least 1 Director will be on each Committee.
- 61.2 The Board will establish a Finance, Audit and Risk Committee which will be chaired by the Treasurer.
- 61.3 The Board will establish an Ethics Committee which will be chaired by a Director or independent person nominated and approved by the Board.

- 61.4 The Board may delegate any of its powers to Committees consisting of those Directors, Members or any other parties or persons who may not be a Member of the Company that the Board thinks fit and may revoke the delegation at any time.
- 61.5 Any Committee formed under rule 61 will in the exercise of the powers so delegated conform to any regulations, codes or by-laws that may from time to time be imposed upon it by the Board; otherwise the meetings and proceedings of any Committee consisting of 2 or more Members are governed by the provisions in this Constitution regulating the meetings and proceedings of the Board.
- 61.6 The Board may determine the terms of reference and membership criteria of Committees.
- 61.7 The CEO will attend the meetings of the Committees as determined by the Board.

62. COMPANY ADMINISTRATION

- 62.1 The Board may provide for the management and administration of the affairs of the Company in any manner it thinks fit.
- 62.2 The Board may:
- (1) appoint any executive officers, managers or agents, fix their remuneration and delegate to them any of the powers vested in the Board; and
 - (2) authorise any Member to fill any vacancies in the Company.

63. VALIDATION OF ACTS OF DIRECTORS

- 63.1 All acts done at any meeting of the Board or of a Committee of the Board or by any person acting as a Director are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a Director and was entitled to vote.
- 63.2 The decision of the Board is final and binding on all Members.

MINUTES

64. MINUTES TO BE KEPT

- 64.1 The Board will carry out the obligations imposed on the Company by the Law to cause:
- (1) minutes of all proceedings of general meetings and of meetings of its Directors to be entered, within 1 month after the relevant meeting is held, in documentation maintained for that purpose in a safe, secure, enduring and accessible form; and
 - (2) those minutes to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 64.2 Without limiting rule 65.1 the Directors will cause minutes to be made of:
- (1) all appointments of officers and servants;

- (2) the names of the Directors present at all meetings of the Board and the Company; and
- (3) the method by which a meeting of the Board was held.

DIRECTORS' INTERESTS

65. PROHIBITION ON BEING PRESENT OR VOTING

65.1 Except to the extent permitted by the Law, a Director who has a material personal interest in a matter that is being considered at a meeting of the Board:

- (1) will not be counted in a quorum;
- (2) will not vote on the matter; and
- (3) will not be present while the matter is being considered at the meeting.

65.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Board is not prohibited by the Law from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.

66. EXISTENCE OF INTEREST

66.1 A Director may not hold any other office or place of profit under the Company in conjunction with the office of Director.

66.2 A Director may to the extent permitted by the Law:

- (1) enter into contracts or arrangements or have dealings with the Company either as vendor, purchaser, mortgagee or otherwise; or
- (2) be interested in any contract, operation, undertaking or business entered into undertaken or assisted by the Company or in which the Company is or may be interested.

66.3 The Director is not because of entering into any relationship or transaction referred to in rule 67.2:

- (1) disqualified from the office of Director; or
- (2) liable to account to the Company for any profit arising from the relationship or transaction by reason of being a Director of the Company or of the fiduciary relationship between the Director and the Company.

67. DISCLOSURE OF INTEREST

67.1 The nature of the Director's interest as referred to in rules 59 and 67 will be disclosed by the Director before or at the meeting of Directors at which the question of entering into the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Directors after the Director becomes so interested.

67.2 It is the duty of a Director of the Company who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company to declare the nature of his or her interest in accordance with the provisions of the Law.

- 67.3 It is the duty of a Director of the Company who holds any office or possesses any property, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Law.

CHIEF EXECUTIVE OFFICER

68. POWER TO APPOINT CHIEF EXECUTIVE OFFICER

- 68.1 The Board may appoint any person, not being a director, to the position of Chief Executive Officer (CEO) for such period and on such terms as it thinks fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.
- 68.2 The CEO will act as Secretary of the Company unless otherwise determined by the Board.
- 68.3 From the date of the adoption of this constitution, the CEO is as specified in Schedule 1.

69. EX-OFFICIO MEMBER OF THE BOARD

The CEO will be an ex-officio non-voting member of the Board and will attend meetings of the Directors except where the Directors otherwise request.

70. TEMPORARY APPOINTMENTS

- 70.1 If a CEO becomes incapable of acting in that capacity, the Board may appoint any other person to act temporarily as CEO, including a Director.
- 70.2 If a Director is appointed to act in a temporary capacity as CEO, during the period of appointment that Director will vacate their position as a Director.

71. POWERS OF CEO

- 71.1 The Board may, upon such terms and conditions as it thinks fit, confer upon a CEO any of the powers exercisable by the Board.
- 71.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Directors.
- 71.3 The Directors may at any time withdraw or vary any of the powers so conferred on the CEO.

72. REMUNERATION OF CEO

The provisions of any contract between the Company and the CEO, the remuneration of the CEO is fixed by the Board.

CHAPTERS

73. ORGANISATION AND ADMINISTRATION OF CHAPTERS

- 73.1 The organisation and administration, including the financial arrangements between the Chapter and the Board is governed by the Chapter Regulations which are approved and amended by the Board from time to time.
- 73.2 The Board may provide for the management and administration of the affairs of the Company in any Chapter in the manner it thinks fit such that the Board may:

- (a) establish any Chapters;
- (b) appoint any Members of the Company to be a Member of a Chapter;
- (c) establish any Chapter Committees on such terms as the Board determines.

74. MEMBER OF CHAPTERS

- 74.1 The Members of the Company ordinarily resident in the relevant State or Territory, region or locality comprise the Chapter Members.
- 74.2 A person ceases to become a Chapter Member in accordance with the Chapter Regulations.

75. CONDUCT OF CHAPTER

- 75.1 Each Chapter will
- (a) comply with the Chapter Regulations;
 - (b) act in furtherance of the objects of the Company; and
 - (c) cooperate with the Treasurer in ensuring that the functions of the Company and the Chapter set out in rules 79 and 80 are fulfilled.

OTHER ADMINISTRATION

INADVERTENT OMISSIONS

76. FORMALITIES OMITTED

- 76.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate any resolution, act, matter or thing which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly prejudiced any Member financially.

EXECUTION OF DOCUMENTS

77. COMMON SEAL

- 77.1 The Company may, but need not have, a common seal.
- 77.2 The seal of the Company may not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board duly authorised by the Board.
- 77.3 Every instrument to which the seal is affixed will be signed by at least 1 Director and countersigned by another Director, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

78. EXECUTION

The same person may not sign in the dual capacities of Director and Secretary.

ACCOUNTS, AUDIT AND RECORDS

79. ACCOUNTS

- 79.1 The Board will cause proper accounting and other records to be kept in accordance with the Law.
- 79.2 The Board will distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached) as required by Law.

80. AUDIT

- 80.1 A registered company auditor will be appointed.
- 80.2 The remuneration of the auditor will be fixed and the auditor's duties regulated in accordance with the Law.

NOTICES

81. SERVICE OF NOTICES

A notice may be given by the Company to any Member either by serving it on the Member personally or by sending it by post or electronic transmission to the Member at the address shown in the Register or the address or other such contact details (such as email address) supplied by the Member to the Company for the giving of notices.

82. METHOD OF SERVICE

- 82.1 A notice given in accordance with this rule 82 takes effect when it is taken to be received:
- (1) if hand delivered, on delivery;
 - (2) if sent by prepaid post, on the Business Day after the date of posting; or
 - (3) if sent by facsimile, when the sender's facsimile system generates a message confirming successful transmission of the entire notice, but if the delivery, receipt or transmission is not on a Business Day or is after 5.00 pm on a Business Day, the notice is taken to be received at 9.00 am on the next Business Day; or
 - (4) in accordance with the *Electronic Transactions Act 1999*, if a notice is sent by any form of electronic communication, the time of receipt of the electronic communication, is the time when the electronic communication becomes capable of being retrieved by the addressee at an electronic address designated by the addressee whether the notice has been read or not.

83. PERSONS ENTITLED TO NOTICE OF GENERAL MEETING

- 83.1 Notice of every general meeting will be given to:
- (1) every Member or person entitled to receive notice under the Law; and
 - (2) the auditor for the time being of the Company.
- 83.2 No other person is entitled to receive notice of general meetings.

INDEMNITY AND INSURANCE

84. INDEMNITY

To the extent permitted by the Act, the Company indemnifies:

- (1) every person who is or has been an Officer of the Company; and
- (2) where the Board considers it appropriate to do so, any person who is or has been an Officer of a related body corporate of the Company;

against any liability incurred by that person in his or her capacity as an Officer of the Company or of the related body corporate (as the case may be):

- (3) to any other person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
- (4) for costs and expenses:
 - (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
 - (b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

85. INSURANCE

85.1 To the extent permitted by law and subject to the restrictions in section 199A of the Act, the Company may, where the Board considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company, including the Directors and the CEO against any of the following liabilities incurred by the person as such an officer, namely:

- (1) any liability which does not arise out of conduct involving:
 - (a) a wilful breach of duty in relation to the Company; or
 - (b) without limiting rule 85.1(1)(a), a contravention of s199A of the Corporations Act; and
- (2) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in rule 85.1(1)(a).

85.2 In the case of a Director, any premium paid pursuant to this rule 85 is paid in addition to any remuneration paid to that Director by the Company pursuant to this Constitution.

86. DIRECTOR VOTING ON CONTRACT OF INSURANCE

Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

WINDING UP

87. WINDING UP

- 87.1 If upon the winding up or dissolution of the Company, any property remains, after satisfaction of all its debts and liabilities, that property will not be paid to or distributed among the Members of the Company, but will be given or transferred to some other institution or institutions determined by the Members of the Company at or before the time of dissolution.
- 87.2 If the Members do not make the necessary determination under this rule 87, the Company may apply to the Supreme Court to determine the institution or institutions.
- 87.3 No institution is eligible to receive property under this rule 87 unless:
- (1) it has objects similar to the objects of the Company;
 - (2) its constitution prohibits the distribution of its or their income and property among its or their members to an extent as least as great as is imposed on the Company under rule 4; and
 - (3) its income is exempt under the *Income Tax Assessment Act 1936*.

PRIVACY

88. PRIVACY

All dealings of the Company and the Board will at all times be in accordance with the requirements and obligations of Commonwealth, State or Territory Privacy Laws as amended from time to time.

ALTERATION OF CONSTITUTION

89. ALTERATION OF CONSTITUTION

This Constitution may be altered from time to time providing any alterations are approved as a special majority resolution being a decision of at least 75% of Members present and entitled to vote either in person or by proxy at a validly constituted meeting.

SCHEDULE 1

TRANSITION PLAN COMMENCING 2018 ANNUAL GENERAL MEETING

1. This Schedule sets out the Company's transition plan for altering the Board's composition and terms of appointment.
2. The transition plan will take effect following the Company's 2018 Annual General Meeting (**2018 AGM**).
3. Not less than 90 days prior to the 2018 AGM, the Board will determine as between themselves which three (3) of them will continue as Directors for a term of one (1) year.
4. Those Directors retiring in accordance with rule 43.1 will be eligible to stand for re-election at the 2018 AGM.
5. Those Directors standing for re-election in item 4 above, the terms of appointment will be as follows:
 - (1) Three (3) Directors, each having terms of 2 years; and
 - (2) Three (3) Directors, each having terms of 3 years; and
6. Thereafter, all Director appointments from the 2019 annual general meeting will be for a term of three (3) years in accordance with rule 39.4.