

CONSTITUTION
OF
AUSTRALIAN COLLABORATIVE EDUCATION NETWORK LIMITED

A Company Limited by Guarantee
ACN 143 075 932
ABN 89 834 663 369

First registered November 6, 2013
Current constitution endorsed by members on June 5, 2013

CONSTITUTION

AUSTRALIAN COLLABORATIVE EDUCATION NETWORK LIMITED

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**CONSTITUTION
OF
AUSTRALIAN COLLABORATIVE EDUCATION NETWORK LIMITED

A COMPANY LIMITED BY GUARANTEE
ACN 143 075 932**

GENERAL PROVISIONS

1. DEFINITIONS

In this Constitution unless the contrary intention appears:

'ACEN' means Australian Collaborative Education Network Limited ACN **143 075 932**

'Annual General Meeting' means the annual general meeting of the Company;

'Auditor' means the Company's auditor;

'Business Day' means a day not being Saturday, Sunday or a public holiday on which the banks (as defined in the Banking Act 1959) are open for business in the relevant State or Territory;

'By-laws' means the by-laws made from time to time in terms of **rule 36.4**;

'Chair of Finance and Audit Committee' means any person elected to act in that capacity by the Board in accordance with **rule 29.4**;

'Company' means Australian Collaborative Education Network Limited ACN **143 075 932**;

'Constitution' means the constitution of the Company as amended from time to time in accordance with the Corporations Act;

'Corporations Act' means the Corporations Act 2001 (Cth);

'Director' means a person elected or appointed from time to time to the office of director of the Company in accordance with this Constitution;

'Directors' means all or some of the Directors acting as the Board or as a board;

'Chapter' means a Chapter in terms of **rule 29.2**;

'Chapter Chair' means any person appointed to act in that capacity by the Chapter Committee in accordance with **rule 49.1(b)**;

'Chapter Committee' means a Chapter Committee in terms of **rule 48**;

'Chapter Director' means any person appointed to act in that capacity by the Chapter Committee in accordance with **rule 30.1(b)**;

'Chapter Secretary' means any person appointed in accordance with **rule 49.1(b)** to perform the duties of secretary of a Chapter and includes an honorary secretary;

'Chapter Treasurer' means any person appointed to act in that capacity by the Chapter Committee in accordance with **rule 49.1(b)**;

'Electronic Contact Address' means an electronic destination such as an email address to which notices and other material from the Company may be transmitted or made available with reasonable certainty that they will be delivered to or will be accessible by the intended recipient;

'Logo' means the brand mark as determined by the Board from time to time and includes modified and superseded brand marks;

'Member' means a person who is a member of the Company in accordance with **rule 6.1**;

'Membership' means the state of being a member of the Company in accordance with **rule 6**;

'Board' means the Directors meeting as a board or governing body of the Company comprised in accordance with **rule 29.3**;

'Company Secretary' means any person appointed in accordance with **rule 35** to perform the duties of secretary of the Company and includes an honorary secretary;

'Objects' means the objects of the company under **rule 3.1**;

'Office' means the Company's registered office;

'Office Bearer' means a member of the Board elected as an office bearer of the Company under **rule 29.4**;

'Officer' has the same meaning as in the Corporations Act;

'Person' means natural person;

'President' means any Person elected to act in that capacity as chair of the board by the Board in accordance with **rule 29.4**;

'Register' means the register of Members pursuant to the Corporations Act;

'Registered Address' means the last known address of a Member as noted in the Register;

'Regulations' means the regulations made from time to time in terms of **rule 36**;

'Representative' means the individual, as advised by the Member to the Company Secretary from time to time, who is appointed by a body corporate or institution that is a Member to exercise all or any of the powers that the body corporate may exercise as a Member;

'Resident' means for the purposes of a Chapter that a Member is ordinarily resident in a Chapter in accordance with **rule 48.2(a)**;

'Seal' means the Company's common seal (if any);

'WIL' means Work Integrated Learning; and

'Year' means for the Company or for a Chapter the period between the close of one annual general meeting and the close of the next relevant annual general meeting.

2. INTERPRETATION

2.1. Interpretation

In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form;
- (d) headings, bold type and italics are for ease of reference and convenience only and do not affect the construction and interpretation of this Constitution;
- (e) a reference to the any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it; and
- (f) a reference in a rule in general terms to a person holding or occupying a particular position or office includes a reference to any person who occupies or performs the duties of that position or office for the time being.

2.2. Application of replaceable rules and Corporations Act

- (a) This Constitution is to be interpreted subject to the Corporations Act, however, the rules that apply as replaceable rules to companies under the Act are displaced by this Constitution and do not apply to the Company except to the extent that they are repeated in this Constitution; and
- (b) an expression used in a rule that is defined for the purposes of the Corporations Act has the same meaning as in the Corporations Act unless the contrary intention appears in the expression used in a rule in this Constitution.

3. OBJECTS AND POWERS

3.1. Objects

The Objects for which the Company is established are:

- (a) to promote and enhance WIL throughout Australia;
- (b) to facilitate the development and sharing of knowledge and practice in WIL for the improvement of the student experience;
- (c) to enhance partner/industry improvement within the higher and vocational educational sectors for the provision of WIL opportunities; and

- (d) to foster and facilitate research and scholarship initiatives in WIL.

3.2. Powers

The Company may act in ways and matters consistent with the direct and indirect pursuit of its Objects and in ways and matters incidental to its Objects and in ways that, under the Corporations Act, a public company limited by guarantee may exercise, take or engage in if authorised by its constitution. In pursuing the Objects, the Company may, in any manner permitted by the Corporations Act:

- (a) exercise any power;
- (b) take any action; or
- (c) engage in any conduct or procedure; and
- (d) where the Corporations Act authorises a company to do any matter or thing if so authorised by its constitution, the Company is taken by this rule to be so authorised or permitted to do that matter or thing.

3.3. Exercise of powers

- (a) Where this Constitution uses the word 'may' in providing that a person or body may do a particular act or thing, then whether the act or thing is done or not is at the discretion of the person or body.
- (b) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken to include a power:
 - (i) exercisable in the like manner and subject to any like conditions to repeal, rescind, revoke, amend or vary that act or thing; and
 - (ii) to do the act or thing from time to time.
- (c) Where this Constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (d) Other than in respect of Directors, where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (i) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - (ii) subject to any contract between the Company and the relevant person and any applicable industrial law, to remove or suspend with or without cause any person appointed; and

- (iii) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (e) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (f) Where this Constitution confers a power on a person or body to delegate a function or a power:
 - (i) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (iii) the delegation may be to a specified person or may be to any unspecified person from time to time holding, occupying or performing the duties of a specified office or position;
 - (iv) the delegation may include the power to delegate;
 - (v) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
 - (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body that delegated the function or power.

4. INCOME AND PROPERTY OF COMPANY

4.1. Only to be used to promote objects of the Company

The income and property of the Company will only be applied towards the promotion of the Objects set out in **rule 3.1**.

4.2. No transfers to Members

No income or property will be paid, distributed or transferred directly or indirectly by way of dividend, bonus or other profit distribution to any Member of the Company or former Member of the Company or any person claiming through such a person. Nothing in this Constitution shall prevent payments in good faith to a Member:

- (a) of reasonable and proper amounts in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
- (b) of interest for moneys lent at a rate not exceeding current bank overdraft rates of interest for moneys lent by the Company's bankers to the Company;

- (c) of reasonable and proper remuneration to any employee of the Company;
- (d) of reasonable and proper rent for premises leased by any Member to the Company;
- (e) of reimbursement in good faith or out-of-pocket expenses incurred on behalf of the Company where such expenses have been appropriately authorised in accordance with processes as determined by the Board from time to time; and
- (f) of any other sums payable under this Constitution.

5. PAYMENTS TO BOARD MEMBERS

5.1. General rule

No payment will be made to any Board member of the Company other than payment:

- (a) of out-of-pocket expenses incurred in good faith by the Board member in the performance of any duty as a Board member where the amount payable does not exceed an amount previously approved in accordance with processes as determined by the Board from time to time;
- (b) for any service rendered to the Company by the Board member in a professional or technical capacity, other than in the capacity as Board member, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of interest for moneys lent at a rate not exceeding current bank overdraft rates of interest for moneys lent by the Company's bankers to the Company where the provision of the loan has the prior approval of the Board;
- (d) of reasonable and proper rent for premises leased by any Board member to the Company where the lease has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the lease;
- (e) of fees for occupying the office of Director and carrying out the duties and obligations of that office, where the amounts payable, if any, do not exceed reasonable amounts previously approved by the Board, provided that the total amount that may be paid, if any, to all Directors combined for services as Directors under this **rule 5.1(e)** is determined by the Members in general meeting; and
- (f) relating to an indemnity in favour of the Board member and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

MEMBERSHIP

6. MEMBERSHIP

6.1. Types of membership

- (a) The Company may have an unlimited number of members comprising:
 - (i) the existing Members of the Company when this Constitution becomes effective; and
 - (ii) any other persons that the Board admits to membership in accordance with this Constitution from time to time,including each category of Member referred to in **rule 6.1(b)**.
- (b) There will be five categories of Members of the Company, namely:
 - (i) Voting Members:
 - (A) Ordinary Institutional (Full) Members;
 - (B) Ordinary Institutional (Limited) Members;
 - (C) Ordinary Individual Members;
 - (ii) Non-voting Members:
 - (A) Affiliate Members; and
 - (B) Honorary Members.
- (c) Unless otherwise provided by the terms of membership of a class of Members:
 - (i) all or any of the rights or privileges attached to the class may be varied, whether or not the Company is being wound up, only with the consent in writing of at least 75% of the Members of that class, or with the sanction of a special resolution passed at a separate meeting of the Members of that class;
 - (ii) the provisions of this Constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to each separate meeting of the Members of that class; and
 - (iii) the rights and privileges conferred upon the Members of that class are to be taken as not being varied by the admission of further Members in that class or any category, the establishment of and admission of Members into any new class or category of membership irrespective of the rights or privileges attached to that new class or category of membership, or the cessation of membership irrespective of how it occurs.
- (d) For all purposes, including those in relation to the Corporations Act, a category of membership under this Constitution does not necessarily constitute a distinct class of Members.

6.2. Ordinary Institutional (Full) Members

- (a) The qualifications of Ordinary Institutional (Full) Members are:

- (i) an institution which has involvement in or with, interest in or association with WIL;
 - (ii) which has met any specific qualifying criteria that the Board may set from time to time; and that
 - (iii) completes the admission process by:
 - (A) applying for admission as an Ordinary Institutional (Full) Member using the form or process as determined by the Board from time to time;
 - (B) being accepted as an Ordinary Institutional (Full) Member by the Board; and
 - (C) paying any applicable fees and subscriptions due under this Constitution.
- (b) An Ordinary Institutional (Full) Member is entitled to have an unlimited number of staff, who are engaged by the Ordinary Institutional (Full) Member, to apply to be admitted as Ordinary Individual Members, for no additional fee to the Ordinary Institutional (Full) Member or to the Ordinary Individual Member, if admitted, except that if the Ordinary Institutional (Full) Member ceases to be a Member then the membership of those staff ceases as well.

6.3. Ordinary Institutional (Limited) Members

- (a) The qualifications of Ordinary Institutional (Limited) Members are:
 - (i) an institution which has involvement in or with, interest in or association with WIL;
 - (ii) which has met any specific qualifying criteria that the Board may set from time to time; and that
 - (iii) completes the admission process by:
 - (A) applying for admission as an Ordinary Institutional (Limited) Member using the form or process as determined by the Board from time to time;
 - (B) being accepted as an Ordinary Institutional (Limited) Member by the Board; and
 - (C) paying any applicable fees and subscriptions due under this Constitution.
- (b) An Ordinary Institutional (Limited) Member is entitled to have 5 staff, who are engaged by the Ordinary Institutional (Limited) Member, admitted as Ordinary Individual Members for no additional fee to the Ordinary Institutional (Limited) Member or to the Ordinary Individual Member, if admitted, except that if the Ordinary Institutional (Limited) Member ceases to be a Member then the membership of those staff ceases as well.

6.4. Ordinary Individual Members

- (a) The qualifications of Ordinary Individual Members are:
 - (i) an adult who has involvement in or with, interest in or association with WIL;
 - (ii) who has met any specific qualifying or identification criteria that the Board may set from time to time; and who
 - (iii) completes the admission process by:
 - (A) applying for admission as an Ordinary Individual Member using the form or process as determined by the Board from time to time;
 - (B) being accepted as an Ordinary Individual Member by the Board; and
 - (C) paying, subject to **rules 6.2(b) & 6.3(b)**, any applicable fees and subscriptions due under this Constitution.

6.5. Affiliate Members

- (a) The qualification of Affiliate Members are:
 - (i) any person that has an interest in WIL or who, in the opinion of the Board, could make a contribution to the furtherance of the Objects; and that:
 - (ii) completes the admission process by:
 - (A) applying for admission as an Affiliate Member using the form or process as determined by the Board from time to time;
 - (B) being accepted as an Affiliate Member by the Board; and
 - (C) paying any applicable fees or subscriptions due under this Constitution.
- (b) Affiliate Members have no voting rights.

6.6. Honorary Members

- (a) The qualifications of Honorary Members are:
 - (i) an adult who has an interest in WIL or who in the opinion of the Board, could make a contribution to the furtherance of the Objects and who, in the opinion of the Board, has made an outstanding contribution to, or is a leader in, that person's field; and who
 - (ii) completes the admission process by:

- (A) accepting an invitation from the Board to become an Honorary Member for the period as determined by the Board; and
 - (B) completing the admission as a Honorary Member using the form or process as determined by the Board from time to time.
- (b) Honorary Members pay no membership fees and have no voting rights.

7. MEMBERSHIP APPLICATIONS

7.1. Application

Applications for Membership must be delivered to the Company Secretary at the Office and must be:

- (a) in writing;
- (b) signed by the applicant or otherwise validated as the Board determines from time to time; and
- (c) be in such form and be made in such manner as may be determined by the Board from time to time provided that such form must provide for the Electronic Contact Address of the applicant.

7.2. Consideration Of Membership Applications

- (a) At the earliest practicable meeting of the Board after the receipt of any application for Membership and of such further information, if any, as the Board may require, the Board must consider the application and in its absolute discretion determine to admit or not to admit the applicant.
- (b) The Board may delegate the consideration and determination of any Membership application.
- (c) Subject to **rules 6. & 9.2.(d)**, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

8. REJECTION OF MEMBERSHIP APPLICATIONS

8.1. Written notice of decision not to admit

- (a) When the Board has determined not to admit an applicant to Membership, the Company Secretary, or other person delegated by the Board, must promptly advise the applicant in writing of the decision.
- (b) The Board is not required to give any reason for determining not to admit an applicant to Membership.
- (c) If the applicant has not previously been a Member and is not admitted to Membership in due course then any moneys paid by them for Membership must be returned to them in full.

9. NOTIFICATION TO SUCCESSFUL APPLICANTS

9.1. Notification

When a determination has been made to admit an applicant as a Member, the Company Secretary, or other person delegated by the Board, must promptly advise the applicant in writing of the decision.

9.2. Payment of entrance fee and annual subscription

The acceptance of any application to be a Member is subject to payment of any fees in accordance with **rule 10** and if such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of the Company.

10. ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS

10.1. Fees payable

- (a) The entrance fee and annual subscription payable by each category of Member will be as determined by the Board from time to time.
- (b) The Board may determine different fees for amounts charged to Members as between different categories, if any, of Members and as between Members within a category of membership. The Board may determine that no fee is payable.
- (c) The Board may determine that a Member admitted to membership in the second half of the Membership year will pay only one-half of the relevant annual subscription until that Member's next annual subscription falls due.

10.2. Timing and manner of payments

Any amounts charged to Members are payable in such manner and at such times as are determined by the Board.

10.3. Refunding of fees

No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with **rule 12**.

10.4. Failure to pay subscription

- (a) If a Member does not pay a subscription within 60 days after it becomes due the Board:
 - (i) will give the Member notice of that fact; and
 - (ii) if the subscription remains unpaid 21 days from the date of that notice, that Member's membership is forfeited.
- (b) If a Membership is forfeited pursuant to **rule 10.4(a)**, and the Member thereafter pays all fees in arrears, the Board, if it thinks fit, may reinstate the Membership.

11. THE RIGHTS OF MEMBERS

11.1. Members' rights

- (a) Each Ordinary Member, including Ordinary Institutional (Full) Member, Ordinary Institutional (Limited) Member and Ordinary Individual Member, will have the following rights exercisable by the individual Member or Representative as the case may be:
 - (i) to attend and to speak at general meetings of the Company and at general meetings of the Chapter in which the Member is Resident;
 - (ii) to vote at general meetings of the Company and at general meetings of the Chapter in which the Member ordinarily resides except that an Ordinary Institutional (Full) Member and an Ordinary Institutional (Limited) Member shall not have a right to a vote;
 - (iii) to be eligible for appointment as a member of the Board;
 - (iv) to be eligible for appointment as an Office Bearer subject to **rule 29.4(a)**;
 - (v) to be eligible for election as a member of the Chapter Committee of the Chapter in which the Member is Resident; and
 - (vi) to be eligible for election as an Office Bearer of a Chapter in which the Member is Resident.
- (b) Each Affiliate Member or Honorary Member will have the following rights:
 - (i) to receive notice of general meetings of the Company;
 - (ii) if an individual or the Representative of a body corporate that is an Affiliate Member to attend general meetings of the Company;
 - (iii) if an Honorary Member to speak at general meetings of the Company.
- (c) A right, privilege or obligation which a person has by reason of being a Member of the Company:
 - (i) is personal to the Member and not capable of being transferred to another person by a Member's own act or by operation of law; and
 - (ii) terminates upon the cessation of Membership whether by death, resignation or otherwise.

11.2. Designation of Member

Each Ordinary Institutional (Full) Member, Ordinary Institutional (Limited) Member and Ordinary Individual Member will be entitled to use the designation, 'Member of the Australian Collaborative Education Network Limited'. Individuals who are Ordinary Members may use after their name the initials 'ACEN'.

11.3. Use of ACEN logo

- (a) If a Member applies in writing to the Board to use the logo of the ACEN from time to time, and the Board gives its approval in writing to the Member to use the logo (which approval may be withheld, or, if given, withdrawn at any time, by the Board in its absolute discretion), the Member may use the logo in the manner, and subject to any conditions, specified by the Board.
- (b) Members may not otherwise use the logo.

12. TERMINATION OR SUSPENSION OF MEMBERSHIP

12.1. Interpretation

In this rule:

12.2. Automatic termination of membership – resignation, death, forfeiture or incapacity

Membership will automatically cease:

- (a) if a Member gives the Company Secretary written notice of resignation, from the date of acceptance of that notice by the Board, subject to the Board's power to decline to accept the resignation of a Member while their professional conduct is the subject of investigation or of disciplinary or legal proceedings, in which event the resignation shall take effect from a later date as may be determined by the Board from time to time;
- (b) if membership is forfeited under **rule 10.4 (a)**;
- (c) if the Member:
 - (i) is an individual if the Member dies;
 - (ii) is a body corporate or institution if the Member is wound up or ceases to function as an institution or becomes an 'insolvent under administration' as defined in the Corporations Act;
 - (iii) is an individual if the Member becomes mentally incapacitated or if the Member or his or her estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iv) if the Member ceases to have an Electronic Contact Address on the date that the Board resolves to cease the membership unless the Board resolves otherwise.
- (d) Any Member that ceases to be a Member shall not be readmitted as a Member until any unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on outstanding moneys.

12.3. Investigation and determination of complaints and concerns, and referrals

The Board may in its discretion:

- (a) investigate a complaint or concern in accordance with any Regulations if applicable; and

- (b) refer any complaint or concern or any other matter to a regulator or appropriate law enforcement body in accordance with the Regulations, if any.

12.4. Disciplining of Members

- (a) Subject to this rule the Board may resolve by a majority of at least 75% (rounded down when it is not a whole number) of members of the Board present and eligible to vote to expel any Member, or to suspend any Member from Membership for a specified period, if the Member:
 - (i) fails to comply with this Constitution;
 - (ii) fails to comply with the terms of membership applicable to the Member;
 - (iii) fails to satisfy any undertaking given by the Member upon their admission to membership; or
 - (iv) in the opinion of the Board, has acted in a manner that renders it undesirable that the Member continues to be a Member where such action could include that the Member has acted in a manner prejudicial to the interests of the Company.
- (b) If the Board passes a resolution in accordance with **rule 12.4(a)** to expel or suspend a Member then the Company Secretary must give the Member written notice:
 - (i) setting out the resolution and the grounds upon which it was based; and
 - (ii) stating that the Member has 30 calendar days from the date of the notice to give written submissions to the Board in response to the resolution.
- (c) If the Member gives written submissions in response to the resolution then the Board must consider those submissions at its next meeting and the Company Secretary must then give the Member written notice:
 - (i) as to whether or not the Board still intends to proceed with the resolution; and
 - (ii) if the Board does so intend, that the Member has 21 calendar days from the date of the notice to advise the Board in writing that the Member requires the matter be referred to mediation under **rule 12.4(e)**.
- (d) If the Member does not give written submissions within the time specified in **rule 12.4(b)(ii)** or advice in writing within the time specified in **rule 12.4(c)(ii)** in response to the resolution then the Board may proceed in accordance with **rule 12.4(f)**.
- (e) If the matter is referred to mediation under **rule 12.4(c)(ii)** then the mediation must be conducted:
 - (i) subject to **rule 12.4(e)(ii)**, in such manner as the Board reasonably determines; and

- (ii) in accordance with the rules of natural justice.
- (f) Once the mediation under **rule 12.4(e)** is concluded or if the Member gives no advice in writing under **rule 12.4(c)(ii)** or if the Member makes no written submissions in accordance with **rule 12.4(b)(ii)** then the Board may decide whether or not to endorse the resolution under **rule 12.4(a)** and it is only at that time that any resolution under **rule 12.4(a)** will be effective.

12.5. Re-admission to membership and remission of penalty

The Board may in its discretion:

- (a) agree to re-admit any former Member who re-applies for membership;
- (b) require a former Member re-applying to provide such information or satisfy such other requirements for re-admission as it determines and of which it gives reasonable notice to the former Member; and
- (c) remit any penalty imposed on a Member.

12.6. Publication

The Company may publish on the Company's website and otherwise communicate in its discretion any decision as to the membership status of a Member arising in accordance with **rule 12.4(f)**.

12.7. Member obligations

If the Board makes a reasonable inquiry of a Member about a complaint or concern about that Member, the Member must provide a reasonable response to the Board within the time requested by the Board, or such further time as is agreed.

12.8. Cessation of Membership and subscriptions

Any Member ceasing to be a Member:

- (a) subject to **rule 10.3** will not be entitled to any refund (or part refund) of a fee or subscription;
- (b) shall not be readmitted as a Member until any unpaid monies outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding monies; and
- (c) will continue to be liable for any sum not for which they are liable pursuant to **rule 58.1(a)** to this Constitution.

13. POWERS OF ATTORNEY

13.1. Notation of instrument of appointment

If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's Membership, that Member must deliver the instrument appointing the Attorney to the Company for notation.

13.2. Provision of certified copy

If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

13.3. Evidence of the power of attorney

The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

GENERAL MEETINGS

14. CALLING GENERAL MEETING

14.1. Calling a General Meeting

- (a) The Board or any 4 members of the Board may, whenever they think fit, call and arrange to be held a general meeting of the Company.
- (b) Apart from as provided by **rule 14.1(a)** a general meeting of the Company may be called and arranged to be held only as provided by the Corporations Act.

14.2. Venue for a general meeting

- (a) A general meeting of the Company may be convened to occur at 2 or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

15. NOTICE OF GENERAL MEETING

15.1. Written notice

Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to each person who is at the date of the notice:

- (a) a Member;
- (b) a Director; and
- (c) an auditor of the Company.

15.2. Requirements of notice

- (a) A notice calling a general meeting:
 - (i) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;

- (ii) subject to **rule 15.3** must state the general nature of the business to be transacted at the meeting;
 - (iii) if a special resolution is to be proposed, the details of and intention to propose it; and
 - (iv) must specify the Member's rights in regard to appointing a proxy.
- (b) Except as required by the Corporations Act or as provided in **rule 15.3**, no business other than that specified in the notice convening a general meeting may be transacted at that general meeting.
 - (c) A Member may waive notice of a general meeting by notice in writing to the Company.

15.3. Notice for Annual General Meetings

A notice of an Annual General Meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Board report (in accordance with the statutory requirements for Directors' Reports) and any report from the Auditor;
- (b) the election of Directors or the declaration of the results of an election of Directors; or
- (c) the appointment of the auditor or the fixing of the remuneration of the Auditor.

15.4. Postponement or cancellation

- (a) The Board may change the venue for, postpone or cancel a general meeting of the Company unless the meeting is called and arranged to be held by the Members or the court under the Corporations Act. If a general meeting is called and arranged to be held under section 249D of the Corporations Act the Board may make changes or cancel the meeting in accordance with the Corporations Act.
- (b) No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- (c) Where any general meeting is cancelled or postponed or the venue for the meeting is changed:
 - (i) the Board must make a reasonable attempt to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; but
 - (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect

the validity of the cancellation, the change of venue or the postponement of the meeting.

15.5. Failure to send notice to a Member

- (a) The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any person entitled to receive notice or the non-receipt of a notice (or form) by any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the general meeting.
- (b) A person's attendance at a general meeting waives any objection that that Person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. INTERPRETATION

In rules 17, 18, 20 & 23, 'Member' includes a Member present in person or by proxy, attorney or representative or by direct vote.

17. QUORUM

17.1. No business without a quorum

- (a) No business may be transacted at any general meeting unless a quorum of Members entitled to vote is present at all times during the meeting.
- (b) A quorum shall be the lesser of the number of members of the Board at the time of the meeting plus 1 or half the number of Members entitled to vote.

17.2. Quorum not present

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

- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or in any other case:
- (b) it will stand adjourned to such date, time and place as the President determines or, if no determination is made by the President, to the same day in the next week at the same time and place; and
- (c) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the Members entitled to vote who are present (being not less than 3) will be a quorum.

18. CHAIRPERSON

18.1. President to preside as chairperson

- (a) The President will preside as chairperson at every general meeting of the Company unless:
 - (i) there is no President;
 - (ii) the President is not present within 15 minutes after the time appointed for the meeting or the time at which a quorum is present, whichever is the later; or
 - (iii) the President is present within that time but is unwilling or unable to act as chairperson.

- (b) When the President does not preside in accordance with **rule 18.1(a)** then the Chair of Finance and Audit Committee will preside as chairperson of the general meeting unless:
 - (i) there is no Chair of Finance and Audit Committee;
 - (ii) the Chair of Finance and Audit Committee is not present within 15 minutes after the time appointed for the meeting or the time at which a quorum is present, whichever is the later; or
 - (iii) the Chair of Finance and Audit Committee is present within that time but is unwilling or unable to act as chairperson.

- (c) When the Chair of Finance and Audit Committee does not preside in accordance with **rule 18.1(b)** then:
 - (i) the members of the Board present must elect as chairperson of the meeting another member of the Board who is present and willing to act; or
 - (ii) if no other Director willing to act is present at the meeting, the Members and Representatives eligible to vote who are present in person at the meeting may elect as chairperson of the meeting a Member who is present and willing to act and who is entitled to vote at the meeting.

- (d) Despite anything in **rules 18.1(a) (b) & (c)**, if the President and/or Chair of Finance and Audit Committee and/or any other member or members of the Board later attend a general meeting, the senior of them (elected if necessary as outlined in **rule 18.1(c)(i)** where 2 or more members of the Board are later in attendance) from time to time who is willing to act must take over as chairperson of the general meeting.

18.2. Chairperson to determine procedural disputes

- (a) Subject to this constitution the chairperson of a general meeting at which a quorum is present:
 - (i) shall ensure that all items on the agenda are dealt with, and in the sequence set out, unless the Members eligible to vote who are present in person consent to the order being changed;

- (ii) shall conduct the meeting in a manner designed to facilitate decision making and the transaction of business;
- (iii) shall superintend and control the proceedings in accordance with the requirements of the relevant law, this Constitution and the broad conventions of debate; and
- (iv) if there is a dispute about a question of procedure, the chairperson may determine the question.

19. CONDUCT AND ADJOURNMENT

19.1. Rules of conduct and adjournment

- (a) Subject to **rule 11.1**, a Member or a Representative is entitled to attend and to speak at general meetings.
- (b) The chairperson of a general meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting, subject to the Corporations Act impose a limit on the time that a person may speak on each motion or other item of business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present (see **rule 16**) and entitled to vote.
- (c) The chairperson of a general meeting may take any action they consider appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person in accordance with **rule 22.1**.
- (d) The chairperson of a general meeting at which a quorum is present:
 - (i) in their discretion may adjourn a general meeting at any time during the course of the meetings; and
 - (ii) must adjourn a meeting if the meeting directs them to do so.
- (e) An adjourned general meeting may take place at a different venue to the initial meeting.
- (f) The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial meeting.
- (g) A resolution passed at a general meeting resumed after an adjournment is passed on the day that it is passed.
- (h) Notice of an adjourned general meeting must be given in accordance with **rule 15** if a general meeting has been adjourned for more than 21 days.
- (i) Except as provided by **rule 19.1(h)**, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, subject to **rule 15.4(c)**.

- (j) Where a general meeting is adjourned, the Board may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members or the court under the Corporations Act. If a meeting is called and arranged to be held under section 249D of the Corporations Act then the Board may not postpone it beyond the date by which the Corporations Act requires it to be held and may not cancel it without the consent of the requisitioning Members.
- (k) Nothing in this Constitution is to be taken to limit the powers conferred on the chair of a general meeting by law.

20. DECISION ON QUESTIONS

20.1. Resolution carried by majority of votes

Subject to the Corporations Act in relation to special resolutions, a resolution is carried if at least a majority of the votes cast on the resolution is in favour of the resolution and any such decision is for all purposes a decision of the Members.

20.2. Voting procedure

- (a) A resolution put to the vote of a general meeting is decided on a show of hands of the Members present in person and eligible to vote unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands.
- (b) At any time before a vote on a motion is taken at a general meeting, a summary of the proxy position and, if applicable, direct votes received in relation to the motion must be disclosed to the meeting.

20.3. Result of vote

Unless a poll is demanded:

- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
- (b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

20.4. Demand for poll

- (a) Under **rule 20.2(a)** a poll may be demanded:
 - (i) by the chairperson of the meeting; or
 - (ii) by the lesser of at least 5 Members present (see **rule 16**) and having the right to vote on the resolution or Members with at least 5% of the votes that may be cast on the resolution on a poll.
- (b) The demand for a poll may be withdrawn.

20.5. Impeachment or invalidation of decision

A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

21. TAKING A POLL

21.1. General provisions

- (a) Subject to the Corporations Act relating to polls, a poll will be taken when and in the manner that the chairperson directs.
- (b) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (c) The chairperson may determine any dispute about the admission or rejection of a vote.
- (d) The chairperson's determination, if made in good faith, will be final and conclusive.
- (e) After a poll has been demanded at a meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded except that:
 - (i) A poll demanded on the election of the chairperson pursuant to **rule 18.1c(ii)** or the adjournment of a meeting pursuant to **rule 19.1(d)(ii)** must be taken immediately.

21.2. Casting vote of Chairperson

In the case of an equality of votes upon any proposed resolution the chairperson has a casting vote in addition to the chairperson's votes as a Member or proxy.

22. OFFENSIVE ACTIONS

22.1. Refusal of admission

- (a) The chairperson of a general meeting may refuse admission to, or require to leave and not return to, a meeting a person who:
 - (i) is in possession of a visual and/or sound recording device which in the opinion of the chairperson of the meeting may or does cause inconvenience or disruption to the meeting;
 - (ii) is in possession of placard or banner;
 - (iii) is in possession of an article, which the chairperson considers to be dangerous, offensive or liable to cause disruption;
 - (iv) refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;

- (v) behaves or threatens to behave in a dangerous, offensive or disruptive way; or
 - (vi) is not entitled to receive notice of the general meeting if they are not the proxy or Representative of a person entitled to receive notice of the general meeting.
- (b) The chairperson of the meeting may delegate powers conferred by **rule 22.1(a)** to any person they think fit.

23. VOTES OF MEMBERS

23.1. Right to vote

- (a) A Member entitled to vote has one vote at a general meeting and may vote:
- (i) in person;
 - (ii) by direct vote where this option is offered by the Board; or
 - (iii) by proxy.
- (b) Where the Board has allowed Members entitled to vote to cast a direct vote on a matter by electronic or postal means the voting must be done in a way that identifies that a Member has voted but with the actual way in which the vote is cast secret. Subject to **rules 23.1(a) & (c)**, the Board may put a matter that has been voted on by direct vote to a general meeting.
- (c) If a Member eligible to vote has cast a direct vote on a matter and the Board puts that matter to a general meeting for a vote then if a Member who has already cast a direct vote or their proxy is at the general meeting they are not entitled to vote and must not vote on the matter at the general meeting. Their direct vote will be counted if a poll is taken on the matter

23.2. Suspension of voting rights

A Member is not entitled to vote at a general meeting if the Member's annual subscription is more than 60 days in arrears at the date of the meeting (see **rule 10.4**).

23.3. Mental incapacity of Member

A Member who is entitled to vote and who becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health becomes subject to **rule 12.2(c)(ii)**.

24. OBJECTIONS

24.1. Objection to qualification of voter

An objection to the qualification of a person to vote at a general meeting may only be raised before or at the meeting or adjourned meeting at which the voter tendered their vote.

24.2. Objection to be referred to chairperson

An objection must be referred to the chairperson of the meeting. The chairperson's decision is final.

24.3. Vote not disallowed is valid

A vote which the chairperson does not disallow under **rule 24.2** is valid for all purposes.

25. VOTES BY PROXY

25.1. General rules

- (a) If a Member appoints a proxy, the proxy must not vote on a show of hands.
- (b) A proxy may demand or join in demanding a poll.
- (c) A proxy may, but need not, be a Member or a Member who is entitled to vote..
- (d) A proxy is entitled to a separate vote for each Member entitled to vote that the person represents, in addition to any vote they may have as a Member in their own right.
- (e) A proxy who is not the chairperson may vote or abstain as they choose except that where the appointment of the proxy directs the way the proxy is to vote on a particular resolution at a general meeting and the proxy does not vote or does not attend the meeting and a poll is taken on that resolution then, in accordance with the Corporations Act, before the voting on the resolution closes, the chairperson is taken to have been appointed proxy for that resolution.
- (f) If an appointment directs the way the proxy is to vote on a particular resolution:
 - (i) subject to **rule25.1(e)** the proxy need not vote, but if the proxy does vote, the proxy must vote that way; and
 - (ii) if the proxy is the chairperson of the meeting - the proxy must vote on a poll and must vote that way.

26. DOCUMENT APPOINTING PROXY

26.1. Validity of appointment of proxy

- (a) An appointment of a proxy is valid if it is signed or authenticated in such manner as the Board may determine by the Member making the appointment, or by the Member's attorney and contains the information required by subsection 250A(1) of the Corporations Act. The President may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- (b) The appointment of a proxy is not revoked by the appointor attending and taking part in the general meeting but, if the appointor votes on any resolution, the proxy is not entitled to vote, and must not vote, as the appointor's proxy on the resolution.

- (c) The chairperson of a general meeting may require any person acting as a proxy to establish to the satisfaction of the chairperson of the meeting that the person is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish their identity, they may be excluded from voting in which case **rule 26.6** applies unless the form of proxy indicates otherwise.

26.2. Acceptance by electronic transmission

For the purposes of **rule 26.1**, an appointment received at an electronic address will be taken to be signed by the Member if:

- (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
- (b) the appointment has been verified in another manner approved by the Board.

26.3. Adjourned meeting

A proxy's appointment is valid at an adjourned general meeting unless the form of proxy indicates otherwise.

26.4. Purpose of appointment

A proxy may be appointed for all general meetings or for any number of general meetings or for a particular general meeting.

26.5. Authority of proxy

Unless otherwise provided for in the proxy's appointment, the appointment of the proxy will be taken to confer authority:

- (a) to vote on:
 - (i) any allowable amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion, in a way that is consistent with any direction given by the Member in the appointment;
 - (ii) any procedural motion, including any motion to elect under **rule 18.1(c)(ii)** the chairperson, to vacate the chair or to adjourn the meeting under **rule 19.1(d)(ii)**; and
 - (iii) to vote on any motion before the meeting whether or not the motion is referred to in the appointment; and
- (b) to act generally at the meeting;
- (c) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
- (d) authority to speak to any proposed resolution on which the proxy may vote; and

- (e) authority to demand, or join in demanding, a poll on any resolution on which the proxy may vote.

26.6. Failure to name proxy

Unless otherwise provided in the instrument, but subject to the Corporations Act, an instrument appointing a proxy will be taken to appoint the chairperson of the general meeting as the proxy unless the Member clearly specifies another person or position as proxy and that person individual holding that position attends the general meeting.

26.7. Form of proxy

The instrument appointing a proxy may be in the form set out in Schedule 1 or in a common or usual form in accordance with the Corporations Act.

27. LODGEMENT OF PROXY

27.1. Receipt of appointment of proxy

- (a) The appointment of a proxy must be received by the Company at least 48 hours (or such other minimum period as may be prescribed by the Corporations Act from time to time) or such lesser period as is specified for this purpose in the notice of meeting to which the proxy relates,
- (b) The Board may waive all or any of the requirements of **rules 26.7, 27.1 & 27.2** and in particular may, upon the production of such other evidence as the Board requires to prove the validity of the appointment of a proxy:
 - (i) accept an oral appointment of a proxy;
 - (ii) an appointment of a proxy which is not signed and executed in the manner required by **rule 26.2**; and
 - (iii) the deposit, tabling or production of a copy, including a copy sent by facsimile or by electronic transfer, of an instrument appointing a proxy or of the power of attorney or other authority under which the instrument is signed.

27.2. Place of receipt

The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

- (a) the Office;
- (b) a facsimile number at the Office; or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

28. VALIDITY

28.1. Validity of vote

A vote cast in accordance with an appointment of proxy is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

BOARD STRUCTURE

29. BOARD

29.1. Board members' duties

At all times, any Member (other than the Company Secretary) elected as a Board member will have the same rights and duties as prescribed for directors under the Corporations Act from time to time.

29.2. Five Chapters

For the purposes of this Constitution there will be 5 Chapters which will be:

- (a) the Chapter of the State of New South Wales and the Australian Capital Territory;
- (b) the Chapter of the State of Victoria and the State of Tasmania;
- (c) the Chapter of the State of South Australia and the Northern Territory;
- (d) the Chapter of the State of Western Australia; and
- (e) the Chapter of the State of Queensland.

29.3. Board representatives from each Chapter

The Board, subject to **rule 29.5**, will consist of not less than 3 and up to 11 Directors, all of whom are Members or Representatives eligible to vote, and of which:

- (a) Up to 5 will be elected by the Members eligible to vote in accordance with **rule 30.1(a)**;
- (b) 1 will be a Resident in the Chapter of the State of Victoria and the State of Tasmania and elected by the Members eligible to vote in the Chapter;
- (c) 1 will be a Resident in the Chapter of the State of South Australia and the Northern Territory and elected by the Members eligible to vote in the Chapter;

- (d) 1 will be a Resident in the Chapter of the State of Western Australia and elected by the Members eligible to vote in the Chapter;
- (e) 1 will be a Resident in the Chapter of the State of Queensland and elected by the Members eligible to vote in the Chapter;
- (f) 1 will be a Resident in the Chapter of the State of New South Wales and the Australian Capital Territory and elected by the Members eligible to vote in the Chapter; and
- (g) 1 may be appointed in accordance with **rule 29.5**,

and will function as the board of directors of the Company ('the Board') in accordance with the Corporations Act and this Constitution.

29.4. Election of Office Bearers for the Board

- (a) The Board must, from amongst its own members, subject to **rule 52.3**, elect at the first meeting of the Board after the Annual General Meeting the following Office Bearers:
 - (i) the President; and
 - (ii) the Chair of Finance and Audit Committee.
- (b) If an election to the office of President or Chair of Finance and Audit Committee is tied more than once then the successful candidate must be determined by lot unless at least 1 candidate withdraws.
- (c) Each Office Bearer will be appointed for a term lasting from when they are elected until they vacate their Office at either the next Annual General Meeting because they are retiring by rotation, or at the first meeting of the Board following the Annual General Meeting. Subject to **rule 29.4(d)**, an Office Bearer vacating their position is eligible to stand for re-election.
- (d) No Office Bearer may serve in the same position for more than 2 terms.
- (e) If at any time, there is a vacancy in any of the offices of President or Chair of Finance and Audit Committee, the Board must act as soon as practicable to elect a replacement.

29.5. Appointment of additional member of the Board

- (a) In addition to the members of the Board referred to in **rules 29.3(a) to (f)**, at any time the Board, in its absolute discretion, may (but is not required to) appoint a person (who may or may not be a Member) to be a member of the Board, provided that only one person appointed under this **rule 29.5(a)** shall be a member of the Board at any time.
- (b) A member of the Board appointed under **rule 29.5(a)** will hold office during the period from the time of the member's appointment until the conclusion of the next Annual General Meeting after the member's appointment.

- (c) The power to appoint a person to be a member of the Board under **rule 29.5(a)** is an exclusive power of the Board and may not be exercised by Members in general meeting.
- (d) A person who is a member of the Board appointed under **rule 29.5(a)** and who ceases to hold office under **rule 29.5(b)** at an Annual General Meeting may be reappointed by the Board under rule 29.5(a) after the Annual General Meeting.

30. ELECTION OF BOARD MEMBERS

30.1. Election of Board member

- (a) The Company may, at the annual general meeting at which a member of the Board appointed under **rule 29.3(a)** retires or at which a vacancy in the position of a member of the Board under **rule 29.3(a)** exists, fill the vacated position by electing an individual to that office from the Members or Representatives listed on the Notice of Meeting.
 - (i) An eligible Member or Representative who wishes to stand for election as a member of the Board must be nominated by 2 Members eligible to stand for election or to have a Representative stand for election.
 - (ii) The nomination form shall be in writing, contain the consent of the Member or Representative who is a candidate to be a member of the Board and be signed by the nominated Member or Representative and the nominating Members or Representatives.
 - (iii) Nominations for the position of member of the Board shall be lodged with the Company Secretary not more than 10 weeks and not less than 5 weeks before the date of the annual general meeting.
 - (iv) A Member or Representative may submit with their nomination form a resume of not more than 150 words. Such resume:
 - (A) may only include details in relation to:
 - (1) the candidate's qualifications and relevant experience;
 - (2) the candidate's contribution to the Company and to WIL; and
 - (3) key issues the candidate sees as facing the Company;
 - (B) must not endorse, disparage or otherwise refer to any other candidate or any other Director;
 - (C) must not contain anything that is defamatory; and
 - (D) must comply with any applicable Regulations set by the Board.
 - (v) The Company Secretary may in good faith edit any resume in such manner as they see fit to ensure compliance with **rule 30.1(a)(iv)**.

- (vi) The information provided in the resume will be included as the only information from the candidate in the notice of meeting.
- (b) Each relevant Chapter when required may, at the annual general meeting at which the Chapter Committee is appointed under **rule 49** elect the relevant member of the Board under **rules 29.3(b)to(f)** in accordance with **rules 48.2(d) & 49**.

30.2. Term of office

The Members of the Board appointed under **rule 29.3(a) to (f)**:

- (a) will hold office during the period from the conclusion of the Annual General Meeting immediately following their appointment until the conclusion of the second Annual General Meeting after that date; and
- (b) may serve no more than 3 successive terms of 2 Years before having at least 1 full term off the Board before being eligible to stand for appointment to the Board.

31. CASUAL VACANCY OF MEMBERS

31.1. Appointment for casual vacancy

- (a) If, at any time, there is a casual vacancy on the Board in respect of the member or members of the Board appointed for any Chapter, the Chapter Committee for that Chapter will:
 - (i) appoint a Member or Representative who is Resident in that Chapter and eligible to be appointed to fill the casual vacancy;
 - (ii) give written notice to the Company Secretary of the name of the Member or Representative appointed and their consent to act as a Director form;
 - (iii) the Member or Representative so appointed will hold office as a member of the Board from the time when the consent to act form is received by the Board until the conclusion of the next Annual General Meeting following the election by that Chapter in accordance with **rule 32.1**;
 - (iv) provided that if the vacancy occurs once the period for nomination of candidates under **rule 49** has commenced then the vacancy shall only be filled in the normal process of election subject to **rule 46.2**.
- (b) If, at any time, there is a casual vacancy on the Board in respect of members appointed in accordance with **rule 29.3(a)** then the Board will:
 - (i) appoint a Member or Representative who is eligible to be appointed to fill the casual vacancy; and
 - (ii) the Member or Representative so appointed will hold office as a member of the Board until the conclusion of the next Annual General Meeting at which an election for such members occurs in accordance with **rule 32.1**;

- (iii) provided that if the vacancy occurs once the period for nomination of candidates under **rule 30.1** has commenced then the vacancy shall only be filled in the normal process of election, subject to **rule 46.2**.

32. RETIREMENT

32.1. Compulsory retirement

Subject to **rule 31**, all members of the Board (including Office Bearers) must retire from office at the conclusion of the second Annual General Meeting after the Annual General Meeting at which the member of the Board took office.

- (a) As regards the timing of these terms:
 - (i) For the first Annual General Meeting following the implementation of this Constitution the members of the Board to be appointed from the Chapters in accordance with **rules 29.3(b) to (f)** will stand for election;
 - (ii) For the second Annual General Meeting following the implementation of this constitution the members of the Board to be appointed from the general Membership in accordance with **rule 29.3(a)** will stand for election;
 - (iii) For each subsequent Annual General Meeting the relevant members of the Board reaching their term under **rule 30.2** will stand for election.
 - (iv) At the time this Constitution is implemented the members of the Board will be as follows:
 - (A) Chapter members:
 - (1) Sonia Ferns;
 - (2) Ceri MacLeod;
 - (3) Deborah Peach;
 - (4) Gail Quirk; and
 - (5) Freny Tayebjee;
 - (B) General Membership members:
 - (1) Keri Moore;
 - (2) Heather Smigiel;
 - (3) Calvin Smith;
 - (4) Ruth Wallace; and
 - (5) Michael Whelan;

- (C) Office Bearer members:
 - (1) Matthew Campbell;
 - (2) Judie Kay; and
 - (3) Pam Struthers.

- (D) Despite **rule 29.3** until the second Annual General Meeting following the implementation of this Constitution the Board may consist of up to 14 members comprising the persons named in this **rule 32.1(a)(iv)**, any replacements appointed from Chapters to fill casual vacancies and any person appointed under **rule 29.5**.

- (E) Immediately following the second Annual General Meeting after the implementation of this Constitution this **rule 32.1(a)(iv)** ceases to have effect and is removed from this Constitution.

32.2. Eligible for re-election

A retiring Board member will be eligible for re-election subject to **rule 30.2(b)**.

33. FILLING VACATED OFFICE

33.1. Retiring Board Member

When a member of the Board retires at an Annual General Meeting, the Chapter which appointed the retiring member under **rules 29.3(b)to(f)** may appoint a person to fill the vacated office elected in accordance with **rule 49**.

34. VACATION OF OFFICE BY MEMBER OF THE BOARD

34.1. Vacancy

- (a) Subject to **rules 34.1(b) & (c)**, a person vacates their office of member of the Board (and thus a Director) at the conclusion of the annual general meeting at which they retire or their term of office expires subject to them being re-elected or re-appointed a Member Director in accordance with this Constitution.

- (b) Any member of the Board may resign by giving written notice to the Company through the Company Secretary of their intention to resign and the resignation will take effect at the time expressed in the notice provided that the time is not earlier than the date of delivery of the written notice to the Company Secretary.

- (c) The office of a member of the Board becomes vacant if the Director:
 - (i) becomes bankrupt or has signed an authority authorising a Registered Trustee to call a meeting of the Director's creditors and to take over the control of the Director's property, or authorising his or her solicitors to call a meeting of the creditors, or the Director has executed a deed of assignment or a deed of arrangement, or a composition has been accepted by his or her creditors;

- (ii) becomes prohibited from being a director of a Company by reason of any order made under the Corporations Act;
- (iii) under any legislation relating to mental health, is certified, declared or found to be mentally ill or in need of treatment or care and control or incapable of managing his or her own affairs or is admitted to, and remains in a hospital or other institute for the treatment of mental illness, or a guardian is appointed to the member or a trustee or administrator is appointed to his or her estate;
- (iv) is removed by a resolution of the Company;
- (v) is absent, with or without the consent of the Board, from 4 consecutive meetings of the Board over a period of at least 4 months unless at the next meeting of the Board, the Board resolves otherwise with the date of any vacancy to be the date of that next meeting;
- (vi) becomes an employee or holds any office of profit under the Company, except in the case of the Company Secretary or in accordance with **rule 5.1(e)**;
- (vii) subject to **rule 29.5**, ceases to be a Member eligible to be appointed to the Board or the Representative of a Member eligible to have a Representative appointed to the Board;
- (viii) has or enters into directly or indirectly a material personal interest in any contract or proposed contract with the Company or any other material personal interest and fails to declare the nature of the interest as required by the Corporations Act; or
- (ix) is convicted on indictment of an offence and the Board does not within 2 months after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director.

35. COMPANY SECRETARY

35.1. Appointment by the Board

There must be at least one Company Secretary who will be appointed by the Board in accordance with the Corporations Act for a term and for such remuneration and on such conditions as are determined by the Board.

35.2. Suspension, removal or dismissal by Board

Any Company Secretary so appointed may, subject to the terms of the Company Secretary's terms of engagement and the law, be suspended, removed or dismissed by the Board.

35.3. Need not be a Member

The Company Secretary is not required to be a Member of the Company.

35.4. Right to attend meetings

The Company Secretary is entitled to attend and be heard on any matter at all Board meetings and general meetings of the Company, but will not have any right to vote at meetings of the Board or to perform any of the functions of a director of the Company unless he or she is also appointed as a director of the Company in accordance with this Constitution. At general meetings, the Company Secretary will have any applicable voting rights as a Member or Representative or proxy of a Member.

36. THE POWERS AND DUTIES OF THE BOARD AND OTHER COMMITTEES

36.1. General Powers

- (a) The business of the Company is to be managed by the Board who may exercise all the powers of the Company not required by the Corporations Act, or by this Constitution, to be exercised by the Company in general meeting.
- (b) A majority of not less than 75% of Board members present and voting at a duly convened meeting of the Board may make, amend or repeal By-Laws or Regulations.

36.2. Specific Powers

Without limiting the generality of **rule 36.1**, the Board may exercise all the powers of the Company to:

- (a) borrow money;
- (b) mortgage or charge any property or business of the Company;
- (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

36.3. Rate of interest

In accordance with **rule 4**, the rate of interest payable in respect of money lent by Members to the Company will not exceed the current bank overdraft rates of interest for moneys lent by the Company's bankers to the Company.

36.4. By-Laws and Regulations

- (a) All By-Laws or Regulations, if any, are subject to this Constitution, the Corporations Act and must not be inconsistent with this Constitution or those Corporations Act provisions.
- (b) Any By-law or Regulation made by the Board may be disallowed by the Company in general meeting.

36.5. Validity of resolutions

No resolution made by the Company in general meeting will invalidate any prior act of the Board which would have been valid if that resolution had not been passed.

36.6. Payments, signing of cheques and receipts

All payments including without limitation electronic payment, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company will be paid, signed, drawn, accepted, endorsed in such manner as the Board determines from time to time.

37. APPOINTMENT OF COMMITTEES AND DELEGATION OF POWERS

37.1. Committees

To the extent permitted by law, the Board may appoint one or more committees or working parties which will comprise such number of persons, being Members, Representatives or other persons, and have such powers, as the Board may determine in its absolute discretion.

37.2. Delegation of Board powers

The Board may delegate to any such committee or working party established under **rule 46.1** any of its powers (not being duties imposed on it as the board of directors of the Company by the Corporations Act or the general law) other than powers relating to:

- (a) the application of the Seal, if there is a Seal;
- (b) the financial affairs of the Company, subject to any powers that may be delegated to the Finance and Audit Committee of the Board; and
- (c) matters affecting the relations of the Company with overseas bodies having objects similar to the Objects.

37.3. Exercise of Sub Committee powers

- (a) Any such committee or working party will exercise the powers delegated to it, subject always to the control and regulation of the Board, which may make such terms of reference governing the proceedings of, and fixing the quorum for meetings of, any such committee or working party.
- (b) Each committee or working party will have the power to co-opt any Member or Members, Representative or Representatives or other persons, unless the Board determines otherwise.

37.4. One member to be a Board member

At least one member of each committee or working party must be a Board member.

37.5. Meetings of committees or working parties appointed by Board

- (a) Any committee or working party appointed by the Board may meet and adjourn, as it thinks fit and any meeting will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board.
- (b) Questions arising at any meeting will be determined by a majority of votes of the members of the committee or working party present.

- (c) In the case of an equality of votes pursuant to a vote under this **rule 37.5**, the chairperson of the committee will have a second or casting vote.

37.6. Revocation or variation of delegation

The Board may at any time revoke or vary any delegation under this **rule 37 or rule 52.4**.

38. VALIDITY OF ACTS

38.1. Valid even if defective

All acts done by any meeting of:

- (a) the Board;
- (b) any other committee appointed by the Board; or
- (c) by any person acting as a member of the Board, or other committee,

notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board, or committee or that the members of the Board, or other committee or any of them were disqualified, will be as valid as if every such person had been duly appointed and was not disqualified.

39. MEETINGS OF THE BOARD

39.1. Requisitioning of Board Meetings

- (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meeting as it thinks fit.
- (b) The President or any 4 members, or more, of the Board may at any time, and the Company Secretary must on the request of the President or any 4 or more Board members, call a meeting of the Board.
- (c) Unless special circumstances apply, a meeting of the Board must be called on at least 48 hours written notice of a meeting to each Board member save that 21 days' written notice will be required for any meeting at which a matter requiring the approval of not less than 75% of Board members present and voting will be considered.
- (d) Notice of a meeting of Board members may be given in writing, or the meeting may be otherwise called using any technology consented to by all Board members.

39.2. No notice required

It is not necessary to give notice of a meeting of the Board to a Board member whom the Company Secretary, when giving notice to the other Board members, reasonably believes to be outside Australia.

39.3. Form of meeting

- (a) Subject to the Corporations Act, a Board meeting may be held by the Board members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) The Board members need not all be physically present in the same place for a Board meeting to be held.
- (c) This **rule 39.3** applies to meetings of Board sub-committees as if all committee members were Board members.
- (d) Subject to **rule 47.1**, a Board member who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

39.4. Quorum

- (a) A quorum is the lesser of 5 members of the Board for the time being, or half the number of members of the Board for the time being, rounded up if not a whole number.
- (b) Where a quorum cannot be established for the consideration of a particular matter at a meeting of Board members, the chairperson may call a general meeting of Members to deal with the matter.

40. MINUTES OF MEETINGS

40.1. Minutes to be made

The Board must cause minutes to be made of general meetings of the Company and of meetings of the Directors (including Committees of the Board) and of resolutions passed by Directors and Committees of the Board without a meeting that:

- (a) are recorded in books kept for that purpose within 1 month following the relevant meeting; and
- (b) record the proceedings and resolutions including all disclosures of interest made under **rule 47.1**.

40.2. Chairperson to sign minutes

- (a) The minutes made pursuant to **rule 40.1** must be signed within a reasonable time after the meeting or the resolution by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (b) A minute that is recorded and signed under **rules 40.1 & 40.2** is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

40.3. Registers

The Company must keep all registers required by this Constitution and the Corporations Act.

41. DECISIONS OF THE BOARD

41.1. Majority of votes

Subject to this Constitution, questions arising at any meeting of the Board will be decided by at least a majority of votes of Board members present and voting.

41.2. Right to vote

Each Board member has one vote.

41.3. Chairperson vote

In case of an equality of votes, the chairperson of the meeting will have a second or casting vote.

42. WRITTEN RESOLUTION

42.1. Procedure

- (a) The Board may pass a resolution without a Board meeting if the members of the Board entitled to vote on the resolution sign a document containing a statement of the resolution set out in the document. For this purpose signatures can be contained in more than 1 document and can include electronically transmitted signatures.
- (b) A resolution under **rule 42.1(a)** shall be deemed to have been passed, subject to **rule 42.1(c)**, if 1 week, or such other period as has been specified in the document accompanying the proposed resolution, has expired since the proposed resolution was circulated to the members of the Board and at least a majority of members of the Board who have responded has signed a document containing a statement that they are in favour of the resolution set out in the document provided that the number of members of the Board in favour is sufficient for a quorum at a Board meeting in accordance with **rule 39.4**.
- (c) Resolutions passed in accordance with **rule 42.1(b)** are to be taken to have been passed at a meeting of the Board held on the date 1 week after the resolution was distributed to members of the Board or such other date as may be specified in the document accompanying the proposed resolution or on the date the resolution was assented to by the last member of the Board who constituted the quorum in favour, whichever is the sooner.
- (d) For **rule 42.1(a)** a member of the Board may signify assent to a document by signing the document or by notifying the Company Secretary of the assent of member of the Board in person or by post or by telephone, fax, email or other electronic means.
- (e) Where a member of the Board signifies assent to a document other than by signing the document, the member of the Board must by way of confirmation sign the document at the next meeting of the Board attended by that member of the Board, but failure to do so does not invalidate the resolution to which the document relates.
- (f) Any document referred to in this rule may be in the form of a facsimile or electronic transmission.

- (g) The minutes of the Board must record that a resolution was dealt with in accordance with this rule.
- (h) This rule applies to meetings of Board sub-committees as if all members of the sub-committee were Board members.

43. CHAIRPERSON'S CASTING VOTE

Other than for the election of Office Bearers under **rule 29.4**, in the case of an equality of votes upon any proposed resolution the chairperson of the meeting, in addition to their deliberative vote, has a casting vote.

44. CHAIRPERSON

44.1. President to preside as chairperson

- (a) The President has such powers and duties as specified in this Constitution, as required by law and as determined by the Board.
- (b) The President if present within 10 minutes after the time appointed for the holding of the meeting, and if willing to act, must preside as chairperson at each meeting of the Board.
- (c) If there is no President, or if at any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, or is unwilling to act then the Chair of Finance and Audit Committee must preside as chairperson.
- (d) If the Chair of Finance and Audit Committee is not present within 10 minutes after the time appointed for the holding of the meeting, or is unwilling to act, then the members of the Board must elect one of their number to chair the meeting.
- (e) Despite anything in **rule 44.1(a) to (c)**, if the President later attends a meeting of the Board or is later willing to act then they must take the role of chairperson of the meeting.

45. APPOINTMENT OF ALTERNATE OR REPLACEMENT DIRECTORS BY CHAPTER COMMITTEES

45.1. No alternate Directors

Neither Directors nor Chapter Committees are entitled to appoint alternate Directors.

45.2. Entitlements of Chapter Committees to replace casual vacancies to Directors appointed by Chapters

- (a) Subject to **rule 31.1(a)** where a Director appointed in accordance with **rules 29.3(b) to (f)** vacates their position in accordance with **rules 34.1(b) & (c)** the Committee of the relevant Chapter may appoint a replacement from:
 - (i) Members or Representatives who are eligible who are serving on the Chapter Committee; or

- (b) Members or Representatives who are eligible for appointment as a Director and who are Residents within the relevant Chapter.
- (c) Any appointment under this **rule 45** must be made by notice in writing delivered to the Company Secretary.

46. REMAINING BOARD MEMBERS

46.1. Vacancies

The Board may act even if there are vacancies on the Board.

46.2. Minimum number

If the number of Board members is less than the minimum number required under the Corporations Act, the Board members may act only to:

- (a) appoint a replacement Board member or members to fill a vacancy or vacancies in accordance with **rule 31.1(b)**;
- (b) request relevant Chapter Committees appoint a replacement Board member or members to fill a vacancy or vacancies in accordance with **rules 31.1(a) & 45.2**;
- (c) call a General Meeting; or
- (d) to deal with an emergency.

47. BOARD MEMBERS

47.1. Board Members' Interests

- (a) No contract made by a Board member with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Board member may be in any way interested is avoided or rendered voidable merely because of the Board member holding office as a Board member or because of the fiduciary obligations arising out of that office.
- (b) No Board member contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Board member holding office as a Board member or because of the fiduciary obligations arising out of that office.
- (c) A Board member is not disqualified merely because of being a Board member from contracting with the Company in any respect.
- (d) A Board member or a body or entity in which a Board member has a direct or indirect interest may:
 - (i) enter into any agreement or contract or arrangement with the Company;

- (ii) be appointed to hold any office or place of profit under the Company other than the office of auditor, except that the Board member may not receive remuneration in that appointed capacity; and
- (iii) act in a professional capacity other than as auditor for the Company,

and the Board member may receive and keep beneficially any remuneration (subject to **rule 47.1(d)(ii)**), profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company as if he or she was not a Board member.

- (e) A Board member, who has a direct or indirect material personal interest in a matter relating to the Company, must disclose the nature of that interest to the Board as soon as practicable after the interest arises.
- (f) A Board member who has a material personal interest in a matter that is being considered at a Board meeting must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter, unless permitted by the Corporations Act to do so, in which case the Board member may:
 - (A) be counted in determining whether or not a quorum is present at any meeting of Board members considering that contract or arrangement or proposed contract or arrangement;
 - (B) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (C) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (g) A Board member may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Board member as a director or officer of, or from having an interest in, that body corporate.
- (h) The Board may make Regulations requiring the disclosure of interests that a Board member, and any Person deemed by the Board to be related to or associated with the Board member, may have in any matter concerning the Company or a related body corporate and any Regulations made under this Constitution shall bind all Board members.

CHAPTER COMMITTEES

48. OFFICE BEARERS AND MEMBERS

48.1. Chapter Office Bearers

The Office Bearers of each Chapter, as specified in **rule 29.2**, will consist of:

- (a) a Chapter Chair; and may consist of
- (b) a Chapter Treasurer; and
- (c) a Chapter Secretary;
- (d) provided that where a member is not appointed to the Office Bearer position of Chapter Treasurer or Chapter Secretary the Chapter Committee must determine how within the Chapter Committee the functions of the Chapter Treasurer or Chapter Secretary are to be administered.

48.2. Number of members of Chapter Committees

- (a) At all times there will be a Chapter Committee for each Chapter, as specified in **rule 29.2**, the members of which will be Members or Representatives who are eligible to vote:
 - (i) whose address in the Register is within that Chapter; or
 - (ii) who are associated with an Institution which primarily operates from that Chapter; or
 - (iii) who have another agreement in writing with the Board with respect to their membership of a that Chapter.
- (b) The number of members of the various Chapter Committees in each case will include the up to 3 Office Bearers of the Chapter.
- (c) There will not be less than 2 and not more than 6 members on each Chapter Committee, with the precise number to be determined by the Chapter Committee in its absolute discretion.
- (d) The Chapter Director on the Board may, but need not be, an Office Bearer of the Chapter or a member of the Chapter Committee but if they are not a member of the Chapter Committee they have a right to attend Chapter Committee meetings.

49. ELECTION OF MEMBERS OF THE CHAPTER COMMITTEE

49.1. Annual general meeting and election of office bearers and members

- (a) The Chapter Committees will hold an annual general meeting between the end of the Company's financial year and six weeks before the Annual General Meeting of the Company..
- (b) When required, the annual general meeting will include the electing of Office Bearers and Members to the Chapter Committee and the Chapter appointee to the Board under **rules 29.3(b) to (f)**.

49.2. Term of office

The Office Bearers elected to the Chapter Committees take office immediately upon the conclusion of the annual general meeting at which they are elected, and will serve for a term until the conclusion of the second annual general meeting after their election.

49.3. Method of election of members of the Chapter Committee

The election of the members of the Chapter Committee for each Chapter will take place in the following manner:

- (a) any 2 Members entitled to vote who are Residents within the Chapter will be capable of nominating any other Member entitled to vote or Representative of a Member who are Residents within the Chapter to serve as a member of the Chapter Committee or as the Chapter appointee to the Board;
- (b) each nomination must be:
 - (i) in writing,
 - (ii) signed by the Member or Representative nominated;
 - (iii) signed by the Member or Representative who proposed and the Member or Representative who seconded the nomination; and
 - (iv) lodged with the Chapter Secretary not earlier than 49 days or later than 21 days before the annual general meeting of the Chapter in which the election is to take place;
- (c) a list of the nominees' names in alphabetical order, with the names of their proposers and seconders, must be made available to the Company Secretary at least 14 days preceding the annual general meeting of the Chapter;
- (d) balloting lists must be prepared (if necessary) containing the names of the nominees only, in alphabetical order, and each Member or Resident eligible to vote and Resident within the Chapter and present at the annual general meeting of the Chapter will be entitled to vote for any number of such nominees but not exceeding the number of vacancies;
- (e) in case there will not be a sufficient number of nominees nominated, nominees will be deemed elected and the Chapter Committee for the Chapter may fill any vacancy or vacancies as casual appointments.
- (f) The Chapter Committee must send a notice of meeting to Members of the Chapter before the annual general meeting. To the extent that it is necessary and is possible requirements for the notice of meeting will be similar to the requirements for the notice of meeting for a general meeting of the Company except that the notice period will be 14 days and the closure of proxies will be in accordance with **rule 49.3(h)**. When required the notice of meeting must include the list of candidates for election, including the positions for which they are seeking election.
- (g) To the extent that it is necessary and is possible, requirements for the proceedings at Chapter annual general meetings will be similar to the requirements for a general meeting of the Company except that:

- (i) the quorum will be 3 Members entitled to vote ; and
 - (ii) the business will include a report to the Members on the business of the Chapter for the previous financial year and, when necessary, elections.
- (h) To the extent that it is necessary and is possible, requirements for the appointment of proxies by Members to Chapter annual general meetings will be similar to the requirements for a general meeting of the Company except that the closing of proxies will be the normal close of business on the last Business Day before the day on which the meeting is held and proxies are to be returned to the Chapter Secretary.

50. FILLING OF CASUAL VACANCIES BY CHAPTER COMMITTEE

50.1. Appointment of member

- (a) A Chapter Committee will have power from time to time to appoint any Member or Representative who is Resident within the Chapter to the Chapter Committee for that Chapter to fill a casual vacancy amongst members of the Chapter Committee.
- (b) Any Office Bearer of the Chapter or other member of that Chapter Committee so appointed will hold office until the next annual general meeting at which the Chapter Committee would normally stand for election.
- (c) When for any reason there is no Chapter Committee or a Chapter Committee has fewer than the minimum members in accordance with **rule 48.2(c)** and the remaining members of the Committee are unable to appoint casual vacancies to the Chapter Committee in accordance with **rule 50.1** then the Board may appoint members to the Chapter Committee. Any such appointees shall be treated as casual appoints and hold office in accordance with rule 50.1(b).

51. VACATION OF OFFICE BY OFFICE BEARER OR MEMBER OF CHAPTER COMMITTEE

51.1. Vacation of Office

The office of an Office Bearer of a Division or of a member of a Chapter Committee will become vacant if the member:

- (a) becomes bankrupt or has signed an authority authorising a Registered Trustee to call a meeting of the member's creditors and to take over the control of the member's property, or authorising the member's solicitors to call a meeting of creditors, or the member has executed a Deed of Assignment or a Deed of Arrangement, or a composition has been accepted by his or her creditors;
- (b) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act;
- (c) under legislation relating to mental health, is certified, declared or found to be mentally ill or in need of treatment or care and control or incapable of managing their own affairs or is admitted to, and remains in, a hospital or other institution for the treatment of mental illness or a guardian is appointed to the member or a Trustee or Administrator is appointed to the member's estate;

- (d) resigns from his or her office by notice in writing to the Chapter Secretary;
- (e) is removed by resolution of the Chapter;
- (f) for more than 3 meetings or 6 months, is absent without permission of the Chapter Committee from meetings of the Chapter Committee held during that period;
- (g) ceases to be a Member or the Representative of a Member;
- (h) ceases to be Resident in the Chapter; or
- (i) is directly or indirectly interested in any contract, or proposed contract with the Company, except where the member makes a declaration of interest to the Company.

51.2. Removal or suspension of Chapter Committee member

- (a) If the conduct or position of any Chapter Committee member is such that continuance in office appears to the majority of the Chapter Committee members to be prejudicial to the interests of the Company, a majority of Chapter Committee members at a meeting of the Chapter Committee members specifically called for that purpose may recommend the removal or suspension of that Chapter Committee member.
 - (i) Any recommendation must be referred to the Board which must consider the matter. The Board may call for additional information, including inviting input from the subject Chapter Committee member. The Board may resolve to reject, alter or endorse the recommendation from the Chapter Committee and must inform the Chapter Committee of its decision. The Chapter Committee must then act on the Board's decision.
- (b) If a Chapter Committee member, who is a Member or a Representative and that Membership is suspended or cancelled, his or her appointment to the Chapter Committee will be automatically suspended for the same period, or he or she will be automatically removed from the Chapter Committee, as the case may be.
- (c) A vacancy created by a Chapter Committee member's removal will be deemed to be a casual vacancy and may be filled in accordance with this Constitution.

52. POWERS AND DUTIES OF CHAPTER COMMITTEES

52.1. Business of each Chapter

Subject to the delegation of its powers on behalf of the Board, the business of each Chapter will be managed by, and vested in its Chapter Committee.

52.2. Functions of Chapter Directors

Chapter Directors on the Board may, but need not be, an Office Bearer or member of a Chapter Committee. Chapter Directors are responsible for liaising between the Board and Chapter Committees in arranging and managing Company events within the Chapter and for providing

guidance to the Company's Chapter membership and for representing that Chapter's views at Board meetings.

52.3. Restriction on Chapter Directors

Chapter Directors may not hold the position of an office bearer on the Board.

52.4. Powers, duties and functions of Chapter Committees

Chapter Committees will have the following powers, duties and functions:

- (a) subject to approval by the Board, including the approval of any necessary budgets, to engage all such officers and servants as it may consider necessary for such term and at such remuneration and upon such conditions as it may think fit and the suspension or removal any such officers or servants;
- (b) to cause minutes to be made of:
 - (i) all appointments of officers and servants,
 - (ii) all names of members of the Chapter Committee present at all general meetings of the Chapter and at all meetings of the Chapter Committee; and
 - (iii) all proceedings at all general meetings of the Chapter and meetings of the Chapter Committee,

and such minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting and the Chapter Secretary must forward a copy of the minutes to the Company Secretary;

- (c) to liaise as necessary with the Company Secretary as regards the Register with respect to Members Resident within the Chapter;
- (d) to supply to the Board, or to such other persons as the Board may nominate, such information and reports concerning the affairs of the Chapter as the Board may require from time to time;
- (e) provided that it has previously been authorised in writing by the Board to do so, to purchase, lease or mortgage any property, or incur any liability in excess of the amount of funds, all of which belong to the Company, actually under its control;
- (f) to ensure at all times that the activities of the Chapter are consistent with the Constitution of the Company;
- (g) to vest in the Chapter Secretary such powers and authorities as it may from time to time determine and the Chapter Secretary must exercise all such powers and authorities subject at all times to the control of the Chapter Committee;
- (h) to meet regularly and at such times and places as may be determined from time to time by it, or, in the absence of any such determination, at such times and

places as the Chapter Secretary, on the instructions of the Chapter Chair, or on the requisition of 2 members of the Chapter Committee, will notify to members of the Chapter Committee; and

- (i) carry out such other functions, tasks or activities as is determined from time to time by the Board.

52.5. Payments to Chapter Committee members

No payment will be made to any Chapter Committee member of the Company other than payment:

- (a) of out-of-pocket expenses incurred by the Chapter Committee member in the performance of any duty as a Chapter Committee member where the amount payable does not exceed an amount previously approved by the Chapter Committee;
- (b) for any service rendered to the Company by the Chapter Committee member in a professional or technical capacity, other than in the capacity as Chapter Committee member, where the provision of the service has the prior approval of the Chapter Committee and where the amount payable is approved by the Chapter Committee and is not more than an amount which commercially would be reasonable payment for the service and the provision of the service and the amount payable has the prior approval of the Board; and
- (c) of any salary or wage due to the Chapter Committee member as an employee of the Company where the terms of employment have been approved by the Chapter Committee of the Company and by the Board.

52.6. Right to Vote

- (a) Each member of a Chapter Committee will have one vote.
- (b) The chairperson of a Chapter Committee meeting, in the event of there being an equality of votes, will also have a casting vote.

52.7. Notice of Chapter Committee Meetings

- (a) Members of the Chapter Committee must be given 14 days notice of any meeting specifying the time, place and general nature of the business of such meeting. If the Chapter Director is not a member of the Chapter Committee, notice must also be given to the Chapter Director.
- (b) Where the Chapter Chair considers an emergency exists, the Chapter Chair may take such steps as the Chapter Director considers necessary to notify members of the Chapter Committee of the proposed meeting notwithstanding that 14 days' notice may not have been given.

52.8. Quorum of Chapter Committee

A quorum at a meeting of a Chapter Committee will be half the number of members of such Chapter Committee, rounded up if not a whole number, plus one.

52.9. Chairperson of Chapter Committee Meetings

- (a) At a meeting of a Chapter Committee, the Chapter Chair will preside as chairperson unless unwilling to act or absent.
- (b) If the Chapter Chair is unwilling to act or is absent, the Chapter Treasurer will preside if present and willing to act.
- (c) If both are unwilling to act or are absent, then, after 15 minutes have elapsed after the time appointed for the meeting, the members of the Chapter Committee present, provided that they constitute a quorum, may elect 1 of their number as chairperson of the meeting.

52.10. General Meetings of Divisions

- (a) The provisions of **rules 16 to 28** inclusive will apply to each meeting of each Chapter Committee with such necessary adaptation as the circumstances require and it will be the duty of each Division to comply so far as is practicable with the provisions of those rules as adopted.
- (b) Those necessary adaptations will include provisions that:
 - (i) the quorum for a general meeting of a Chapter will be 4 Members eligible to vote Resident in the Chapter present in person; and
 - (ii) the annual general meeting of each Chapter will be held not less than 28 days before the Annual General Meeting in each year.

52.11. Election of Chapter Committee

The election of the Chapter Committee will be included as ordinary business of an annual general meeting of the Chapter when required.

52.12. Accounts of the Chapter

- (a) The provisions of **rule 57.1** of this Constitution will apply to each Chapter with such necessary adaptation as the circumstances require and as agreed by the Board. As a minimum, Chapter Committees will be required to operate a cash book. It will be the duty of each Chapter to comply so far as is practicable to meet the requirements as agreed with the Board.
- (b) Each Chapter will furnish to the Company Secretary and to the Auditors of the Company its books of account and any other financial records for a financial year as may be required by either of them from time to time.

53. APPOINTMENT OF ATTORNEYS AND AGENTS

53.1. Appointment by the Board

- (a) The Board may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:

- (i) for the purposes;
 - (ii) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
 - (iii) for the period; and
 - (iv) subject to the conditions, determined by the Board.
- (b) An appointment by the Board of an attorney or agent of the Company may be made in favour of:
- (i) any member of any local board established under this Constitution;
 - (ii) any company;
 - (iii) the members, directors, nominees or managers of any company or firm; or
 - (iv) any fluctuating body of persons whether nominated directly or indirectly by the Board.
- (c) A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board thinks fit.
- (d) The Board may appoint attorneys or agents in writing by facsimile transmission, telegraph, cable or other electronic transmission to act for and on behalf of the Company.
- (e) An attorney or agent appointed under this **rule 53** may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

54. COMMON SEAL

54.1. If the Company has a Seal

If the Company has a Seal:

- (a) the Board must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Board;
- (c) every document to which the Seal is affixed must be signed by a member of the Board and be countersigned by a second member of the Board or by some other person appointed by the Board for that purpose.

55. INSPECTION OF RECORDS

55.1. Board may decide

- (a) Except as otherwise required by the Corporations Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than a Board member.
- (b) A Member other than a Board member does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Board or a resolution of the Company.

56. NOTICES

56.1. Service of Notices

- (a) Notice may be given by the Company to any person who is entitled to notice under this Constitution:
 - (i) by serving it on the person; or
 - (ii) by sending it by post to the person's address as shown in the Register or the address supplied by the person to the Company for sending notices to the person;
 - (iii) by sending it to the fax number, Electronic Contact Address or such other address the Member has supplied to the Company for the giving of notices;
 - (iv) by making a copy of it accessible electronically on a website of, or related to, the Company and advising the Member of its availability via the Electronic Contact Address; or
 - (v) by publishing it in a regular newsletter publication of the Company to Members which publication may be printed or be electronic or internet based.
- (b) A notice sent by post is taken to be served:
 - (i) by properly addressing, prepaying and posting a letter containing the notice; and
 - (ii) 2 days after the day on which it was posted.
- (c) A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (i) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (ii) on the day after its despatch.
- (d) The fact that a Member has supplied a fax number or email or other electronic address for the giving of notices:

- (i) does not require the Company to give any notice to that person by fax or email or other electronic means; or
 - (ii) does not prevent the Company from giving notice to that person in the manner envisaged by **rule 56.1(a)(iv)**.
- (e) If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
 - (f) A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this rule.
 - (g) A certificate in writing signed by a Board member, Company Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
 - (h) Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed or a facsimile printed or affixed by some mechanical, electronic or other means.
 - (i) All notices sent by post outside Australia must be sent by prepaid airmail post.
 - (j) Subject to this Constitution, a notice may be given by the Company to any Director either by serving it personally at, or by sending it by prepaid post to, the Director's usual residential or business address, or by sending it to the fax number, Electronic Contact Address, or such other address as the Director has supplied to the Company for the giving of notices.
 - (k) Subject to this Constitution, a notice may be given by a Member or a Director to the Company by serving it on the Company at, or by sending it by prepaid post to, the registered office or principal place of business if any of the Company or by sending it to the principal fax number or principal electronic address of the Company at its registered office or principal place of business, if any.

56.2. Persons Entitled to Notice

- (a) Notice of every general meeting must be given to:
 - (i) every Member;
 - (ii) every Board member; and
 - (iii) any Auditor.
- (b) No other person is entitled to receive notice of a general meeting.
- (c) Any Member who has not provided to the Company a place of address or Electronic Contact Address for inclusion in the Register as the place at or via which notices may be given to the Member shall not be entitled to receive any notice.

57. RECORDS, ACCOUNTS AND AUDIT

57.1. Audit and accounts

- (a) The Board must prepare and deal with such accounts as are required under the law.
- (b) If required by the law, the Board must cause the financial records of the Company to be audited in accordance with the law.
- (c) The financial year shall be the period of 12 months ending on 31 December, unless the Board determines a different end date.

58. WINDING UP

58.1. Winding Up

- (a) If the Company is wound up:
 - (i) each Member; and
 - (ii) each person who has ceased to be a Member within one year of them ceasing to be a Member, undertakes to contribute to the property of the Company for the:
 - (A) payment of debts and liabilities of the Company (in relation to **rule 58.1(a)(ii)**, contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (B) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$20.00.
- (b) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or body corporate which, by its constitution:
 - (i) has objects similar to the Objects;
 - (ii) is required to apply its profits (if any) or other income in promoting its objects; and
 - (iii) is prohibited from making any distribution to its members to an extent as least as great as imposed on the Company by **rule 4.2**; with
 - (iv) such corporation to be determined by the Members at or before the winding up and in default, by the Board and in default by application to the court for determination.
- (c) If the Company is endorsed or duly authorised in any way as a deductible gift recipient in accordance with the Tax Act and the Company maintains accounts or a gift fund pursuant to such endorsement or authorisation, the Company must on the earlier of the winding up of such accounts or gift fund or of the Company having its deductible gift recipient endorsement or authorisation revoked transfer

any surplus assets of those accounts or gift fund to another institution or body corporate in Australia that has:

- (i) objects which are similar to the Objects;
 - (ii) a constitution which requires its income and property to be applied to promoting its objects;
 - (iii) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by **rule 4.2**); and
 - (iv) which satisfies specific requirements of the Tax Act related to the management of a gift fund or of accounts used for the handling of deductible gift recipient funds.
- (d) The identity of the institution or body corporate under **rule 58.1(c)** is to be determined by the Members and failing such determination being made, by the Board.

59. INDEMNITY AND INSURANCE

59.1. Indemnity

- (a) To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an Officer of the Company against any liability other than for legal costs incurred by that person as such an Officer of the Company including liabilities incurred by the Officer as a director of a subsidiary of the Company where the Company requested the Officer to accept appointment as director.
- (b) To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an Officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an Officer of the Company (including such legal costs incurred by the Officer as an Officer of a subsidiary of the Company where the Company requested the Officer to accept appointment as Director).
- (c) The indemnity in **rule 59.1(a)**:
 - (i) does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void, unenforceable or not permitted by law; and
 - (ii) does not operate in respect of any liability of the Officer to the extent that that liability is covered by insurance.
- (d) The indemnity in **rule 59.1(a)**:
 - (i) is enforceable without the Officer having first to incur any expense or make any payment; and

- (ii) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an Officer of the Company or its related bodies corporate.
- (e) For each Officer against any liability incurred by the Officer as an Officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal, and whatever their outcome the Company may, to the extent permitted by law:
 - (i) purchase and maintain insurance; or
 - (ii) pay or agree to pay a premium for insurance.
- (f) Nothing in **rules 59.1(a) & (e)**:
 - (i) affects any other right or remedy that a person to whom those rules apply may have in respect of any liability referred to in those rules; or
 - (ii) limits the capacity of the Company to indemnify or provide or pay for insurance for any person to whom those rules do not apply.
- (g) the Company may enter into a deed with any Officer to give effect to the rights conferred by **rule 59.1(f)**, or the exercise of a discretion under **rule 59.1(f)** on such terms as the Board thinks fit which are not inconsistent with **rule 59.1(f)**.

60. OFFICERS

60.1. Officers

For the purposes of **rule 59.1**, 'Officer' includes:

- (a) a President;
- (b) a Board member;
- (c) a Company Secretary;
- (d) a Chair of Finance and Audit Committee;

61. SUBMISSION TO JURISDICTION

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of Queensland, the Federal Court of Australia and the Court which may hear appeals from those Courts.

62. PROHIBITION AND ENFORCEABILITY

- (a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or

enforceability of that provision in any other place or of the remaining provisions in that or any other place.

SCHEDULE 1

SPECIMEN PROXY FORM

(please print)

Company Secretary
Australian Collaborative Education Network Limited

I, _____(NAME)

Of _____(ADDRESS)

being a Member of Australian Collaborative Education Network Limited appoint:

_____ (NAME)

Of _____(ADDRESS)

or, in his/her absence:

_____ (NAME)

Of _____(ADDRESS)

or, if I have not nominated a proxy or if the nominee is absent from the meeting, the chairperson of the meeting as my proxy to vote on my behalf at the general meeting of Australian Collaborative Education Network Limited to be held on:

the ___ day of _____, 2_____ and at any adjournment of that meeting.

Note

A Member who is entitled to vote at the meeting may appoint a proxy.
A proxy need not be a Member of the Company.

Directing your Proxy

To instruct your proxy how to vote, insert 'X' in the appropriate column against each item of business set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I instruct my proxy to vote as follows according to the Resolutions numbered in the Notice of Meeting:

Resolution No	For	Against	Abstain
1.			
2.			

This proxy must be signed by the appointing Member or the Member's attorney.

Signed _____ Dated _____

The proxy form and the power of attorney or other authority if any under which it is signed or a certified copy must be received by the Company, at least 48 hours before the time for holding the meeting, at the Company's registered office.