

CONSTITUTION

Australian Institute of Traffic Planning and Management Ltd

ACN 062 495 452

ABN 28 062 495 452

Established as Australian Institute of Traffic Planning and Management Incorporated
NSW registration Y1825027

Transferred to a company limited by guarantee on (02 May 2018)

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Australian Institute of Traffic Planning and Management Ltd Constitution

Part A - The Company

1. Name and type of company

- 1.1. The name of the company is Australian Institute of Traffic Planning and Management Ltd.
- 1.2. The Company is a not-for-profit public company limited by guarantee.
- 1.3. The liability of Members is limited to the guarantee amount in clause 1.4.
- 1.4. Each Member must contribute an amount of up to \$1.00 (the guarantee) to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:
 - a. debts and liabilities of the Company incurred before the Member stopped being a Member, or
 - b. costs of winding up.

2. Definitions and interpretation

- 2.1. In this Constitution unless contrary intention appears:

"Act" means the *Corporations Act 2001* (C'th).

"Associate Member" means a person that is admitted as an Associate Member in accordance with clauses 7.3 and 8.

"Board" means the Directors meeting as the board of the Company and is constituted by the individuals who hold office as Directors, from time to time.

"Board Appointed Director" means a Director appointed by the Board in accordance with clause 36.

"Board Nominations Committee" means the board nominations committee established under clause 34.1.

"Branch Committee" means the committee referred to in clause 59.2.

"Chair" means the Director appointed as Chair of the Company in accordance with clause 42. The uncapitalised term "chair" means the individual appointed to chair (in the relevant context):

- a. a general meeting under clause 22; or
- b. a Board meeting under clause 49.

"Company" means Australian Institute of Traffic Planning and Management Ltd ACN 062 495 4521.

"Company Secretary" means any individual appointed by the Board in accordance with clause 60 to perform the duties of company secretary of the Company.

"Constitution" means this Constitution as amended or supplemented from time to time.

"Deputy Chair" means the Director appointed as Deputy Chair of the Company in accordance with clause 42.

"Director" means any individual holding a position of director of the Company, including the Office Bearers, as appointed or elected pursuant to this Constitution.

"Director Eligibility and Board Composition Policy" means a written policy made by the Board, as updated from time to time, in accordance with clause 33.3 regarding Director eligibility and the composition of the Board.

"Elected Director" means an individual elected as a Director by Voting Members in accordance with clause 35.

"Fist Transitional Group" has the meaning given in clause 38.2.b.

"Full Member" means a person that is admitted as a Full Member in accordance with clauses 7.2 and 8.

"Member" means a Member of the Company pursuant to Part B - Membership. A Member is "financial" unless and until they are deemed to be not financial within the meaning given in clause 12.4.

"Non-voting Member" means a person that is admitted as a Non-voting Member in accordance with clauses 7.4 and 8.

"Objects" means the purpose for which the Company is established as set out in clause 3.

"Office Bearer" means a Director holding the position of Chair or Deputy Chair of the Company in accordance with this Constitution.

"Operational Committee" means a Branch Committee, Emerging Professional Network Committee, Transport Modelling Network Committee, National Conference Committee and such other operational committee as the Board determines from time to time.

"Region" has the meaning given to it in clause 32.2.

"Second Transitional Group" has the meaning given in clause 38.2.b.

"Special Resolution" means a resolution for which notice has been given under clause 18.2c and that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

"Transitional Directors" means those persons in office as Directors upon adoption of this Constitution.

“Voting Member” means a Member who has voting rights in accordance with clause 9.2.

2.2. The replaceable rules set out in the Act do not apply to the Company except to the extent that they are repeated in this Constitution.

2.3. The following rules of interpretation apply unless contrary intention appears:

- a. a reference to any legislation or to any provision of any legislation includes any regulations made under it and any statutory modification or replacements thereto for the time being in force;
- b. a reference to a word or phrase that is given a meaning in the Act has the same meaning in this Constitution;
- c. a reference to a clause is a reference to a clause of this Constitution and includes any further embedded content;
- d. the words *writing* and *written* means printing, typewriting and all other means of representing or reproducing words in visible form;
- e. the word *person* means a natural person or any company, corporation, association, body or entity whether incorporated or not;
- f. a reference to a Member present at a general meeting, or a Director present at a meeting of the Board, is a reference to the Member or Director being present at the venue or venues for the meeting or using the virtual meeting technology approved for the meeting in accordance with this Constitution;
- g. the phrase *in person* means in person either physically or using virtual meeting technology;
- h. singular includes plural and vice versa;
- i. where a word or phrase is defined, its other grammatical forms have corresponding meaning;
- j. headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

3. Objects

3.1. The Objects of the Company are to promote beneficial traffic and transport outcomes for the community and to provide leadership for Members and the profession.

3.2. The Company pursues these Objects through a range of activities and services including but not limited to a focus on:

- a. providing professional development events and training to those working in the field of transport planning and traffic management;
- b. advocating for better traffic and transport outcomes for the community;
- c. promoting collegiality amongst Members;
- d. facilitating the sharing of information and knowledge amongst those working in the field of transport planning and traffic management;

e. all other things lawful or incidental to the activities and Objects above.

4. Powers

- 4.1. The Company has the legal capacity and powers of a company limited by guarantee set out under section 124(1) of the Act and may only exercise such powers to:
- a. pursue its Objects; and
 - b. do all things incidental or convenient in relation to the exercise of power under sub-clause (a).

5. Application of income and property

- 5.1. The income and property of the Company will only be applied towards the promotion of the Objects.
- 5.2. The Company must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividends or distribution of profits.
- 5.3. Clause 5.2 does not prevent the Company from paying a Member:
- a. by way of reimbursement for expenses properly incurred by the Member on behalf of the Company;
 - b. in return for any services rendered or goods supplied in the ordinary course of business to the Company;
 - c. as a Director in accordance with clause 45.2; or
 - d. for any other bona fide reason or purpose for the attainment of the Objects.

Part B - Membership

6. Admission

- 6.1. The Members are persons who are committed to the Objects and who the Board in its discretion admits to membership in accordance with this Constitution.

7. Membership types

- 7.1. The membership classes of the Company are:
- a. Full Members;
 - b. Associate Members; and
 - c. Non-voting Members.
- 7.2. Individuals who have the requisite professional experience and/or academic qualifications as determined by the Board from time to time in the field of transport planning and/or traffic management and who satisfy any further requirements for Full Membership as prescribed by the Board from time to time may apply to become a Full Member.
- 7.3. Individuals who do not otherwise qualify for Full Membership and who:

- a. are in active practice in the field of transport planning and/or traffic management or have an interest in the field of transport planning and/or traffic management; and
- b. satisfy any further requirements for Associate Membership as prescribed by the Board from time to time;

may apply to become an Associate Member.

7.4. Persons that do not otherwise satisfy the requirements to be a Full Member or Associate Member but are interested or working in the field of transport planning and/or traffic management and that satisfy any other requirements for Non-voting Membership as prescribed by the Board from time to time may apply to become a Non-voting Member.

7.5. The Board may create categories within a class of membership on such conditions and criteria as the Board may determine, provided the rights within each class of membership are in accordance with clause 9.

7.6. The Board may transfer a Member from one class or category of membership to another class or category provided the Member satisfies the eligibility criteria for the new class or category and is entitled to reject the transfer subject to this Constitution.

8. Applications for Membership

8.1. Applications for membership must be made in the form and manner as prescribed by the Board from time to time.

8.2. The Board may at its discretion accept or reject an applicant as a Member.

8.3. The Board may delegate the authority to consider and determine membership applications.

8.4. The Company must notify the applicant of the decision to accept or reject the application for admission to membership in accordance with the procedures as determined by the Board. The Board need give no reason for the rejection of an application.

8.5. Upon acceptance of an applicant to be a Member, the applicant must pay any fees in accordance with clause 12.1 within a period as determined by the Board. If any such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of the Company.

8.6. Subject to clause 8.5, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.

9. Membership rights

9.1. The Members acknowledge that:

- a. the rights of Members in a particular class may be varied with the written consent of Members in that class where at least 75% of the votes received are in favour, or with approval of a special resolution passed at a meeting of the Members in that class. The provisions of this

Constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to each meeting of the Members of that class; and

- b. the rights of Members of a particular class are not to be taken as being varied by the admission of further Members to that class or the addition of further classes of membership or of categories of membership within a class.

9.2. Members are entitled to:

- a. receive notices of and to attend and be heard at a general meeting;
- b. except for Non-voting Members and subject to clause 25.3:
 - i. vote at a general meeting;
 - ii. vote in elections for Elected Directors in accordance with clause 35; and
- c. be eligible for election or appointment as Directors, subject to the other eligibility requirements in clause 33.

10. Legal effect of Constitution

10.1. This Constitution constitutes a contract between:

- a. the Company and each Member;
- b. the Company and each Director and each Company Secretary; and
- c. each Member and each other Member

under which each person referred to above agrees to comply with and be bound by the provisions of this Constitution so far as they apply to that person.

11. Cessation of membership

11.1. A Member may resign from membership of the Company by giving written notice to the Company. The resignation of a Member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

11.2. A Member ceases to be a Member:

- a. if membership lapses under clause 12.4;
- b. on the death of the Member or if the Member is a body corporate if the Member is wound up or deregistered;
- c. if the Member is expelled under clause 13;
- d. if the Member is convicted of an indictable offence unless resolved otherwise by the Board; or
- e. in any other circumstances prescribed in the terms of membership applicable to the Member or in the failure to satisfy any undertaking given by the Member upon the Member's admission to membership on the date that the Board resolves to cease the membership unless the Board resolves otherwise.

11.3. Any Member who ceases to be a Member:

- a. will not be entitled to any refund or part refund of any membership fee; and
- b. will not be readmitted as a Member until any unpaid monies outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding monies.

12. Membership fees

- 12.1. The Board may from time to time charge fees to Members including annual membership fees. The Board may determine different amounts of such fees to be charged:
 - a. to each Member; or
 - b. to each class or category of membership; or
 - c. as between Members within a class or category of membership.
- 12.2. Fees are payable at such times and in such manner as determined by the Board.
- 12.3. The Board may at its discretion determine that no fee, in full or in part, is payable by a Member or a particular class or category of membership.
- 12.4. If any outstanding amount of any membership fee due and payable by a Member is not received by the Company within 30 days after the date that a final demand in writing for payment is sent to the Member, the membership of the Member shall without any further action be terminated. From the date the final demand is sent the Member shall be deemed to be not financial until the fee is paid or the membership terminates and their rights are modified by clauses 25.3 and 35.1.

13. Conduct of Members

- 13.1. The Board may make policies and by-laws regarding the conduct of Members. Any such policy or by-law that directly impinges on Members does not take effect until it is approved by the Voting Members by ordinary resolution at a general meeting.
- 13.2. Subject to clauses 13.1 and 14, the Board may implement policies and procedures relating to the disciplining of Members.
- 13.3. The Board may establish or delegate to a disciplinary committee that will have the power to investigate such complaints or disciplinary matters about a Member.
- 13.4. Procedural fairness must be applied to any procedures relating to the disciplining of Members.
- 13.5. Disciplinary action against a Member may include suspension of membership or expulsion.

14. Suspension or expulsion of Member

- 14.1. A Member may only be suspended or expelled from membership subject to

the following provisions being fulfilled:

- a. If in the opinion of the Board, the Member is considered to:
 - i. have failed to comply with this Constitution;
 - ii. have failed to comply with any policies or by-laws referred to in clause 13.1; or
 - iii. be guilty of any conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Company; then
- b. the Member must be given 28 days written notice of the opinion of the Board and of the date when the Board will consider the matter of suspension or expulsion as a consequence of clause 14.1.a. The notice must outline the grounds for suspension or expulsion and must advise the Member as to how the Member may address the Board or provide a written submission in response to the matters raised.
- c. If any submission by the Member in accordance with clause 14.1.b is received by the Company the Board must in good faith consider it in considering any resolution to suspend or to expel the Member. If such a resolution is passed by the Board, the Member must be notified within 14 days of the date of the resolution. The notice must state that the Member has 21 days from the date of the notice (or such later time as the Board may decide) to advise the Board in writing that the Member requires the matter to be referred to mediation.
- d. If the matter is referred to mediation then the mediation must be conducted in such manner as the Board reasonably determines and in accordance with the rules of procedural fairness.
- e. Once the mediation under sub-clause (d) is concluded or if the Member gives no advice in writing under sub-clause (c) then the Board must consider the resolution to suspend or expel and must decide whether or not to endorse the resolution to suspend or to expel the Member and it is only at that time that any resolution to suspend or to expel the Member will be effective.

14.2. The Board's decision in clause 14.1.e is final.

15. Rights not transferable

- 15.1. A right, privilege or obligation which a person has by reason of being a Member:
 - a. is not capable of being transferred or transmitted to another person; and
 - b. terminates upon the person ceasing to be a Member.

Part C - General Meetings

16. Calling of general meeting

- 16.1. The Board may convene a general meeting at any time it thinks fit.

- 16.2. A general meeting called the annual general meeting must be held within 5 months of the end of the Company's financial year in accordance with the Act.
- 16.3. Members may request or call and arrange to hold a general meeting in accordance with the relevant provisions of the Act.

17. Annual general meetings

- 17.1. The business of an annual general meeting must include consideration of the annual financial report, Directors' report and any auditor's report.
- 17.2. It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the consideration of the reports in clause 17.1, the appointment or announcement of Directors, the appointment of the auditor or the fixing of the auditor's remuneration.
- 17.3. If the Company's auditor or the auditor's representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report, if any.

18. Notice of general meetings

- 18.1. Except where shorter notice is permitted by the Act, at least 21 days' notice of any general meeting must be given to
- a. every Member;
 - b. every Director; and
 - c. the auditor of the Company.
- 18.2. A notice of a general meeting must specify:
- a. the date, time and place of the meeting;
 - b. subject to clause 17.2, the general nature of the meeting's business;
 - c. if a special resolution is to be proposed, state in full the proposed resolution and the intention to propose it as a special resolution;
 - d. if the meeting is to be held wholly or in part using virtual meeting technology, the virtual meeting technology that will be used to facilitate this; and
 - e. any other information required by the Act.
- 18.3. Except as required by the Act or as provided in clause 17.2, no business other than that specified in the notice convening a general meeting may be transacted at that general meeting.
- 18.4. The Board must ensure that all reasonable steps are taken to give notice of a general meeting to all Members in accordance with this clause 18. However, the accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this Constitution does not invalidate the proceedings at or any resolution passed at the meeting.

19. Cancellation or postponement of general meeting

- 19.1. The Board may cancel or postpone a general meeting (other than a meeting requisitioned by Members) at any time prior to the meeting.
- 19.2. The Board may change the venue of a general meeting, or the virtual meeting technology to be used, if it would be impractical or unreasonable to hold the meeting at the venue or using the virtual meeting technology, provided Members as a whole continue to be given a reasonable opportunity to participate.
- 19.3. The Board must endeavour to notify each person entitled to receive notice of the meeting of the cancellation, postponement or change of venue or virtual meeting technology. Any failure to notify any person entitled to receive notice of the meeting or failure of a person to receive a notice will not affect the validity of the cancellation, the change of venue or virtual meeting technology or the postponement of the meeting.
- 19.4. If a general meeting is convened pursuant to a request by Members, the Board may not postpone or cancel the general meeting without the consent of a majority of the requesting Members.

20. Technology

- 20.1. The Company may hold a general meeting:
 - a. at one or more physical venues;
 - b. at one or more physical venues and using virtual meeting technology; or
 - c. using virtual meeting technology only,provided that, in each case, all Members are given a reasonable opportunity to participate.
- 20.2. Anyone using virtual meeting technology is taken to be present in person at the meeting and may vote if entitled to do so under this Constitution.
- 20.3. If the Board elects to use virtual meeting technology for a general meeting, the Board will determine the type of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or video device which permits instantaneous communication.
- 20.4. If a general meeting is to be held wholly or in part using virtual meeting technology and, before or during the meeting, any technical difficulty occurs, then without limiting any other powers conferred on the chair under this constitution or at law, the chair may:
 - a. adjourn the meeting until the difficulty is remedied; or
 - b. if Members as a whole continue to be given a reasonable opportunity to participate, continue to hold the meeting and transact business, and no Member may object to the meeting being held or continuing.

21. Quorum

- 21.1. No business shall be transacted at a general meeting unless a quorum is present. The quorum for a general meeting is the number of financial Voting Members entitled to vote and present that is equal to the number of Directors in office at the time plus 2.
- 21.2. A Member is taken to be present at a general meeting if the Member is present in person, by proxy or attorney. For the purposes of determining the quorum, each individual present will be counted only once.
- 21.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present:
 - a. the meeting if convened upon the requisition of Members shall be dissolved;
 - b. in any other case the meeting shall stand adjourned to such other day and at such other time and place, or using such virtual meeting technology, as the Chair may determine.
- 21.4. If at the adjourned meeting the quorum is not present within half an hour after the appointed time for the commencement of the meeting, then the meeting will lapse.

22. Chair for general meetings

- 22.1. The Chair will be the chair for each general meeting.
- 22.2. If the Chair is not present within 15 minutes after the time appointed for the commencement, or is unable or unwilling to act, the following may chair the meeting (in order of precedence):
 - a. the Deputy Chair;
 - b. if the Deputy Chair is not present or is unable or unwilling to act, any other Director present shall chair the meeting and if there are 2 or more Directors present then the Director who has been appointed to chair the meeting by those other Directors present;
 - c. if none of the Directors is present or is able or willing to act, then a financial Voting Member present chosen by a majority of the financial Voting Members present.

23. Conduct of general meetings

- 23.1. The chair is responsible for the conduct of the meeting. Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair whose decision is final.
- 23.2. The chair may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting, subject to the law:
 - a. impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;

- b. terminate debate or discussion;
 - c. adopt any procedures for casting or recording votes at the meeting whether on a show of hands or a poll.
- 23.3. The chair may take any action they consider appropriate for the safety of individuals attending the meeting or the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any individual who the chair considers to be disruptive to the meeting.
- 23.4. The chair may delegate powers conferred by this clause 23 to any individual they think fit.
- 23.5. Nothing in this clause limits the powers conferred on the chair by law.

24. Adjournment of general meeting

- 24.1. The chair may at any time during the course of a general meeting, and must if so directed by the meeting, adjourn the meeting to such other day and at such other time and place, or using such virtual meeting technology, as the chair determines, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 24.2. When a meeting is adjourned for 28 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 24.3. Except as provided by clause 24.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. Voting at general meetings

- 25.1. Subject to clause 25.3, each Voting Member has one vote.
- 25.2. The vote may be exercised in person, by proxy (subject to clause 29.8) or by attorney.
- 25.3. If at the time of the meeting, a Voting Member's membership fee is overdue and unpaid and a final demand in accordance with clause 12.4 has been issued, the Member will not be financial and will not be entitled to exercise their right to vote.

26. Objections to right to vote

- 26.1. A challenge to a right to vote at a general meeting:
- a. may only be made at the meeting; and
 - b. must be determined by the chair, whose decision is final.
- 26.2. A vote not disallowed following the challenge is valid for all purposes.

27. How voting is carried out

- 27.1. A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is demanded.

- 27.2. On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 27.3. Unless otherwise required by this Constitution or the Act, all resolutions of the Company are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by Voting Members entitled to vote on the resolutions.
- 27.4. If the votes are equal, the motion is not carried.
- 27.5. A Member attending a general meeting by virtual meeting technology may vote on a show of hands by voting by voice or other indication acceptable to the chair.

28. Polls

- 28.1. A poll may be demanded on any resolution.
- 28.2. A demand for a poll may be withdrawn.
- 28.3. At a general meeting, a poll may be demanded by:
- a. the lesser of at least 3 Voting Members entitled to vote on the resolution or Voting Members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - b. the chair.
- 28.4. A poll may be demanded:
- a. before a vote is taken;
 - b. before the voting results on a show of hands are declared; or
 - c. immediately after the voting results on a show of hands are declared.
- 28.5. Subject to clause 28.6, a poll demanded must be taken when and in the manner the chair directs including in relation to how votes of Members attending by virtual meeting technology are to be collected.
- 28.6. A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- 28.7. The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 28.8. The result of the poll is the resolution of the meeting at which the poll was demanded.

29. Proxies and Representation

- 29.1. A Voting Member may appoint a proxy to attend and vote at a general meeting on their behalf.
- 29.2. A proxy appointed to attend and vote for a Voting Member has the same rights as the Voting Member to:

- a. speak at the meeting;
 - b. vote on a poll (but only to the extent allowed by the appointment); and
 - c. demand or join in to demand a poll under clause 28.3.
- 29.3. An appointment of proxy must be signed by the Voting Member or their attorney appointing the proxy and must contain:
 - a. the Voting Member's name and address;
 - b. the proxy's name or the name of the office held by the proxy; and
 - c. the meeting(s) at which the appointment may be used.
- 29.4. An appointment of proxy that is undated is dated as the day it is received by the Company.
- 29.5. A proxy appointment may be a standing one.
- 29.6. In the event of a Voting Member submitting an appointment of proxy that does not nominate a particular person as proxy, the proxy may be exercised by the chair unless the Voting Member indicates otherwise.
- 29.7. The appointment of the proxy must be received by the Company at the address or email stated in the notice of meeting or at the Company's registered address or email at least 48 hours before a general meeting or such shorter period as the Board may permit. If a Voting Member submits a valid replacement proxy within the time limit, it replaces the earlier appointment.
- 29.8. A proxy is not entitled to vote on a show of hands (but this does not prevent a Voting Member appointed as a proxy from voting as a Voting Member in their own right on a show of hands).
- 29.9. An appointment of proxy may specify the way the proxy is to vote on a particular resolution. If it does, then when a poll is held:
 - a. if the proxy is the chair - the proxy must vote on a poll, and must vote that way;
 - b. if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way; and
 - c. if the proxy is not the chair and the proxy does not vote on a poll then before the poll is closed the proxy is transferred to the chair who must vote the way the Member has directed.
- 29.10. Unless the Company receives written notice at least 48 hours (or any shorter period the Board may permit) before the start or resumption of a general meeting at which a proxy or attorney votes, a vote cast by the proxy or attorney is valid even if, before the proxy or attorney votes, the appointing Member:
 - a. dies;
 - b. is mentally incapacitated;

- c. revokes the proxy's appointment or power or attorney; or
 - d. revokes the authority of a representative or agent who appointed the proxy.
- 29.11. Despite clause 29.10c if a Voting Member attends a general meeting and they have appointed a proxy or attorney, the proxy or attorney's appointment is deemed revoked. This means the proxy or attorney does not have the authority to speak and vote for the Voting Member at a meeting while the Voting Member is at the meeting.
- 29.12. An attorney for a Member may do whatever the Member could do personally as a Member, but if the attorney is to vote at a general meeting the instrument conferring the power of attorney or a certified copy of it must be produced to the Company at least 48 hours (or any shorter period the Board may permit) before the meeting, in the same way as the appointment of a proxy.

30. Direct voting

- 30.1. The Board may determine that at any general meeting, a Voting Member who is entitled to vote at that meeting is entitled to a direct vote. A 'direct vote' includes a vote delivered to the Company by post or other electronic means approved by the Board. The Board may specify the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.
- 30.2. If a vote is taken at a general meeting on a resolution on which a direct vote was cast, the chair of the meeting must on a vote by show of hands or on a poll, count the votes cast by each Voting Member who has submitted a direct vote directly for or against the resolution.
- 30.3. If a Member casts a direct vote on a particular resolution that is put to a vote at a general meeting, and the Member or their Representative, proxy or attorney attends the meeting, then they are not entitled to vote on the matter at the general meeting.

31. Non-members attending a general meeting

- 31.1. Any Director or auditor of the Company is entitled to attend and to address a general meeting.
- 31.2. Any other person that is a not a Member may attend and address a general meeting if invited to do so by the chair of the meeting.

Part D - Board of Directors

32. Number of Directors

- 32.1. Subject to the Act, the Board will comprise:
- a. five Elected Directors; and
 - b. up to four Board Appointed Directors.
- 32.2. There must be one Elected Director who resides in each of:

- a. Queensland;
 - b. either Victoria or Tasmania;
 - c. either New South Wales or the Australian Capital Territory;
 - d. Western Australia; and
 - e. South Australia,
- each being a 'Region'.

33. Director eligibility

- 33.1. To be eligible to hold the position of Elected Director, a person must:
- a. be, or be eligible to be, a Full Member;
 - b. be eligible to be a director under the Act;
 - c. at the time of nomination and election, reside in the Region required to ensure the composition of the Board complies with the requirements of 32.2;
 - d. not be a member of any Operational Committee (with any such membership to be relinquished, at the latest, within 14 days after election); and
 - e. be determined by the Board Nominations Committee to meet the eligibility requirements for election as an Elected Director as set out in this clause.
- 33.2. To be eligible to hold the position of Board Appointed Director, a person must:
- a. be, or be eligible to be, a Member;
 - b. be eligible to be a director under the Act;
 - c. not be a member of any Operational Committee; and
 - d. be determined by the Board Nominations Committee to meet the requirements in the Director Eligibility and Board Composition Policy for appointment as a Board Appointed Director.
- 33.3. The Board must agree from time to time a Director Eligibility and Board Composition Policy, which must set out:
- a. the eligibility requirements for election as an Elected Director (being those set out in clause 33.1);
 - b. the preferred composition of the Board from time to time in a skills and capability matrix; and
 - c. the eligibility and other requirements for appointment as a Board Appointed Director, having regard to the skills and capability matrix.

34. Board Nominations Committee

- 34.1. The Board must establish a Board Nominations Committee to:
- a. develop and periodically review the Director Eligibility and Board Composition Policy and make recommendations to the Board; and

- b. in accordance with the Director Eligibility and Board Composition Policy:
 - i. determine the eligibility of persons nominated for election or being considered for appointment as Director;
 - ii. manage the nominations process;
 - iii. assess and recommend candidates to the Board, for the Board to then assess and recommend to Voting Members, for Elected Director positions; and
 - iv. assess and recommend candidates to the Board for Board Appointed Director positions.
- 34.2. Subject to clause 34.3, the Board must agree from time to time in writing its policy regarding the composition, role and procedures of the Board Nominations Committee.
- 34.3. The Board Nominations Committee must be comprised of a majority of Directors on the Board, provided that a Director must not be a member of the Board Nominations Committee during the year in which they seek re-election or re-appointment to the Board.
- 34.4. The Board Nominations Committee will meet after each annual general meeting of the Company to consider and make recommendations to the Board on the Board's composition, including the skills and diversity of the Board, having regard to the Director Eligibility and Board Composition Policy.

35. Election of Elected Directors

- 35.1. An Elected Director is elected by the Voting Members residing, at the time of the election, in the same Region as the respective nominee. Only financial Voting Members residing in the relevant Region will be entitled to vote in respect of that election.
- 35.2. Elections for Elected Directors will be held at the annual general meeting in accordance with the procedures determined by the Board.
- 35.3. Where more than one nomination from candidates satisfying the eligibility criteria in clause 33.1 is received in respect of a vacant Elected Director position, then a ballot will be held in accordance with the procedures determined by the Board for the conduct of the direct ballot by post and/or by electronic or other direct means of voting;
- 35.4. Where only one nomination from a candidate satisfying the eligibility criteria in clause 33.1 is received in respect of a vacant Elected Director position, the candidate is elected at the annual general meeting following the close of nominations if their election is approved by ordinary resolution of Voting Members eligible to vote pursuant to clause 35.1. If a candidate's election is not so approved, then a casual vacancy is taken to exist in respect of that position.
- 35.5. Any unfilled positions as a result of insufficient nominations or a candidate's election not being approved by the Voting Members as per clause 35.4 shall

be deemed casual vacancies.

36. Appointment of Board Appointed Directors

- 36.1. The Board may appoint a person as a Board Appointed Director, subject to:
- a. the composition requirements in clause 32.1.b being maintained (namely, that a maximum of four Board Appointed Directors may hold office at any given time); and
 - b. the person meeting the eligibility requirements under clause 33.2, including (without limitation) the person being determined by the Board Nominations Committee to meet the requirements in the Director Eligibility and Board Composition Policy for appointment as a Board Appointed Director.
- 36.2. Without limiting clause 36.1, the appointment of Board Appointed Directors is to enable the Board to discharge its legal obligations and achieve the preferred Board composition in the Director Eligibility and Board Composition Policy.

37. Term of office

- 37.1. Unless otherwise provided in this Constitution, an Elected Director holds office for a term of three years, commencing at the end of the annual general meeting at which they are elected and concluding at the end of the annual general meeting three years after their election.
- 37.2. A Board Appointed Director holds office for a term of between one and three years as determined by the Board in its absolute discretion.
- 37.3. A Director who retires or whose term ends in accordance with clause 37.1, 37.2 or 38 is eligible for re-election or re-appointment, subject to the following:
- a. the Director must continue to meet the eligibility requirements in clause 33; and
 - b. where the Director has held office for a continuous period of nine years or more, the Director is only eligible for re-election or re-appointment (including to fill a casual vacancy) after a minimum period of 12 months has lapsed since the Director last retired.

38. Transitional Board

- 38.1. This clause 38 governs the term of the Transitional Directors, despite any other provision of this Constitution.
- 38.2. In order to transition to a staggered three-year rotational system:
- a. the Transitional Directors will hold office until they are required to retire under this clause 38.2;
 - b. at least two months before the first annual general meeting following adoption of this Constitution:
 - i. the Transitional Directors must determine the order in which the Transitional Directors will rotate off the Board over the course of the next two following annual general meetings of the Company in

accordance with this clause 38.2.b;

- ii. for these purposes, the Transitional Directors must agree which of them will be the first to rotate off the Board at the first annual general meeting following the adoption of this Constitution, being at least two-thirds of the Transitional Directors (the First Transitional Group);
 - iii. the remaining Transitional Directors who do not comprise the First Transitional Group will form the Second Transitional Group and will rotate off the Board at the second annual general meeting following the adoption of this Constitution.
- c. If the Transitional Directors cannot agree on the order of rotation, then:
- i. the Transitional Directors must retire in the order based on their length of service on the Board (with those longest on the Board to be the first rotated off the Board); and
 - ii. in the event the Board cannot agree on the order of rotation between any two or more Transitional Directors who have served on the Board for the same period of time, then the decision will be made by the drawing of lots;
- d. at the first annual general meeting following the adoption of this Constitution, each of the Directors in the First Transitional Group will retire from office but unless they are otherwise disqualified by this Constitution will be eligible for re-election or appointment;
- e. at the second annual general meeting following the adoption of this Constitution, each of the Directors in the Second Transitional Group will retire from office but unless they are otherwise disqualified by this Constitution will be eligible for re-election or appointment; and
- f. despite clause 37.1, the term of office of the Elected Director residing in the Region specified in clause 32.2.c (whether or not that Elected Director is a Transitional Director) that commences at the conclusion of the first annual general meeting following the adoption of this Constitution will be for a period of two years. Thereafter, the duration of the term of office for an Elected Director residing in that Region is governed by clause 37.1.

39. Alternate Directors

- 39.1. Alternate Directors are not permitted.

40. Casual vacancies

- 40.1. In the event of a casual vacancy occurring, the Board may appoint an individual to fill the casual vacancy if that individual is eligible under clauses 33 and 37.3.
- 40.2. Any individual so appointed to fill a vacancy of a Director will hold office for the remainder of the term of that vacancy. The period served as a Director under this clause shall count in determining the term limits under clause 37.3.b.
- 40.3. The Board may act even if there are vacancies on the Board. However, if the number of Directors is reduced below the minimum prescribed under the Act,

the continuing Directors may act only:

- a. in an emergency; or
- b. for the purposes of appointing additional eligible individuals as Directors up to the minimum number; or
- c. to convene a general meeting.

40.4. The office of a Director becomes vacant if the Director:

- a. dies;
- b. no longer meets the eligibility criteria in clause 33 (subject to the qualification in clause 33.1.d);
- c. if occupying an Elected Director position, ceases to reside in the Region in which they resided at the time of nomination and election to ensure the composition of the board complies with the requirements of clause 32.2, for a period of six months in any calendar year (which need not be consecutive), without the prior written approval of the board;
- d. becomes bankrupt or makes any arrangement or composition with creditors generally;
- e. becomes ineligible to be a director of a company under the Act;
- f. resigns their office by written notice given to the Company;
- g. is removed from office pursuant to clause 41;
- h. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- i. is absent for 3 consecutive Board meetings with or without prior approval of the Board unless at the next relevant Board meeting the Board resolves otherwise;
- j. is convicted on indictment of an offence; or
- k. fails to disclose a material personal interest in breach of the law unless at the next Board meeting the Board resolves otherwise.

41. Removal of Director

41.1. Voting Members may by ordinary resolution in a general meeting remove any Director from office in accordance with the Act.

42. Office Bearers

42.1. The Office Bearers of the Company are:

- a. Chair; and
- b. Deputy Chair.

42.2. The Board will appoint the Office Bearers from amongst the Directors at the first Board meeting after each annual general meeting or at any time after a vacancy in the position of an Office Bearer arises.

42.3. Each Office Bearer while they remain a Director will hold their position:

- a. for the period from when they are appointed to the relevant position until the commencement of the first Board meeting after the next annual general meeting subject to clause 42.4;
- b. until they resign from their position as Office Bearer by written notice to the Company in which case they would remain a Director unless they also resign as a Director; or
- c. until they are removed from their position as Office Bearer by resolution of the Board, in which case they would remain a Director.

42.4. A Director may be appointed Chair in accordance with clause 42.2 consecutively up to 4 times but may not be appointed for the 5th consecutive time.

43. Powers of the Board

43.1. The business and affairs of the Company are managed by or under the direction of the Directors. The Directors may exercise all powers and do all such things that may be exercised or done by the Company, except for anything which must be exercised by the Company in a general meeting as required by the law or by this Constitution.

43.2. The Board may by resolution make, amend or revoke by-laws for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Company. These by-laws are binding on the Board and the Members, subject to clause 13.1.

43.3. Any question, issue or dispute relating to or arising in consequence from this Constitution shall be determined by the Board. Nothing in this Constitution reduces any rights that a Member may have at law.

44. Delegation of powers

44.1. The Board may delegate any of its powers and/or functions to one or more committees or any employee of the Company or any other person as the Board thinks fit.

44.2. In exercising any powers so delegated, the committee, employee or person must comply with any terms and conditions that may be set by the Board.

45. Payments to Directors

45.1. The Company must not pay fees to a Director for acting as a Director.

45.2. The Company may pay Directors for out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board.

45.3. The Company may pay premiums for insurance indemnifying Directors, as allowed by law and this Constitution.

Part E - Board meetings

46. Calling of Board meetings

- 46.1. The Directors will meet for the dispatch of business, adjourn and otherwise regulate their meetings at such time and place, or using such virtual meeting technology, as the Board may determine.
- 46.2. The Chair or any 2 or more Directors may at any time call a Board meeting.

47. Notice

- 47.1. Subject to clause 47.2, all Directors should be given at least 7 days' notice of a Board meeting. It is not necessary to give notice of a Board meeting to any Director who:
 - a. has been given special leave of absence; or
 - b. is absent from Australia and has not provided contact details at which they may be given notice.
- 47.2. In cases of urgency, a meeting can be held without notice being given in accordance with clause 47.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 47.3. Notice may be given orally or in writing and using any technology.

48. Quorum

- 48.1. No business shall be transacted by the Board unless a quorum is present. The quorum for a meeting of the Board shall be the number that is a majority of Directors currently in office and who are eligible for a notice of meeting subject to clause 47.1.

49. Chair

- 49.1. At a meeting of the Board, the Chair shall preside as chair. If the Chair is absent or is unable or is unwilling to act, then the Deputy Chair shall preside and if the Deputy Chair is not present or is unable or is unwilling to act, the remaining Directors shall choose another Director who is able and willing to act to preside as chair at the meeting or for part of the meeting.
- 49.2. Despite anything in clause 49.1, if the Chair (or as applicable Deputy Chair) later attends a meeting of Directors or is later able or willing to act then they must take the role of chair of the meeting.

50. Voting and decisions

- 50.1. Decisions made at a meeting of the Board will be determined by a majority of votes cast by Director's present and eligible to vote at the meeting. Each Director may exercise 1 vote.
- 50.2. In the event of an equality of votes on any question, the motion is not carried and the chair does not have a second or casting vote.

51. Use of technology

- 51.1. The Board may meet, and regulate their meetings, as they decide, including in relation to any virtual meeting technology that may be used to facilitate their meetings from time to time.

52. Resolutions made outside of Board meetings

- 52.1. The Directors may pass a resolution without a Board meeting being held. The resolution may be passed by written or electronic communication.
- 52.2. The resolution is passed if at least a majority of Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clauses 52.3 or 52.4, provided that if any Director votes against the resolution, it must be referred to a Board meeting for decision.
- 52.3. The Directors may sign a single document setting out the resolution and containing a statement that they agree to the resolution or there may be multiple copies of the same document, each signed by one or more of the Directors.
- 52.4. The Company Secretary may send the proposed resolution by email or other electronic message to the Directors and the Directors may agree to the resolution by sending a reply email or message to that effect, including the text of the resolution in their reply.
- 52.5. The resolution is taken to be passed, subject to clause 52.2, when the last Director who constitutes a majority in favour signs or otherwise agrees to the resolution in the manner set out in clauses 52.3 or 52.4.

53. Directors' interests

- 53.1. In addition to disclosing any conflict of interest, a Director must disclose the nature and extent of any material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a resolution made outside of a Board meeting):
- a. to the other Directors; or
 - b. if all of the Directors have a similar material personal interest, to the Members at the next general meeting, or at an earlier time if reasonable to do so.
- 53.2. The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting, and in the conflict of interest register (which must be updated promptly after such disclosure).
- 53.3. Each Director who has a material personal interest in a matter that is being considered at a Board meeting (or that is in a proposed resolution made outside of a Board meeting) must not, except as provided under clause 53.4:
- a. be present at the meeting while the matter is being discussed, or
 - b. vote on the matter.
- 53.4. A Director may still be present and vote if:

- a. their interest arises because they are a Member of the Company, and the other Members have the same interest;
- b. their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see clause 65);
- c. their interest relates to a payment by the Company under clause 65 (indemnity), or any contract relating to an indemnity or other matter that is allowed under the Act;
- d. the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
- e. the Directors who do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and
 - ii. says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

54. Validity of acts

- 54.1. Any act done by the Directors is valid and effective despite any defect that may afterwards be discovered in the appointment or qualification of any Director.
- 54.2. A procedural defect in decisions made by the Directors will not result in such decisions being invalidated.

Part F - Records

55. Minutes

- 55.1. The Board must ensure that minutes are made, approved and kept of:
 - a. proceedings and resolutions of meetings of the Members;
 - b. proceedings and resolutions of Board meetings (including meetings of any committee of the Board); and
 - c. resolutions passed by the Directors without a meeting.

56. Registers

- 56.1. The Company must keep all registers required by this Constitution and the Act.
- 56.2. The registers must be made available as required by the Act.

57. Financial records

- 57.1. The Company must keep written financial records that:
 - a. correctly record and explain its transactions and financial position and performance; and

- b. where required, enable true and fair financial statements to be prepared and reviewed or audited.

58. Inspection of records

- 58.1. The Company must ensure that the minute books for general meetings are open for inspection by Members free of charge.
- 58.2. A Member is entitled to inspect the register of Members in accordance with the Act.
- 58.3. Subject to clause 58.1 and 58.2, a Member is not entitled to inspect the financial records or other documents of the Company unless authorised by the Board or the Act.

Part G - Administration

59. Branches

- 59.1. Branches are geographical segments of the membership representing one or more State or Territory of Australia. The Board may establish, dissolve and amend Branches according to the needs of the Company.
- 59.2. Each Branch shall have a Branch Committee.
- 59.3. The Branch Committees must comply with any by-laws or terms or conditions set by the Board to govern the operations of the Branch.

60. Company Secretary

- 60.1. There must be at least 1 Company Secretary appointed by the Board on any terms as the Board sees fit. The Board may remove or terminate such appointment subject to law.

61. Financial year

- 61.1. Until such time as the Board otherwise decides, the Company's financial year is the 12-month period beginning on 1 April and ending on 31 March.

62. Auditor

- 62.1. If required by law or if the Board so determines, the Company will appoint an auditor, whose appointment, removal and duties will be regulated by the relevant sections of the Act.

63. Alteration of Constitution

- 63.1. This Constitution may only be altered by the Voting Members passing a Special Resolution.

64. Notices

How notice is given

- 64.1. Any notice required to be given to the Company may be given:
 - a. by delivering it to the Company's registered office;
 - b. by sending the notice by post to the registered address;
 - c. by email to the email address nominated by the Company for that

purpose.

- 64.2. Any notice required to be given to a Member under this Constitution may be given:
- a. personally;
 - b. by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member;
 - c. by sending electronically (including by providing a URL link to any document or attachment) it to the electronic address (if any) nominated by the Member;
 - d. notifying the Member at an email or other electronic address nominated by the Member, that the primary document is available at a specified place or address (including an electronic address).
- 64.3. If the Company does not have an address for the Member, the Company is not required to give notice.

When notice is given

- 64.4. A notice:
- a. delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
 - b. sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
 - c. sent by email or other electronic method, is taken to be given on the day after it is sent; and
 - d. given under clause 64.2.d is taken to be given on the day after the notification that the notice is available is sent.

65. Indemnity and insurance

- 65.1. The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 65.2. In this clause, 'officer' has the same meaning as in the Act and includes a Director or Company Secretary.
- 65.3. In this clause, 'to the relevant extent' means:
- a. to the extent that the Company is not precluded by law (including the Act) from doing so;
 - b. for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy); and
 - c. where the liability is owed to someone other than the Company or a related body corporate and did not arise out of conduct involving a lack of good faith.

- 65.4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.
- 65.5. To the extent permitted by law (including the Act), and if the Board considers it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

66. Execution of documents

- 66.1. Without limiting the manner in which the Company may execute a document, including as permitted under the Act, the Company may execute a document if the document is signed by:
- a. 2 Directors; or
 - b. a Director and a Company Secretary.
- 66.2. The Company is not required to execute any document under common seal for the document to be executed effectively.

67. Winding Up

- 67.1. In the event of the winding up or the dissolution of the Company, the surplus assets of the Company must not be distributed to any Members or former Members.
- 67.2. The surplus assets must be given to an organisation that:
- a. has similar objects to the Company and whose constitution requires it to apply its income in promoting those objects; and
 - b. whose constitution prohibits it from making distributions to its members to at least the same extent as in clause 5.
- 67.3. The organisation to which the surplus assets are to be given is to be determined by the Voting Members at or before the time of winding up, or failing that, by the Board at or before the time of winding up, and failing such determination, by application to a court that has jurisdiction in the matter.

