

CONSTITUTION

**ASSOCIATION FOR TERTIARY EDUCATION
MANAGEMENT FOUNDATION**

ACN 096 513 414

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PART 1 - PRELIMINARY**1. Name**

The name of the company is the Association for Tertiary Education Management Foundation (**Company**).

2. Nature

The Company is a public company limited by guarantee.

3. Replaceable rules

The replaceable rules in the Corporations Law do not apply to the Company.

4. Objects

The objects of the Company are:

4.1 To support ATEM in the achievements of its objects; and

4.2 To raise or receive money from the public and/or provide money or other support for the purpose stated in clause 4.1.

For the purposes of clause 4.1, the objects of ATEM are:

4.1.1 to generally enhance the standard of tertiary education in Australia through improvement in tertiary education management and administration;

4.1.2 to facilitate members and non-members sharing information and ideas in the area of tertiary education management and administration;

4.1.3 to formulate principles of best practice, promote and undertake research, gather data, and disseminate information on best practice, research results and data gathered to agencies and professionals in the area of tertiary education management and administration;

4.1.4 to provide professional education and training to persons in the area of tertiary education management and administration in order to improve the efficiency and quality of tertiary institutions and tertiary education in Australia;

4.1.5 to provide facilities for professional education and training, including scholarships, research grants and travel grants, to persons in the area of tertiary education management and administration and to improve the standard, efficiency and quality of tertiary education in Australia;

4.1.6 to maintain and improve the level of professional competence and practice in the field of tertiary education administration and management;

4.1.7 to encourage increasing and outstanding contributions to tertiary education management and administrative practice;

5.

4.1.8 to promote management links, secondments and exchange programs between tertiary institutions, business, industry and government in Australia and internationally to benefit the education sector in Australia; and

4.1.9 to stimulate tertiary education management and administration by facilitating innovation in the Australian tertiary education sector.

5. **Definitions**

In this constitution:

ATEM means the Association for Tertiary Education Management Inc.

Board means the board of directors of the Company and may include alternate directors;

Business Day means any day except a Saturday or Sunday or other public holiday in the Australian Capital Territory;

Company means Association for Tertiary Education Management Foundation or such other name as the Company may adopt from time to time;

Officer has the same meaning as in section 9 of the Corporations Law;

Spouse of a person means that person's husband, defacto husband, wife, or defacto wife;

Transmission Event means:

- (a) if the member is an individual - death, bankruptcy, or becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health; or
- (b) if the member is a body corporate - the winding up or deregistration of the member, or the succession by another body corporate to the assets and liabilities of the member.

6. **Interpretation**

In this constitution, unless the context otherwise requires:

6.1 subject to the next clause, a word has the same meaning as it has in the Corporations Law;

6.2 singular includes plural and plural includes singular;

6.3 reference to legislation includes any amendment to it, any legislation substituted for it, and any statutory instruments issued under it and in force;

6.4 reference to a person includes a corporation, a firm and any other entity;

6.5 headings do not affect interpretation; and

6.6 the Company must not exercise any power in contravention of the Corporations Law.

7. No distribution to members

7.1 The Company's income and assets must be used solely to promote the Company's objects.

7.2 The Company must not pay or distribute any profits, income or assets to the members.

7.3 This does not prevent the Company paying in good faith:

7.3.1 reasonable remuneration to a member or other person for services rendered to the Company;

7.3.2 for goods supplied to the Company in the ordinary course of the promotion of the Company's objects;

7.3.3 reasonable interest on money lent by a member to the Company, or reasonable rent for premises let by a member to the Company; or

7.3.4 out-of-pocket expenses incurred on behalf of the Company in the ordinary course of the promotion of the Company's objects.

8. Limited liability

8.1 The liability of the members is limited.

8.2 If the Company is wound up, a present or past member must contribute to the Company's property an amount sufficient:

8.2.1 to pay the Company's debts and liabilities and the costs, charges and expenses of the winding up; and

8.2.2 to adjust the rights of the contributories among themselves.

8.3 However, a member or past member need not contribute more than \$10.

8.4 A past member need not contribute if not a member at any time during the year ending on the day of the commencement of the winding up.

8.5 On a winding up, any surplus must be given to an institution:

8.5.1 which has objects similar to the Company's objects; and

8.5.2 which cannot distribute its income and assets to its members.

The members may decide the institution. If they do not do so, the Supreme Court of the Australian Capital Territory may decide the institution.

8.6 If clause 6.5 cannot be given effect, any surplus must be given to a public university or other charitable public institution that has education as at least one of its objects.

PART 2 - MEMBERSHIP

9. Categories

- 9.1 The initial member is ATEM.
- 9.2 The Company may admit other members and a General Meeting of Members may decide the terms of their admission. Those terms must be consistent with this constitution.
- 9.3 The Company may create categories of membership, and a General Meeting of Members may decide the rights attached to those categories. Those rights must be consistent with this constitution.

10. Applications for membership

- 10.1 Any natural person or body corporate may apply for membership in writing.
- 10.2 A General Meeting of Members must consider the application. The meeting may accept or reject the application, or defer the application for any time.
- 10.3 The company secretary must record the name of each successful applicant in the register of members.

11. Resignation

- 11.1 A member, who does not owe any money to the Company, may resign membership by giving notice of resignation to the Company.
- 11.2 The company secretary must record the resignation in the register of members.

12. Termination

A member's membership ceases if:

- 12.1 the member is a natural person and becomes an insolvent under administration;
- 12.2 the member is a natural person and he or she dies; or
- 12.3 the member is a body corporate, and a resolution is passed to wind it up (otherwise than for reconstruction or amalgamation), or becomes an externally-administered body corporate; or
- 12.4 by special majority of the members they resolve that he or she cease to be a member; or
- 12.5 he or she tenders a written resignation to the Company..

PART 3 - PROCEEDINGS OF MEMBERS

13. One member

If the Company has only one member:

- 13.1 it may pass a resolution by the member recording it and signing the record; and
- 13.2 the rest of this Part does not apply.

14. Annual general meetings

- 14.1 Subject to the Corporations Law, the Company must hold annual general meetings:
 - 14.1.1 within 18 months after its registration; and
 - 14.1.2 at least once in each calendar year and within 5 months after the end of its financial year.
- 14.2 The business of the annual general meeting may include any of the following, even if not referred to in the notice of meeting:
 - 14.2.1 the confirmation of the minutes of the last annual general meeting;
 - 14.2.2 the consideration of the annual financial report, directors' report and auditor's report;
 - 14.2.3 the election of directors;
 - 14.2.4 the appointment of the auditor; and
 - 14.2.5 the fixing of the auditor's remuneration.

15. Who may call meetings of members

- 15.1 A director may call a general meeting, when and where the director decides.
- 15.2 The Board may call a general meeting, when and where the Board decides.
- 15.3 Subject to the Corporations Law, the Board must call a general meeting on the request of:
 - 15.3.1 members with at least 5% of the votes that may be cast at the general meeting; or
 - 15.3.2 at least 100 members who are entitled to vote at the general meeting.
- 15.4 The request must:
 - 15.4.1 be in writing;
 - 15.4.2 state any resolution to be proposed at the meeting;
 - 15.4.3 be signed by the members making the request; and
 - 15.4.4 be given to the Company.
- 15.5 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

15.6 The Board must call the meeting within 21 days after the request is given to the Company. The meeting is to be held not later than 2 months after the request is given to the Company.

15.7 Members may call a general meeting as the Corporations Law allows.

16. How to call meetings of members

16.1 At least 21 days notice must be given of a general meeting. However, unless prohibited by the Corporations Law, the Company may call on shorter notice:

16.1.1 an annual general meeting, if all the members entitled to attend and vote at the annual general meeting agree beforehand; and

16.1.2 any other general meeting, if members with at least 95% of the votes that may be cast at the meeting agree beforehand.

16.2 Notice of a meeting must be given to members, directors and the auditor.

16.3 A notice of a general meeting must:

16.3.1 set out the place, date and time for the meeting;

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

16.3.3 if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and

16.3.4 contain a statement setting out the following information:

(a) that the member has the right to appoint a proxy; and

(b) that the proxy need not be a member of the Company.

16.4 Non-receipt of notice of a meeting, or failure to give proper notice of a meeting to a person entitled to receive it, does not invalidate anything done at the meeting if:

16.4.1 the failure was accidental;

16.4.2 the person gives notice to the Company that the person waives proper notice or agrees to the thing done at the meeting; or

16.4.3 the person attends the meeting and:

(a) does not object at the start of the meeting to the holding of the meeting; or

(b) if the notice omitted an item of business, does not object to the consideration of the business when it is presented to the meeting.

17. **Membership at a specified time**

For the purpose of a particular general meeting, the Board may decide that the members at a specified time before the meeting are taken to be the members at the time of the meeting.

18. **Quorum**

18.1 A quorum for a general meeting is 5 full members. The quorum must be present at all times during the meeting.

18.2 In determining whether a quorum is present, the chair must count full members, proxies, attorneys and any other persons entitled to vote. If an individual is attending both as a member and as a proxy or attorney or in any other capacity, the chair must count the individual only once.

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

18.3.1 if the meeting was called on the request of members or by members, the meeting is dissolved; and

18.3.2 any other meeting is adjourned to any day, time and place the Board decides.

18.4 If a quorum is not present within 30 minutes after the time appointed for a meeting resumed after an adjournment, the meeting is dissolved.

19. **Chair**

19.1 The chair of the Board is entitled to chair all meetings of members.

19.2 If there is no chair of the Board, or if the chair is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the deputy chair of the Board may chair the meeting. If there is no deputy chair, or if the deputy chair is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the directors present must elect one of themselves to chair the meeting. If they do not do so, the members present must elect a person to chair the meeting.

19.3 If the chair is unable or unwilling to chair a part of the meeting, the deputy chair may chair that part. If there is no deputy chair, or the deputy chair is unable or unwilling to act, the directors present must elect one of themselves to chair that part. If they do not do so, the members present must elect a person to chair that part.

20. **Regulation of meetings**

The chair may regulate a general meeting in any way consistent with this constitution.

21. **Adjournment**

21.1 The chair may adjourn a general meeting to any day, time and place.

- 21.2 The chair must adjourn a general meeting if the members present with a majority of votes at the meeting agree or direct the chair to do so. The chair may adjourn the meeting to any day, time and place.
- 21.3 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for more than one month.
- 21.4 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

22. How members make decisions at meetings

- 22.1 A general meeting makes a decision by passing a resolution. A resolution is passed if more than 50% of the votes cast by the members entitled to vote are in favour of the resolution (unless the law requires a special resolution).
- 22.2 A special resolution is passed if:
 - 22.2.1 notice of the meeting set out an intention to propose the special resolution and stated the resolution; and
 - 22.2.2 it is passed by at least 75% of the votes cast by members entitled to vote on the resolution.

23. How voting is carried out

- 23.1 Unless a poll is properly demanded, a resolution put to the vote at a general meeting must be decided on a show of hands.
- 23.2 If a poll is properly demanded, the result of the poll is the resolution of the meeting.
- 23.3 A declaration by the chair that a resolution is passed, or passed by a particular majority, or lost, and an entry to that effect in the minutes, are sufficient evidence of that fact, unless proved incorrect.

24. Polls

- 24.1 A poll may be demanded on any resolution.
- 24.2 A poll may be demanded by:
 - 24.2.1 at least 3 members entitled to vote on the resolution; or
 - 24.2.2 the chair.
- 24.3 The poll may be demanded:
 - 24.3.1 before a vote is taken;
 - 24.3.2 before the voting results on a show of hands are declared; or
 - 24.3.3 immediately after the voting results on a show of hands are declared.

- 24.4 A demand for a poll may be withdrawn.
- 24.5 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and how the chair directs.
- 24.6 A poll on the election of a chair or the question of an adjournment must be taken immediately.
- 24.7 A demand for a poll does not prevent the meeting dealing with other business.

25. How many votes a member has

- 25.1 At a general meeting:
 - 25.1.1 on a show of hands, each full member present (in person, by proxy or attorney) has one vote; and
 - 25.1.2 on a poll, each full member present (in person, by proxy or attorney) has one vote.
- 25.2 Notwithstanding the previous sub-clause, a member is not entitled to vote if the member owes any money to the Company, except subscriptions for the current financial year.
- 25.3 An associate member does not have a vote.
- 25.4 The chair has a casting vote.
- 25.5 The chair or other person may disregard any vote by a member who is not entitled to vote.

26. Challenging a right to vote

- 26.1 A challenge to a right to vote at a general meeting may only be made:
 - 26.1.1 before the meeting, to the Board; or
 - 26.1.2 at the meeting, to the chair of the meeting.
- 26.2 The challenge must be decided by the Board or the chair (as the case may be). The Board's decision or the chair's decision is final.

27. Proxies and attorneys

- 27.1 A member, who is entitled to vote at a general meeting, may vote on a show of hands and on a poll:
 - 27.1.1 personally;
 - 27.1.2 by proxy; or
 - 27.1.3 by attorney.
- 27.2 A proxy or attorney need not be a member of the Company.

- 27.3 A member may appoint a proxy or attorney for all or for particular meetings of members.
- 27.4 An appointment of a proxy or attorney must be in a form approved by the Board.
- 27.5 An appointment of a proxy is valid if it is signed by the member making the appointment and it contains the following information:
- 27.5.1 the member's name and address;
 - 27.5.2 the Company's name;
 - 27.5.3 the proxy's name or the name of the office held by the proxy; and
 - 27.5.4 the meetings at which the appointment may be used.
- 27.6 The Board may decide to accept a proxy even if it contains only some of that information.
- 27.7 Unless otherwise specified in the appointment, the proxy or attorney may:
- 27.7.1 agree to short notice for the meeting;
 - 27.7.2 even if the appointment directs how to vote on a particular resolution:
 - (a) vote on an amendment to the particular resolution, a motion not to put the particular resolution or any similar motion;
 - (b) vote on a procedural motion, including a motion to elect the chair, to vacate the chair or adjourn the meeting;
 - 27.7.3 speak at the meeting;
 - 27.7.4 subject to the Corporations Law, vote ; and
 - 27.7.5 demand or join in a demand for a poll.
- 27.8 Subject to the Corporations Laws, if a person represents 2 or more members, that person has only one vote on a show of hands.
- 27.9 A later appointment of a proxy or attorney revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 27.10 An appointment may specify the way a proxy or attorney is to vote on a particular resolution. A proxy may vote only as directed.
- 27.11 An appointment of a proxy is effective only if the Company receives the appointment (and any authority under which the appointment was signed or certified copy of the authority) at least 48 hours before the meeting or resumed meeting, unless the Board decides to reduce that time. These requirements also apply to an appointment of an attorney.

27.12 Unless the Company receives written notice of the matter before the start or resumption of a meeting, a vote by a proxy or attorney is valid even if:

27.12.1 there is a Transmission Event in respect of the member;

27.12.2 the appointment of the proxy or attorney is revoked; or

27.12.3 the member revokes the authority under which the proxy was appointed by a third party.

27.13 A proxy or attorney may take part in a general meeting even if the appointor is present. However, if the appointor votes on a resolution, the proxy or attorney must not vote.

PART 4 - DIRECTORS

28. Number of directors

28.1 There must be at least 3 directors and no more than 9 directors.

28.2 The Company in general meeting may increase or reduce the number of directors.

29. Qualification of directors

A director need not be a member of the Company.

30. Appointment of directors

30.1 Subject to relevant consents to act as a director being tendered in accordance with the Corporations Law:

30.1.1 ATEM may appoint, remove or replace up to 5 of its members to be directors of the Company; and

30.1.2 the director(s) appointed under clause 30.1.1 may appoint up to 4 additional directors of the Company for such term as the appointing directors may determine.

30.2 For the purpose of clause 30.1:

30.2.1 ATEM may appoint a person as a director of the Company for the term for which they are an officer of ATEM and replace the appointee at the end of that term with the appointee's replacement as an officer of ATEM; and

30.2.2 the first directors of the Company are the persons specified in the application for registration of the Company as directors (being officers of ATEM).

30.3 If the office of a director of the Company appointed under clause 30.1 is vacated by law or clause 32:

30.3.1 if the person to be replaced is an ATEM appointee, ATEM may replace the director; and

30.3.2 otherwise, the Board may replace the director,

with a person who consents to act as a director and for the balance of the term of the director who is replaced.

31. Term of office

A director automatically retires at the end of the term of their appointment. A retiring director may, subject to the Corporations Law, be re-appointed as a director in accordance with clause 30.

32. Vacation of office

A director ceases to be a director if:

32.1 the Corporations Law so provides;

32.2 the director resigns as a director by notice to the Company;

32.3 the Company in general meeting removes the person as a director;

32.4 the director is absent, without the consent of the Board, from 3 Board meetings over any 6 month period; or

32.5 the director automatically retires under the previous clause.

33. Alternate directors

33.1 A director may appoint an alternate for a specified period.

33.2 The appointor may terminate the alternate's appointment at any time.

33.3 An appointment or termination is effective only if:

33.3.1 it is in writing;

33.3.2 the appointor signs it; and

33.3.3 the Company is given notice of it.

33.4 The alternate need not be a member or director of the Company.

33.5 The alternate is entitled to notice of Board meetings.

33.6 If the appointor is not present, the alternate may:

33.6.1 attend the Board meeting, count in the quorum, speak, and vote in the place of the appointor;

33.6.2 exercise any other powers (except the power to appoint an alternate) that the appointor may exercise.

- 33.7 A person must not act as an alternate for more than one director.
- 33.8 If the appointor ceases to be a director, the alternate's appointment is automatically terminated and the appointee can not longer exercise any powers.
- 33.9 Where:
- 33.9.1 an appointor ceases to be a director; and
- 33.9.2 that appointor's alternate purports to do an act as a director;
- that act is as valid, in relation to a person dealing with the Company in good faith and for value and without actually knowing that the appointor has ceased to be a director, as if the appointor had not ceased to be a director.
- 33.10 While acting as a director, an alternate is an officer of the Company and not the agent of the appointor.

34. Remuneration

- 34.1 Unless the Company in general meeting otherwise decides or the director is an employee of the Company, a director is not entitled to remuneration.
- 34.2 However, if a director performs extra or special services for the Company, the Company may pay to the director any special remuneration the Board decides.
- 34.3 The Company must pay travelling and other expenses that a director properly incurs on the Company's business.

35. Director's interests

- 35.1 Subject to the Corporations Law, a director may:
- 35.1.1 hold an office or place of profit (except as auditor) in the Company, on any terms the Board decides;
- 35.1.2 hold an office or otherwise be interested in any related body corporate or other body corporate in which the Company is interested; and
- 35.1.3 retain benefits for doing so.
- 35.2 If, and only if, a director discloses the director's interest and complies with section 195 of the Corporations Law, and the Company complies with Chapter 2E of the Corporations Law:
- 35.2.1 the director (or a Spouse, parent or child of the director, or any entity in which the director or a Spouse, parent or child of the director has an interest) may contract or make an arrangement with the Company (or a related body corporate or a body corporate in which the Company is interested) in any matter in any capacity;
- 35.2.2 the director may be counted in a quorum for a meeting considering that contract or arrangement;

- 35.2.3 the director may vote on whether the Company enters into the contract or arrangement, and on any matter involving the contract or arrangement;
 - 35.2.4 the director may sign for the Company, or attest the affixing of the common seal to, any document in respect of the contract or arrangement;
 - 35.2.5 the director may retain benefits under the contract or arrangement; and
 - 35.2.6 the Company cannot avoid the contract or arrangement for that reason.
- 35.3 This clause does not affect the duty of a director:
- 35.3.1 who has a direct or indirect interest in a contract or proposed contract with the Company to declare the nature of the interest at a Board meeting; or
 - 35.3.2 who holds an office or possesses property whereby, directly or indirectly, duties or interests might be created in conflict with the director's duties or interests as director, to declare at a Board meeting the fact and the nature, character and extent of the conflict.

PART 5 - PROCEEDINGS OF DIRECTORS

36. Circulating resolutions

- 36.1 The Board may pass a resolution without a Board meeting being held, if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 36.2 Separate copies of a document may be used for signing by directors, if the wording of the resolution and statement is identical in each copy.
- 36.3 The resolution is passed when the last director signs.
- 36.4 Passage of the resolution must be recorded in the Company's minute book.

37. Meetings

- 37.1 The Board must meet at least 2 times in each year.
- 37.2 The Board may meet, adjourn and otherwise regulate its meetings as it decides.
- 37.3 A Board meeting may be held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting.
- 37.4 If a Board meeting is held by telephone link-up or other contemporaneous audio or audio visual communication, a director (who has stated that he or she is present) is taken to be present unless the director states to the chair that the director is disconnecting his or her telephone or communication device.

38. **Calling meetings**

38.1 Any director may call a Board meeting.

38.2 On the request of any director, the company secretary must call a Board meeting.

39. **Notice**

39.1 Notice of a Board meeting must be given to each director and each alternate.

39.2 The notice:

39.2.1 must specify the day, time and place of the meeting;

39.2.2 must state the business to be transacted; and

39.2.3 must be given at least 48 hours before the meeting, unless all directors otherwise agree.

39.3 Non-receipt of notice of a meeting, or failure to give notice of a meeting to a director or an alternate, does not invalidate anything done at the meeting if:

39.3.1 the failure was accidental;

39.3.2 the director or alternate gives notice to the Company that he or she waives the notice or agrees to the thing done at the meeting; or

39.3.3 the director or alternate attends the meeting.

40. **Quorum**

40.1 The quorum for a Board meeting is 3 directors, unless the Board otherwise decides.

40.2 In determining whether a quorum is present, the chair must count alternates.

40.3 The quorum must be present at all times during the meeting.

40.4 If there are not enough directors in office to form a quorum, the remaining directors may act only:

40.4.1 to call a general meeting of the Company; or

40.4.2 in an emergency.

41. **Chair and deputy chair**

41.1 The Board may elect a director as chair for any period it decides.

41.2 The Board may elect a director as deputy chair for any period it decides.

41.3 The Board may remove the chair or deputy chair.

41.4 The chair is entitled to chair each Board meeting.

41.5 If there is no chair, or if the chair is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the deputy chair may chair the Board meeting. If there is no deputy chair, or if the deputy chair is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the directors present must elect one of themselves to chair the meeting.

41.6 If the chair is unable or unwilling to chair a part of the meeting, the deputy chair may chair that part. If there is no deputy chair, or the deputy chair is unable or unwilling to act, the directors present must elect one of themselves to chair that part.

42. **Decisions of Board**

42.1 Subject to clause 35.2, each director has one vote.

42.2 A resolution of the Board is passed by a majority of votes cast by the directors.

42.3 The chair has a casting vote, if the chair has a personal deliberative vote.

PART 6 - DIRECTORS' POWERS

43. **General powers**

43.1 The business of the Company is managed by or under the direction of the Board.

43.2 The Board may exercise all the powers of the Company except any powers that the Corporations Law or this constitution requires the Company to exercise in general meeting.

44. **Execution of documents**

44.1 The Company may execute a document without a common seal if the document is signed by:

44.1.1 2 directors of the Company; or

44.1.2 a director and a company secretary of the Company.

44.2 If the Company has a common seal, it may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

44.2.1 2 directors of the Company; or

44.2.2 a director and a company secretary of the Company.

44.3 The Company may execute a document only if authorised by the Board or by a committee of directors (or directors and members) authorised by the Board to do so.

44.4 The Board may decide how negotiable instruments (including cheques) may be signed, drawn, accepted, endorsed or otherwise executed.

44.5 This clause does not limit the ways in which the Company may execute a document (including a deed).

45. Committees and delegates

45.1 The Board may delegate any of its powers (including this power to delegate) to a committee of directors or directors and members (including associate members under 18 years) or to one director.

45.2 The Board may revoke or vary that delegation.

45.3 A committee or delegate must exercise the powers delegated subject to any directions of the Board. The effect of the committee or delegate exercising a power in this way is the same as if the Board exercised it.

45.4 Part 5 of this Constitution applies with the necessary changes to meetings of a committee. However, a committee member, who is not a director, does not have a vote.

46. Attorneys and agents

46.1 The Board may appoint any person to be the attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) the Board decides.

46.2 The Board may delegate any of its powers (including the power to delegate) to an attorney or agent.

46.3 The Board may revoke or vary:

46.3.1 the appointment; or

46.3.2 any power delegated to the attorney or agent.

PART 7 - EXECUTIVE OFFICERS

47. Executive Officer

47.1 The Board may appoint a person (who may, but need not be, a director) to be the 'executive officer' of the Company for any period and on any terms (including as to remuneration) as the Board may determine.

47.2 Subject to any agreement between the Company and the executive officer, the Board may remove or dismiss the executive officer.

47.3 The Board may delegate any of their powers to the executive officer and may revoke or vary any such delegation.

47.4 The executive officer must exercise the powers delegated subject to any directions of the Board. The effect of the executive officer exercising a power in this way is the same as if the Board exercised it.

48. **Company secretary**

- 48.1 The first company secretary of the Company is the person specified in the application for registration of the Company as company secretary.
- 48.2 The Board may appoint a company secretary, for any period and on any terms (including as to remuneration) the Board decides.
- 48.3 Subject to any agreement between the Company and the company secretary, the Board may remove or dismiss the company secretary at any time, with or without cause.
- 48.4 Unless the Board otherwise decides, the company secretary is the public officer of the Company.

49. **Indemnity**

- 49.1 To the extent permitted by the Corporations Law, the Company:
 - 49.1.1 must indemnify each person who is or has been an Officer of the Company against any liability incurred by the person as an Officer of the Company;
 - 49.1.2 may pay a premium for a contract insuring an Officer of the Company against that liability.
- 49.2 Subject to the Corporations Law, the Company may enter into an agreement or deed with an Officer of the Company under which the Company must do all or any of the following:
 - 49.2.1 keep a set of the Company's books (including minute books) and allow the Officer and the Officer's advisers access to the books for any period agreed;
 - 49.2.2 indemnify the Officer against any liability incurred by the Officer as an Officer; or
 - 49.2.3 keep the Officer insured for any period agreed in respect of any act or omission by the Officer while an Officer.

PART 8 - RECORDS

50. **Register**

The Company must keep a register of members in accordance with the Corporations Law.

51. **Inspection**

The Company must allow inspection of any register of members only as required by the Corporations Law.

52. Evidence of register

Unless proved incorrect, the register of members is sufficient evidence of the matters shown in the register.

53. Minute book

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

53.1.1 proceedings and resolutions of meetings of the members;

53.1.2 proceedings and resolutions of Board meetings (including meetings of a committee of directors);

53.1.3 resolutions passed by members without a meeting; and

53.1.4 resolutions passed by directors without a meeting.

53.2 The Company must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following:

53.2.1 the chair of the meeting; or

53.2.2 the chair of the next meeting.

53.3 The Company must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

54. Evidence of minutes

A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

55. Financial records

55.1 The Company must keep the financial records required by the Corporations Law.

55.2 The financial records must be audited as required by the Corporations Law.

56. Inspection

Unless authorised by the Board or the Company in general meeting or the Corporations Law, a member is not entitled to inspect the Company's books.

PART 9 - NOTICES AND INTERPRETATION

57. In writing

Notice must be in writing and in English, and may be given by an authorised representative of the sender.

58. Notice to members

58.1 The Company may give notice to a member:

58.1.1 personally;

58.1.2 by sending it by post to the address of the member in the register of members or the alternative address (if any) nominated by the member;
or

58.1.3 by sending it to the fax number or electronic address (if any) nominated by the member.

58.2 A notice to a member is sufficient, even if the member (whether or not a joint member) is dead, mentally incapacitated, an infant, bankrupt or an externally-administered body corporate, and the Company has notice of that event.

59. Notice to directors

The Company may give notice to a director or alternate director:

59.1 personally;

59.2 by sending it by post to the director's or alternate director's usual residential or business address or any other address nominated by them;

59.3 by sending it to the fax or electronic address (if any) nominated by them, if all the directors have consented to the use of that technology under the Corporations Law;

59.4 if a notice calling a meeting - by sending it to the fax or electronic address (if any) nominated by the director or alternate, only if all the directors have consented to the use of that technology; or

59.5 if any other notice - by sending it to the fax or electronic address (if any) nominated by the director or alternate.

60. Notice to the Company

A person may give notice to the Company:

60.1 by leaving it at the Company's registered office;

60.2 by sending it by post to the Company's registered office; or

60.3 by sending it to the fax or electronic address (if any) of the Company's registered office.

61. Addresses outside Australia

A notice sent by post to or from a place outside Australia must be sent by air mail.

62. **Time of service**

- 62.1 A notice sent by post within Australia is taken to be given 1 day after posting.
- 62.2 A notice sent by post to or from a place outside Australia is taken to be given 2 days after posting.
- 62.3 A notice sent by fax, or other electronic means, is taken to be given on the day after it is sent (if the sender's transmission report shows that the whole notice was sent to the correct facsimile number or electronic address).

AGREEMENT OF MEMBERS

The following person(s), being the person(s) who consented to become a member / members of the Company in the application for the Company's registration, agree to the terms of this constitution.

Dated

Name and address of person who
consented to become a member

Signature