

CORPORATIONS ACT 2001

PROPOSED CONSTITUTION OF THE WIRELESS INSTITUTE OF AUSTRALIA

Incorporating proposed amendments made 19 May 2018.

A COMPANY LIMITED BY GUARANTEE

1 NAME

The name of the company is The Wireless Institute of Australia (the “Institute”).

2 CAPACITY

Subject to the Corporations Act, the Institute has the legal capacity of a natural person including the capacity to exercise the powers set out in section 124 of the Corporations Act. It is the intention that this Constitution will not restrict or prohibit the exercise by the Institute of any of these powers.

3 OBJECTS

The objects for which the Institute is established are:

to promote, advance and represent in any way it thinks fit Amateur Radio and the interests of Radio Amateurs, and without limiting the generality of the forgoing,

to protect and enhance the privileges of Radio Amateurs,

to encourage an awareness of the value of Amateur Radio,

to educate and encourage potential Radio Amateurs,

to represent Radio Amateurs both nationally and internationally,

to provide services for Radio Amateurs and those interested in Amateur Radio, and

to do all other lawful things as are incidental or conducive to the attainment of these objects or any of them or which may be calculated to advance directly or indirectly the interests of the Institute.

4 INTERPRETATION

4.1 Replaceable rules inapplicable

The replaceable rules in the Corporations Act do not apply to the Institute unless repeated in this Constitution or specifically made applicable to the Institute by a provision of this Constitution.

4.2 Definitions

In this Constitution, unless the context otherwise requires:

“**Affiliated Club**” means any club or similar organisation admitted as an Affiliated Club in accordance with clause 5.11.

“**Amateur Radio**” includes all activities by duly authorised persons interested in radio technique solely with a personal aim and without pecuniary interest and all other branches of knowledge and activity having application to amateur radio.

“**Adoption Date**” means the date that this Constitution is adopted.

“**Business Day**” means a day which is not a Saturday, Sunday or bank or public holiday in the state or territory in which the Institute’s principal office is located.

“**Board**” means the board of Directors.

“**Consent to Membership**” means a notice to the Secretary agreeing to be bound by the Constitution in such form or forms as is determined by the Board from time to time, and including such other matters including but not limited to consents in accordance with privacy legislation and a resignation as a member of a Division, as may be considered by the Board to be appropriate.

“**Constitution**” means this constitution as amended from time to time.

“**Corporations Act**” means the Corporations Act 2001 (Commonwealth).

“**Director**” means any person occupying the position of a director of the Institute by whatever named called.

“**Directors**” means the Directors for the time being or such number of them as have authority to act for the Institute.

“**Division**” means a corporation that was a member of the Institute on the Adoption Date.

“**Institute**” means The Wireless Institute of Australia.

“**Members**” means persons who are, or who are admitted as, members of the Institute pursuant to clause 5 but does not include any Affiliated Club.

“**Office**” means the registered office for the time being of the Institute.

“**Officer**” has the same meaning given to it in Clause 29 (d) (i) of the Constitution.

“**Provisional Member**” means any person who on the Adoption Date is a member of a Division, whether as a voting member or not.

“**Radio Amateurs**” means persons interested in Amateur Radio.

“**Register**” means the Register of Members to be kept pursuant to the Corporations Act.

“**Seal**” means the Common Seal for the time being of the Institute.

“**Secretary**” means any person appointed to perform all or any of the duties of a secretary of the Institute and or any person appointed to act temporarily as such.

“**Special Resolution**” has the meaning given to that term by the Corporations Act.

4.3 Construction

In this Constitution unless the context otherwise requires:

- (a) words in the singular include the plural and vice versa;
- (b) any gender includes the other genders;
- (c) if a word or phrase is defined its other grammatical forms have corresponding meanings;
- (d) “includes” means includes without limitation;
- (e) a reference to:
 - (i) a person includes a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority;
 - (ii) any legislation includes subordinate legislation under it and includes that legislation and subordinate legislation as modified or replaced;
 - (iii) an obligation includes a warranty or representation and a reference to a failure to comply with an obligation includes a breach of warranty or representation;
 - (iv) a right includes a benefit, remedy, discretion or power;
 - (v) time is local time in the state or territory in which the Institute’s principal office is located;

- (vi) "\$" or "dollars" is a reference to Australian currency (vii) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmission;
- (f) if the date on or by which any act must be done under this document is not a Business Day, the act must be done on or by the next Business Day; and
- (g) where time is to be calculated by reference to a day or event, that day or the day of that event is excluded.

5 MEMBERS

5.1 Initial Members

The first Members will be:

- (a) the Divisions,
- (b) each of the persons who consents to be a Member of the Institute on or prior to the Adoption Date, and
- (c) each Provisional Member who after the Adoption Date and during such period as is set by the Board signs a Consent to Membership.

The first Members, other than the Divisions, whose membership of a Division accords with Honorary Life Membership shall be allocated that category of membership of the Institute, and all other first Members (whether or not a voting member of a Division) shall be ordinary Members of the Institute.

5.2 Further Members

- (a) The Institute may admit as a Member any person with an interest in Amateur Radio who applies for membership.
- (b) An application for membership must be in the form prescribed by the Directors from time to time or in such other form as the Directors may in their discretion accept.
- (c) As soon as is practical after the receipt of the application for Membership, the Directors must consider the application and decide whether or not to admit or reject the applicant for Membership. The Directors need not give reasons for rejecting any application.

5.3 Membership Categories

The Institute shall have the following categories of membership:

- (a) **Ordinary Member**

An ordinary Member is a duly elected and financial Member.

(b) **Honorary Life Member**

The Board may in consideration of special services rendered to the Institute or Amateur Radio by a Member nominate the Member as an Honorary Life Member of the Institute. If the nomination is approved by a majority of the Members at a General Meeting entitled to vote at the meeting, the nominated Member shall be elected an Honorary Life Member. Any Honorary Life Member shall enjoy all the rights and privileges and be bound by the Constitution of the Institute as from time to time in force.

The Institute may have the following categories of membership:

(c) **Life Members**

The Board may establish a category of Membership known as a Life Membership whereby any ordinary Member who having paid to the Institute, either by one or several payments within such period as is fixed by the Board, a sum of money which shall be decided by the Board at its absolute discretion (and any applicable Goods and Services Tax), shall, subject to the approval of the Board, be admitted as a Life Member of the Institute. Any Life Member shall not be required to pay to the Institute any further annual subscriptions but notwithstanding such exemption shall enjoy all rights and privileges and be bound by the Constitution from time to time in force.

(d) **Non-Voting Members**

The Board may establish a category of Membership known as a Non-Voting Membership with such sub-categories with such privileges and at such rate of annual subscription as the Board shall determine from time to time. Non-Voting Members shall not be entitled to vote at any General Meeting of the Institute.

5.4 Cessation of membership

A person ceases to be a Member if the person:

- (a) resigns his or her Membership by written notice to the Directors; or
- (b) becomes an unfinancial member whose membership is terminated in accordance with clause 5.5; or
- (c) dies; or
- (d) becomes of unsound mind or a person who is or whose estate is liable to be dealt with in any way under a law relating to mental health; or
- (e) is expelled under clause 5.6; or
- (f) becomes an untraceable Member.

5.5 Unfinancial Members

A Member who has not paid his or her annual subscription, or any other fees or levies payable by the Member, within the time fixed by the Board, shall be deemed unfinancial and shall cease to be a Member if payment of the amount(s) in arrears is not made within 30 days of a final demand for payment of the arrears.

5.6 Cessation of Provisional Membership

Any Provisional Member who has not become a Member in accordance with clause 5.1 shall cease to be a Provisional Member at the end of the period fixed by the Board in accordance with clause 5.1(c).

5.7 Expulsion

- (a) The Board may by resolution expel a Member from the Institute if in its absolute discretion the Board decides that it is not in the best interests of the Institute for the person to remain a Member.
- (b) The Board must give the Member written notice of the meeting at which the resolution for his or her expulsion is proposed:
 - (i) stating the time, date and place of the meeting;
 - (ii) setting out the resolution and the grounds upon which it is based; and
 - (iii) informing the Member that he or she may attend the meeting and may give oral or written submission before the resolution is put to a vote.
- (c) At a meeting of the Board held in accordance with **clause 5.7 (b)**, the Board:
 - (i) shall give to the Member, or his or her representative, an opportunity to be heard;
 - (ii) shall give due consideration to any written statement submitted by the Member; and
 - (iii) shall determine by resolution whether to expel the Member.

5.8 Convening a Special General Meeting

- (a) If at the meeting of the Board, the Board resolves to expel the Member, the Member may, not later than 48 hours after the meeting, give to the Secretary a notice to the effect that the Member wishes to appeal to the Institute at a Special General Meeting against the resolution.
- (b) If the Secretary receives a notice under **clause 5.8(a)**, the Secretary must notify the Board and the Board must convene a Special General Meeting to be held within 40 days after the date on which the Secretary received the notice.

5.9 Conduct of Special General Meeting

At a Special General Meeting convened under **clause 5.8**:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Board may place before the Special General Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member, or his or her representative, must be given an opportunity to be heard; and
- (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

5.10 Determination of Special General Meeting

If at the Special General Meeting a majority of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and in any other case, the resolution is revoked.

5.11 Affiliated Organisations

- (a) The Board may from time to time make regulations defining the criteria for a club or similar organization to become an Affiliated Club of the Institute.
- (b) The Board may admit any club or similar organization as an Affiliated Club. The Directors need not give reasons for rejecting any application for admission as an Affiliated Club.
- (d) The Board may remove any club or similar organization as an Affiliated Club if in its opinion the club has ceased to comply with the requirements for an Affiliated Club. The Directors need not give reasons for removing any club or similar organization as an Affiliated Club.
- (d) An Affiliated Club:
 - (i) may describe itself on its letterhead and other material as an Affiliated Club of the Wireless Institute of Australia;
 - (ii) may be represented at any general meeting of the Institute;
 - (iii) may participate in any conferences or meetings conducted by the Institute for the benefit of Affiliated Clubs;
 - (iv) shall not be liable to pay any annual subscription; and

- (v) shall not have any vote as a Member.

6 REGISTER OF MEMBERS

The Secretary must keep the Register at the Office and must enter in the Register the:

- (a) full names and addresses of Members;
- (b) date on which each Member becomes a Member; and
- (c) date on which any Member ceases to be a Member.

The Register is to be open for inspection by Members.

7 ANNUAL SUBSCRIPTION

7.1 Annual Subscription

The annual subscription for ordinary Membership, and any sub-category of ordinary Membership established by the Board and any sub-category of Non-Voting Membership established by the Board shall be such amount as is fixed from time to time by the Board and is payable annually (or such other period as is determined by the Board) in advance on such date as the Board may determine.

7.2 (Not Used)

7.3 Annual Subscriptions of first Members

The Annual Subscription to the Institute of a first Member (other than an Honorary Life Member) shall not become payable before the subscription payable by that Member to the Division of which that first Member was a member would have been payable.

7.4 Board may Pro Rata Fees

The Board may in its absolute discretion pro rata the annual subscription and any other fees payable by a Member who joins the Institute during a year.

7.5 Fees are Debt Due

All subscriptions, fees and other moneys owing to the Institute by a Member at the time of the resignation or expulsion of the Member shall remain a debt due and owing to the Institute notwithstanding the Member's resignation or expulsion.

8 GENERAL MEETINGS

8.1 Annual general meeting

An annual general meeting of the Institute must be held in accordance with the Corporations Act.

8.2 Holding of general meetings

General meetings are to be held at the times and places as are determined by the Board.

8.3 Convening of general meetings

- (a) The Directors may whenever they think fit and must upon a requisition made in accordance with **clause 8.3(b)** convene a general meeting of the Institute.
- (b) The Directors must call and arrange to hold a general meeting of the Institute upon the request of at least 100 Members who are entitled to vote at the general meeting.
- (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting; and
 - (iii) be signed by the Members making the request; and be given to the Secretary.
- (d) 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.
- (e) The Board may change the venue for, postpone or cancel a general meeting, unless the meeting is called and arranged to be held by the Members or the Court under the Corporations Act.
- (f) If a general meeting is called and arranged to be held under **clause 8.3 (b)**, the Directors may not:
 - (i) postpone it beyond 2 months after the request is given to the Secretary; or
 - (ii) cancel it without the consent of the requisitioning Members.

8.4 Notice of meetings

At least 21 days notice must be given of a meeting of Members unless the Corporations Act otherwise provides. The notice must specify the place, date and time of the meeting and in the case of:

- (a) special business, the general nature of that business; and

- (b) an election of Directors, the names of the candidates for election and their date of birth if over the age of 72 years.

8.5 Omission to give notice

The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

8.6 Special business

All business will be special that is transacted at:

- (a) a general meeting not being an annual general meeting; or
- (b) an annual general meeting with the exception of:
 - (i) the confirmation of the minutes of the preceding meeting;
 - (iii) the receipt and consideration of the annual financial report and the reports of the Directors and the auditors;
 - (iv) the election of Directors; and
 - (v) the transaction of any business which under the Corporations Act or this Constitution is required to be transacted.

9 PROCEEDINGS AT MEETINGS

9.1 Quorum

At least 20 Members present in person or by proxy or representative and entitled to vote is a quorum for all general meetings. No business is to be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business.

9.2 Lack of quorum

If within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Directors determine. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, 10 Members present in person or by proxy or representative is a quorum and if such reduced quorum is not then present the meeting will be dissolved.

9.3 Chairperson

The President may preside as chairperson at every general meeting. If the President is unable or unwilling or refuses to act as chairperson of a meeting the Vice President may act

as chairperson of the meeting. If the President or Vice President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling or refuses to act as chairperson of the meeting, the Directors must choose another Director as chairperson. If no Director is so chosen or if all the Directors present decline to take the chair, the Members present must choose one of their own number to be chairperson.

9.4 Adjournment

The chairperson of a general meeting may with the consent of a meeting at which a quorum is present (and must if directed by the meeting) adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.5 Notice of adjourned meeting

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, unless the meeting is adjourned for 30 days or more, in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

9.6 Decision of resolutions

- (a) Subject to **paragraph (b)** of this clause, at a general meeting a resolution put to the vote of the meeting is to be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson or (other than on the election of the chairperson of a meeting or the adjournment of a meeting) by not less than 5 Members having the right to vote at the meeting.
- (b) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.

9.7 Minutes as evidence of result

Unless a poll is duly demanded, a declaration by the chairperson that a resolution has, on the show of hands, been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost or not carried by a particular majority,

and an entry to that effect in the book containing the minutes of the proceedings of the Institute signed by the chairperson, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

9.8 Taking of poll

- (a) If a poll is duly demanded it must be taken in the manner and at the time and place as the chairperson of the meeting directs. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded provided that a poll on the election of a chairperson of a meeting or on any question of adjournment must be taken at the meeting and without adjournment.
- (b) The demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which a poll has been demanded.
- (c) The demand for a poll may be withdrawn.
- (d) In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a poll, the chairperson must determine the dispute and the determination made in good faith will be final and conclusive.

10 VOTES OF MEMBERS

10.1 Entitlement to vote

Subject to this Constitution and any rights or restrictions attached to any category or sub-category of Membership, at a general meeting every Member (other than a Non-Voting Member) present in person or represented by proxy or representative has one vote, whether on a show of hands or on a poll.

10.2 Casting vote

In the case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands is taken or at which the poll is demanded, is entitled to a casting vote in addition to any vote to which he or she is entitled as a Member.

11 PROXIES

11.1 Appointment of proxy

Subject to section 249X(3) of the Corporations Act, a Member (other than a Non-Voting Member) may appoint one proxy only, who must be another Member or a representative of another Member, and that proxy is entitled to vote on a show of hands or on a poll.

11.2 Instrument of proxy

The instrument appointing a proxy must be in writing signed by the appointor or by his or her attorney duly authorised in writing. An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution. Where an instrument contains such direction, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.

11.3 Proxy to be deposited at office

- (a) The instrument appointing a proxy and the authority (if any) under which it is signed or a certified copy of the authority must be received by the Institute not less than 24 hours before the general meeting or adjourned meeting or taking of the poll, at which the person named in the instrument proposes to vote. If this **clause 11.3 (a)** is not complied with, the instrument of proxy will be treated as invalid.
- (b) An instrument appointing a proxy is received when it is received at any of the following:
 - (i) the Office;
 - (ii) a facsimile number at the Office; or
 - (iii) a place, facsimile number or electronic address specified for the purpose in the notice of meeting.

11.4 Form of proxy

An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains the following information:

- (a) the Member's name and address;
- (b) the Institute's name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meetings at which the appointment may be used.

An appointment of a proxy need not be witnessed and a later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

An instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the chairperson of the meeting to which it relates.

11.5 Power to demand poll

The instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.

11.6 Votes of proxies

A vote given in accordance with the terms of an instrument of proxy is valid despite the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed unless notice in writing of the death or unsoundness of mind or revocation is received by the Institute before the meeting or adjourned meeting at which the instrument is used. A proxy is not revoked by the appointor

attending and taking part in any meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for that appointor has no vote as proxy on that resolution.

11.7 Identification of proxy

The chairperson of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairperson that he or she is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person does not comply, that person may be excluded from voting either upon a show of hands or upon a poll.

11.8 Power of attorney

If a Member executes or proposes to execute an instrument or to act by or through an attorney the Member must produce to the Institute within the time prescribed by **clause 11.3** the instrument appointing the attorney or a certified copy of the instrument.

12 DIRECTORS

12.1 Number

- (a) The number of Directors must not be less than five nor more than seven. If the number of Directors in office at any time falls below five, the Directors must not act in the affairs of the Institute (other than to appoint additional Directors) until the number of Directors is made up to at least five.
- (b) The Institute may by resolution:
 - (i) increase or decrease the minimum or maximum number of Directors; and
 - (ii) appoint or, in accordance with section 203D of the Corporations Act, remove a Director.

12.2 Directors must be Members

Directors must hold an Australian amateur radio licence and be Members but not a Non-Voting Members.

12.3 Directors to elect President

- (a) Subject to **clause 12.6** at the first meeting of the Board following an annual meeting the Directors shall appoint from their number a President and Vice President, who shall hold office until the next meeting of the Board following an annual meeting. A President and a Vice President is eligible for re-election.
- (b) The offices of President and Vice President becomes vacant if the President or the Vice President:

- (i) ceases to be a Member
 - (ii) ceases to be a Director;
 - (iii) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (iv) resigns his office by notice in writing given to the Secretary.
- (c) If the office of President becomes vacant the Vice President shall become President for the remainder of the term of the President who vacated the office.
- (d) If the office of Vice President becomes vacant the Board shall appoint one of their number as Vice President for the remainder of the term of the Vice President who vacated the office.

12.4 No remuneration

Except as provided for in **clause 27**, no Director may receive any remuneration for his or her services as a Director or as a Member.

12.5 Vacancies

- (a) Subject to **clauses 15** and **14.1**, if any vacancy occurs in the Board for any reason, that vacancy must be filled within three calendar months (or such longer period as the Directors may otherwise resolve) by the remaining Directors. The person filling the vacancy is appointed for the remainder of the term of office of the Director who created the vacancy.
- (b) All such appointments must be made by instrument signed by all of the surviving or continuing Directors or the legal personal representatives of the last surviving or continuing Director.
- (c) The continuing Directors may act despite any vacancy in the Board. If however the number of Directors falls below the minimum number fixed under this Constitution, the Directors may only act:
- (i) for the purpose of increasing the number of Directors to the minimum by summoning a general meeting of the Institute; or
 - (ii) in emergencies,
- but for no other purpose.

12.6 (Not Used)

13 POWERS AND DUTIES OF DIRECTORS

13.1 Management of the Institute

- (a) The management of the business and affairs of the Institute is vested in the Directors. In addition to the powers and authorities conferred on the Directors by this Constitution or otherwise, the Directors may exercise all the powers and do everything that the Institute may exercise or do and not required to be exercised or done by the Institute in general meeting. Without limitation, the Directors may exercise all the Institute's powers to:
- (i) borrow or otherwise raise money;
 - (ii) charge Institute property; and
 - (iii) issue debentures or give any other security for a debt, liability or obligation of the Institute or (subject to **clause 27**) any other person.
- (b) The powers of the Directors are subject to the Corporations Act, this Constitution and to any regulations (not being inconsistent with this Constitution) from time to time made by the Institute in general meeting. No regulation made by the Institute in general meeting invalidates any prior act of the Directors which would have been valid if that regulation had not been made.
- (c) The Directors may:
- (i) appoint or employ a person to be an Officer, agent or attorney of the Institute with powers, discretions and duties, including those vested in or exercisable by the Directors;
 - (ii) authorise an Officer to delegate powers and duties vested in that Officer; and
 - (iii) dismiss or remove any agent, Officer or attorney with or without cause.

13.2 Cheques, etc.

All cheques and other negotiable instruments and receipts for money paid to the Institute must be signed, drawn, accepted endorsed or otherwise executed by the persons and in the manner as the Board determines.

14 APPOINTMENT AND REMOVAL OF DIRECTORS

14.1 Election of Directors

Election of Directors shall be conducted before each annual general meeting by postal ballot or electronic means in accordance with the WIA Ballot regulations as amended by the Board from time to time.

14.2 Directors' retirement by rotation and filling of vacated offices

- (a) At every annual general meeting one-half of the Directors or if their number is not a whole multiple of two then the number nearest to but not exceeding one-half must retire from office provided that no Director may retain office for more than two years or after the second annual general meeting following the Director's appointment, whichever is the longer. A retiring Director must act as a Director throughout the meeting at which the Director retires. An election of Directors must take place each year..
- (b) In every year the Director or Directors to retire is the one-half or other nearest number who have been longest in office since their last election. As between two or more who have been in office an equal length of time the Director or Directors to retire will failing agreement between them be determined by lot in any manner determined by the President. A retiring Director is eligible for re-election.
- (c) The Institute at any annual general meeting at which any Director retires may fill the vacated office by re-electing the Director or electing some other person to fill the vacancy. The Board may determine that the election of Directors be conducted by postal or electronic ballot with the result of the election to be announced at the annual general meeting. A postal or electronic ballot shall be conducted in accordance with the regulations made by the Board from time to time.
- (d) No person except a Director retiring by rotation or a person recommended by the Directors for election is eligible for election to the office of Director at any meeting unless the person (being a Member) or some Member intending to propose the person has at least 45 days before the meeting left at the Office a notice in writing duly signed by the nominee giving the nominee's consent to nomination and signifying the nominee's candidature for the office or the intention of such Member to propose. Notice of each and every candidature must be forwarded to all Members not less than 28 days (or such lesser period as is from time to time permitted by the Corporations Act) prior to the meeting at which an election is to take place.
- (e) Any Director may retire from office upon giving notice in writing to the Institute of the Director's intention to do so and such resignation takes effect upon the expiration of the notice or its earlier acceptance.

14.3 Removal of Directors

- (a) Subject to **clause 14.3 (b)**, the Institute in general meeting may by resolution remove any Director from office.
- (b) No resolution for the removal of a Director from office is to be put to a general meeting unless notice signed by a Member duly qualified to vote at that meeting and signifying the intention of that Member to propose that resolution is received by the

Institute not less than 28 clear days before the date appointed for holding the meeting.

15 DISQUALIFICATION OF DIRECTORS

- (a) In addition to the circumstances in which the office of Director becomes vacant by virtue of the Corporations Act or this Constitution, the office of Director becomes vacant if:
- (i) the Director becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (ii) the Director becomes an insolvent under administration or makes any composition or arrangement with his or her creditors or any class of them;
 - (iii) the Director is removed from office pursuant to this Constitution, resigns office by notice in writing to the Institute or refuses to act;
 - (iv) the Director is absent from the meetings of Directors for a continuous period of six months without special leave of absence from the Directors and the Directors resolve that the Director's office will be vacated;
 - (v) the period for which the Director is appointed expires;
 - (vi) the Director ceases to be a Member;
 - (vii) the Director resigns by written notice to the Institute or dies; or
 - (viii) the Director is removed from office pursuant to section 203D of the Corporations Act.
- (b) No proceedings of the Board, or any resolution passed at any meeting, will be invalidated by reason of any Director taking part or concurring in such meeting or resolution being then disqualified until an entry is made in the minutes of the Board of the Director's office having been so vacated.
- (c) Any Director whose office becomes so vacant will be eligible for immediate re-election provided that the disqualifying conditions may be dispensed with, altered, varied or modified by a Special Resolution.

16 DIRECTOR'S CONTRACTS

16.1 Director's interests

Subject to the Corporations Act:

- (a) no Director or proposed Director is disqualified by that office from:
 - (i) entering into a contract, agreement or arrangement with the Institute;
 - (ii) becoming or remaining a Director of any company in which the Institute is in any way interested or which is in any way interested in the Institute;
- (b) no contract, agreement or arrangement in which a Director is in any way interested, entered into by or on behalf of the Institute can be avoided merely because of that Director's interest; and
- (c) no Director who:
 - (i) enters into a contract, agreement or arrangement in which the Director has an interest; or
 - (ii) is a director of the other company with which the Institute has entered into the contract, agreement or arrangement,

is liable to account to the Institute for any profits or remuneration realised by that Director as a result of his or her being interested or being a director of the other company.

16.2 Declaration of interest

The nature of a Director's interest in any contract, agreement or arrangement must be declared by that Director at a meeting of the Directors in accordance with the Corporations Act as soon as practicable after the relevant facts have come to his or her knowledge. A general notice that a Director is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this clause as regards the Director and the transactions. After giving the general notice it is not necessary for the Director to give any special notice relating to any particular transaction with that firm or corporation. The Secretary must record in the minutes any declaration made or any general notice given by a Director under this clause.

16.3 Votes by interested Directors

Subject to the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

- (a) must not vote on the matter (or in relation to a proposed resolution in relation to the matter, whether in relation to that or a different Director); and
- (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting, unless:

- (i) the matter applies to an interest that the Director has as a Member in common with the other Members; or
- (ii) the Directors have passed a resolution that identifies the Director, the interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest does not disqualify the Director from considering or voting on the matter;
- (iii) the interested Director is entitled to be present and vote as a result of a declaration or order made by the ASIC under section 196 of the Corporations Act; or
- (iv) the interested Director is otherwise permitted by the Corporations Act to be present and vote.

17 DIRECTOR'S CONFLICTS OF INTEREST

If a Director holds any office or possesses any property such that he or she might have duties or interests which directly or indirectly conflict with his or her duties or interest as Director, that Director must declare at a meeting of the Directors the fact, nature, character and extent of the conflict.

18 PROCEEDINGS OF DIRECTORS

18.1 Procedure generally

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

18.2 Quorum

- (a) The quorum for a meeting of the Board is the next whole number after one-half of the number of Directors in office, or such other number as determined by the Directors from time to time.
- (b) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors, or is less than the minimum number of Directors fixed under this Constitution, the remaining Directors must act as soon as possible to:
 - (i) increase the Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under the Constitution;
 - (ii) convene a general meeting of the Institute for that purpose; or
 - (iii) appoint additional Directors,

and until that has happened the Directors may only act if and to the extent that there is an emergency requiring them to act.

18.3 Calling of meetings

A Director may at any time convene a meeting of the Board by notice to the other Directors. Notice may be given to a Director either personally or by telephone, fax or other electronic means or by posting it in a prepaid envelope or wrapper addressed to the Director at any address within Australia to be supplied by him or her for that purpose.

18.4 Notice of meetings

- (a) Notice of a meeting of the Board is to be given to all Directors except to a Director whom the Secretary when giving notice to other Directors reasonably believes to be outside Australia.
- (b) A notice of meeting:
 - (i) must specify the time and place of the meeting; and
 - (ii) may be given immediately before the meeting.
- (c) Non-receipt of notice of meeting of Directors by, or a failure to give notice of meeting of Directors to, a Director does not invalidate any act matter or thing done by or resolution passed at the meeting if non-receipt or failure occurred by accident or error.

18.5 Chairperson of meetings

The President shall be chairperson of all meetings of the Board. If the President is not present within 15 minutes of the time appointed for the holding of the meeting or is unable or unwilling to act, the Vice President shall act as chairperson of the meeting. If the President or Vice President is unable or unwilling to act as chairperson, the Directors present must elect a chairperson of their meeting from among themselves.

18.6 Determinations

Subject to **clause 18.10**, questions arising at any meeting of the Board are to be decided by a majority of votes. Each Director has one vote and a determination by a majority of the Directors will for all purposes be deemed a determination of the Directors. If there is equality of votes at a meeting at which a quorum is present the chairperson has a second or casting vote in addition to a deliberative vote.

18.7 Delegation to Committees

The Board may delegate any of its powers to Committees consisting of one or more Directors or other persons as the Board thinks fit. Any Committee formed must comply with the regulations that may be imposed on it by the Board in exercising the Committee's delegated power.

18.8 Procedure of Committees

The meetings of Committees consisting of more than one person are governed by the clauses of this Constitution regulating the meetings of the Directors so far as they are applicable and are not superseded by any regulations made by the Directors under this Constitution.

18.9 Validation of irregular acts

Any act done by any meeting of the Board or by a Committee or by any person acting as a Director will be valid even if it is later discovered:

- (a) that there was some defect in the appointment or continuance in office of a Director or such other person; or
- (b) that any of them was disqualified or had vacated office or were not entitled to vote.

18.10 Written resolutions

A resolution in writing signed by all the Directors for the time being in Australia (not being less than a quorum) is as valid and effectual as if it had been passed at a meeting of Directors duly held. That resolution may consist of several copies of a document each signed by one or more Directors.

18.11 Voting authority

A Director who is unable to attend a meeting of the Board may authorise another Director to vote at that meeting and the Director authorised will have one vote for each Director by whom he or she is so authorised in addition to his or her own vote. Any such authority must be in writing (including by fax) and must be produced at the meeting at which it is to be used and be left with the Secretary for retention with the Institute's records.

18.12 Advisory Committees

- (a) There shall be an Advisory Committee initially in respect each area previously the responsibility of a Division to advise the Board in respect of matters previously the responsibility of that Division and on any other matters considered by the Board to be relevant to promoting the objects of the Institute.
- (b) The first members of each Advisory Committee shall be the members of the Council or other governing body of each Division on the Adoption Date who agree to be a member of an Advisory Committee.

- (c) Commencing on the third anniversary of the Adoption Date and every 3 years thereafter the Members living in the area for which an Advisory Committee is responsible shall elect the members of that Advisory Committee.
- (d) In addition to the members appointed in accordance with (b) and (c) of this provision the Board may from time to time appoint to each Advisory Committee one additional person whom the Board believes is interested in promoting the objects of the Institute, and may at any time remove that person from his or her position on an Advisory Committee.
- (e) The Board may make such regulations as it thinks fit to define new areas to be covered by further Advisory Committees and governing the election, activities and proceedings of the Advisory Committees.

18.13 Meetings of Directors by Instantaneous Communication Device

For the purposes of this Constitution, the contemporaneous linking together by Instantaneous Communication Device of a number of consenting Directors not less than the quorum, whether or not any one or more of the Directors is out of Australia, is deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to the meetings of the Directors will apply to such meetings held by Instantaneous Communication Device so long as the following conditions are met:

- (a) all the Directors for the time being entitled to receive notice of the meeting of Directors are entitled to notice of a meeting by Instantaneous Communication Device and to be linked by Instantaneous Communication Device for the purposes of such meeting. Notice of any such meeting may be given by the Instantaneous Communication Device or in any other manner permitted by this Constitution;
- (b) at the commencement of the meeting each of the Directors taking part in the meeting by Instantaneous Communication Device is able to hear each of the other Directors taking part;
- (c) at the commencement of the meeting each Director must acknowledge the Director's presence for the purpose of a meeting of the Directors of the Institute to all the other Directors taking part;
- (d) a Director must not leave the meeting by disconnecting the Director's Instantaneous Communication Device unless the Director has previously obtained the express consent of the chairperson of the meeting. A Director is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by Instantaneous Communication Device unless the Director has previously obtained the express consent of the chairperson of the meeting to leave the meeting; and
- (e) a minute of the proceedings of a meeting by Instantaneous Communication Device is sufficient evidence of those proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson.

19 MINUTES

The Directors must cause minutes to be kept in accordance with the Corporations Act:

- (a) of the names of the Directors present at each meeting of the Board and of any Committee; and
- (b) of all resolutions and proceedings of general meetings and of meetings of the Board and of Committees.

The minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next meeting.

20 SECRETARY

The Directors must appoint one or more Secretaries in accordance with the Corporations Act at the remuneration (if any) and on the terms and conditions as the Directors think fit. Any Secretary so appointed may be removed by the Directors.

21 OTHER POSITIONS

The Directors may appoint one or more persons to undertake the tasks of a general manager and a chief financial officer with the responsibilities and at the remuneration (if any) and on the terms and conditions as the Directors think fit. Any person so appointed may be removed by the Directors.

22 SEAL

The Directors must provide for the safe custody of any Seal. The Seal may only be used by the authority of the Directors or of a Committee authorised by the Directors for that purpose. Every instrument to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

23 FINANCIAL RECORDS

23.1 Financial and other records

The Directors must cause proper financial and other records to be kept and provide annual financial reporting to Members as required by the Corporations Act. The Directors must from time to time determine whether and to what extent and at what times and places and under what conditions or regulations any financial or other records of the Institute are to be open to the inspection of Members who are not Directors. No Member (who is not a Director) has the right to inspect any records of the Institute except as conferred by statute or authorised by the Directors or by the Institute in general meeting.

23.2 Time for financial reports

The interval between the end of a financial year of the Institute and the annual financial reporting to Members must not exceed the period (if any) prescribed by the Corporations Act.

24 NOTICES

24.1 Notices to Members

The Institute may give notice to a Member:

- (a) personally;
- (b) by sending it by post to the Member at his or her registered address;
- (c) by sending it to the fax number or electronic mail address (if any) nominated by the Member; or
- (d) in any other way allowed under the Corporations Act.

24.2 Deemed service

- (a) If a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post;
- (b) A notice sent by fax is deemed to be received on production of a transmission report by the machine from which the fax was sent which indicates that the fax was sent in its entirety to the fax number of the recipient if produced before 5.00 pm on a Business Day, otherwise on the next Business Day.
- (c)
 - (i) A notice sent by electronic mail is deemed to be received on the day of transmission, if transmitted before 5.00 pm on a Business Day, otherwise on the next Business Day.
 - (ii) A notice sent by electronic mail is deemed not to be served only if the computer system used to send it reports that delivery failed.

24.3 Persons entitled to notice of general meeting

Notice of every general meeting must be given in the manner authorised to:

- (a) every Member; and
- (b) the auditor for the time being (if any) of the Institute.

No other person is entitled to receive notices of general meetings.

25 WINDING UP

If the Institute is wound up or dissolved and, after the satisfaction of all its debts and liabilities, any assets whatsoever remain, the remaining assets must not be paid or distributed to the Members but must be given or distributed to some other institution or company having objects similar to the objects of the Institute and whose constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute. Such institution or institutions to be determined by the members of the Institute at or before the time of dissolution and in default thereof by application to the Supreme Court of the state or territory in which the principal office of the Institute is located.

26 INDEMNITY OF OFFICERS

- (a) The Institute must indemnify each Officer out of the assets of the Institute To The Relevant Extent against any Liability incurred by the Officer in or arising out of the conduct of the business of the Institute or a subsidiary of the Institute or in or arising out of the discharge of the Duties Of The Officer.
- (b) Subject to the Corporations Act, where the Board considers it appropriate, the Institute may execute a documentary indemnity in any form in favour of any Officer.
- (c) Subject to the Corporations Act, where the Board considers it appropriate, the Institute may:
 - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an Officer against any Liability incurred by the Officer in or arising out of the conduct of the business of the Institute or a subsidiary of the Institute or in or arising out of the discharge of the Duties Of The Officer; and
 - (ii) bind itself and amend any contract or deed with any Officer to make the payments;
- (d) In this clause:
 - (i) “Officer” means:
 - (A) a Director or Secretary or a director or secretary of a subsidiary of the Institute; or
 - (B) a person:
 - (i) who makes or participates in making decisions that affect the whole, or a substantial part, of the business of the Institute or a subsidiary of the Institute;
 - (ii) who has the capacity to affect significantly the Institute’s or a subsidiary of the Institute’s financial standing; or

- (iii) in accordance with whose instructions or wishes the Directors or the directors of a subsidiary of the Institute are accustomed to act (excluding advice given by the person in the proper performance of functions attached to the person's professional capacity or their business relationship with the Directors or the directors of a subsidiary of the Institute or the Institute or a subsidiary of the Institute),

and includes a former officer;

- (ii) "Duties Of The Officer" includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an Officer by the Institute or, where applicable the subsidiary of the Institute, to any other corporation;
- (iii) "To The Relevant Extent" means:
 - (A) to the extent the Institute is not precluded by law from doing so;
 - (B) to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy); and
 - (C) where the Liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the Duties Of The Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation; and
- (iv) "Liability" means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending an action for a liability incurred as an Officer.

27 NON-PROFIT

The income and property of the Institute must be applied solely towards the promotion of the objects of the Institute as set out in this Constitution and no portion of it is to be paid or transferred directly or indirectly by way of profit to Members. This does not prevent the payment in good faith:

- (a) of remuneration to any officers or servants of the Institute in return for any services rendered to the Institute, if such payment is approved by the Board and the amount payable is not more than an amount that would be commercially reasonable for the service;
- (b) for goods supplied in the ordinary and usual course of business;
- (c) of interest at a reasonable and proper rate on money borrowed from any Member;

- (d) of reasonable and proper rent for premises leased or licensed by any Member to the Institute; or
- (e) of out of pocket expenses approved by the Board incurred by a Director in performing Institute duties.

28 LIMITED LIABILITY

The liability of the Members is limited.

29 MEMBERS' GUARANTEE

Every Member undertakes to contribute an amount not exceeding twenty dollars to the property of the Institute if it is wound up while he or she is a Member or within one year after ceasing to be a Member, for:

- (a) payment of the debts and liabilities of the Institute contracted before the time when he or she ceased to be a Member;
- (b) the costs charges and expenses of winding up; and
- (c) for an adjustment of the rights of contributories among themselves.

30 CHANGING THIS CONSTITUTION

This Constitution may only be changed by Special Resolution in accordance with the Corporations Act.