

Constitution

Society of Australian Genealogists

ACN 000 049 678

Adopted at the 87th Annual General Meeting of members of the Society of Australian Genealogists, held online at 2.00pm Saturday 31 May 2020

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1. NAME OF THE COMPANY

The name of the Company is the **Society of Australian Genealogists**.

2. TYPE OF COMPANY

- (a) The Company is a not-for-profit public company limited by guarantee.
 - (b) Subject to this Constitution, each person who is a Member and each person who was a Member during the year ending on the day of the commencement of the winding up of the Company, undertakes to contribute to the property of the Company for:
 - (i) payment of debts and liabilities of the Company;
 - (ii) payment of the costs, charges and expenses of winding up; and
 - (iii) any adjustment of the rights of the contributories among Members.
 - (c) The amount that each Member or Past Member is liable to contribute is limited to \$10.00.
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3. REPLACEABLE RULES

This Constitution displaces the Replaceable Rules to the extent that it is inconsistent with any Replaceable Rules.

4. DEFINITIONS AND INTERPRETATION

- (a) In this Constitution, unless there is something in the subject or context which is inconsistent:

Act means the *Corporations Act* 2001.

Committee means a committee established in accordance with **clause 43**.

Company means the Society of Australian Genealogists (ACN 000 049 678).

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

Director means any person holding the position of a director of the Company and **Directors** means the directors for the time being of the Company or as the context permits such number of them as have authority to act for the Company.

Member means a member of the Company (of any class of membership) pursuant to **clause 6 and clause 7**.

Member Present means, in connection with a meeting of Members, a Member being present in person or by proxy or attorney or, in the case of a corporation, by a Representative.

Office means the registered office for the time being of the Company.

Officer has the same meaning as given to that term in section 9 of the Act.

Poll means a vote conducted in writing

President means the person holding that office under this Constitution and includes any assistant or acting President.

Register means the register of Members to be kept pursuant to the Act.

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Act.

Representative means a person authorised in accordance with section 250D of the Act to act as a representative of a body corporate that is a member of the Company.

- (b) In this Constitution, unless there is something in the subject or context which is inconsistent:
- (i) the singular includes the plural and vice versa;
 - (ii) each gender includes both genders;
 - (iii) the word "person" means a natural person and any partnership, association, body or entity whether incorporated or not;
 - (iv) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
 - (v) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
 - (vi) a reference to any clause or schedule is to a clause or schedule of this Constitution;
 - (vii) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.
- (c) An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.
- (d) The provisions of this Constitution displace the replaceable rules (but not replaceable rules which mandatorily apply to a public company) contained in the Act.
- (e) Headings do not form part of or affect the construction or interpretation of this Constitution.

5. OBJECTS AND PURPOSES

- (a) The Company is:
 - (i) to pursue the charitable purpose of the advancement of education only, and
 - (ii) to advance education by promoting the study and knowledge of history and, in particular, family history and allied subjects (through, inter alia, the maintenance of a library in any format, research assistance, scholarly presentations and publication), and
 - (iii) to apply the income and property of the Company whatsoever, howsoever and whensoever derived solely for the advancement of education.
- (b) The Company can only exercise the powers in section 124(1) of the Act to:
 - (i) carry out the objects of the Company set out in **clause 5(a)**; and
 - (ii) do all things incidental or convenient in relation to the exercise of power under **clause 5(b)(i)**.
- (c) The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in **clause 5(a)**. No income or property of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company. However nothing in this Constitution will prevent payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or
 - (iii) of reasonable and proper rent for premises leased by any Member to the Company.
- (d) No payment shall be made to any Director other than the payment:
 - (i) of 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 approved by the Directors; and
 - (ii) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable for the service.

MEMBERSHIP

6. ADMISSION TO MEMBERSHIP

- (a) The Members of the Company are:
 - (i) those persons who were Members at the date of adoption of this Constitution;
 - (ii) such persons as are admitted to membership pursuant to this Constitution.
- (b) The Company shall have ordinary Members and such other classes of membership as the Directors shall decide from time to time.
- (c) Each class of membership shall have such rights and privileges as the Directors may determine from time to time but no Member shall be entitled to more than one vote.

7. NOMINATIONS FOR MEMBERSHIP

- (a) A nomination of a person for membership of the Company:
 - (i) must be made in such manner and form as shall be adopted by the Directors, and
 - (ii) must be lodged with the Company.
- (b) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Directors which is to determine whether to approve or reject the nomination but shall not be obliged to give and shall not give a reason for rejecting any nomination.
- (c) As soon as practicable after the Directors makes that determination the Secretary must:
 - (i) if rejected, notify the nominee, in writing, that the Directors rejected the nomination but the Secretary shall not advise a rejected nominee of any reason for that rejection, and
 - (ii) if the Directors approved the nomination, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the company.

8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a Member of the company:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

9. ENTRANCE FEE AND SUBSCRIPTIONS

- (a) Subject to **clause 9(b)**, the amount of any Subscription or joining fee shall be fixed by the Directors and shall be payable by Members at such times and in such manner as determined by the Directors from time to time.
- (b) The Directors may at their discretion:
 - (i) determine that no Subscription is payable by a Member or Members (in whole or in part) in a given year;
 - (ii) waive a joining fee in respect of any application or class of applications; and
 - (iii) extend the time for payment of Subscriptions by any Member.
- (c) No part of any Subscription fee shall be refunded to a Member who ceases to be a Member in accordance with **clause 10**.

10. CESSATION OF MEMBERSHIP

- (a) A Member's membership will cease if:
 - (i) the Directors resolve to terminate the membership of a person whose conduct or circumstances, in the reasonable opinion of the Directors which shall be recorded in the resolution, makes it undesirable that that person continue to be a Member of the Company upon specific grounds. In relation thereto:
 - (A) The person must be given at least 21 days' notice of the consideration of the proposed resolution by the Directors and a draft statement of the grounds which the Directors will consider as the basis for a resolution.
 - (B) The person may make written and oral submissions prior to and at the meeting of the Directors at which the proposed resolution is to be considered but the person shall not be entitled to be present during the consideration of the proposed resolution by the Directors or the vote.
 - (C) The Company must give the member notice in writing that the Directors have passed such a resolution, a statement of the reasons and advice of the person's rights under this clause.
 - (D) If, within 21 days after the person is so notified, the person objects in writing accompanied by a statement of the grounds of objection to such resolution, the Company will call an Extraordinary General Meeting of Members to consider and, if thought fit, to pass, a resolution revoking the effect and operation for all purposes of the resolution of the Directors.
 - (E) The Company must send to members, with the Notice of Extraordinary General Meeting, a statement by the Directors

as to the reasons for which the Directors passed such resolution and the statement provided by the person.

- (F) The motion before the Extraordinary General Meeting must be passed by a majority of 75% of the members present in person or by proxy at the meeting.
 - (ii) if the person dies; or
 - (iii) subject to **clause 9(b)** and **9(c)**, the person falls more than 3 months overdue with their subscription fees; or
 - (iii) the person resigns membership which shall take effect on the date that the written notice of resignation by the member is received at the Office.
- (b) A Member shall not be entitled to any of the benefits of membership whilst their subscription is due but unpaid.

GENERAL MEETINGS

11. CONVENING OF GENERAL MEETINGS

- (a) Any three Directors may whenever those Directors think fit convene a general meeting of the Company.
- (b) Any 100 Members shall be entitled to require a general meeting to be convened in accordance with the provisions of the Act.
- (c) A general meeting of the Company may be convened at one or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

12. NOTICE OF GENERAL MEETING

- (a) Subject to consent to shorter notice being given in accordance with the Act, at least 21 days' notice of any general meeting must be given specifying:
 - (i) the place, day and hour of the meeting;
 - (ii) the general nature of any business to be transacted at the meeting;
 - (iii) if a special resolution is to be proposed, the details of and intention to propose it;
 - (iv) if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (v) any other information required by the Act.
- (b) A notice of General Meeting:

- (i) may be given in person or by post, facsimile, email or by any other technology consented to by a majority the Directors (from information provided by Members and recorded in the membership system)
 - (ii) will be given to all Members (except those who have not provided valid contact details) and the Auditor
- (c) The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

13. CANCELLATION OR POSTPONEMENT OF GENERAL MEETING

- (a) Subject to the provisions of the Act and this Constitution the Directors may cancel a general meeting of the Company:
- (i) convened by the Directors; or
 - (ii) which has been convened by a Member or Members pursuant to the Act upon receipt by the Company of a written notice withdrawing the requisition signed by that Member or those Members.
- (b) The Directors may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- (c) Where any general meeting is cancelled or postponed or the venue for the same is changed:
- (i) the Directors must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. QUORUM

- (a) No business may be transacted at any general meeting unless a quorum of Members is present at all times during the meeting. A Member present by proxy is to be enumerated as present for the purposes of this clause.
- (b) Twenty Members Present and entitled to vote constitute a quorum for all general meetings.

- (c) If within 30 minutes after the time appointed for holding a general meeting a quorum is not present:
 - (i) the meeting if convened upon the requisition of Members shall be dissolved;
 - (ii) in any other case:
 - (A) it 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 may by notice to the Members appoint; and
 - (B) if at such adjourned meeting a quorum is not present within 30 minutes after the time appointed for the holding of the meeting then the number of members present shall constitute a quorum

15. CHAIRMAN

- (a) The President shall be entitled to preside as chairman at every general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no President; or
 - (ii) the President is not present within 30 minutes after the time appointed for the holding of the meeting or if present is unwilling to act as chairman of the meeting;

a Vice President (selected by lot amongst the Vice Presidents present at the meeting) shall preside as chairman of the meeting or, if there is no Vice President present or willing to act, then the other Directors present may choose another Director as chairman of the meeting. If no Director is so chosen or if all the Directors present decline to take the chair the Members Present may choose one of their number to be chairman of the meeting.
- (c) The rulings of the chairman of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

16. ADJOURNMENTS

- (a) The chairman of a general meeting at which a quorum is present:
 - (i) may adjourn a meeting with the consent of the meeting; and
 - (ii) must adjourn the meeting if the meeting so directs

to a time and place as determined.
- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (d) It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

17. DETERMINATION OF QUESTIONS

- (a) At any general meeting a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by either:
 - (i) the chairman of the meeting;
 - (ii) at least two Members Present and entitled to vote on the resolution.
- (b) Before a vote on a resolution is taken, the chairman must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) A declaration by the chairman of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Company which has been signed by the chairman of the meeting or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18. POLLS

- (a) A poll may be demanded:
 - (i) before a vote on a resolution is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) If a poll is demanded it must, subject to paragraph (e), be taken in such manner and at such time and place as the chairman of the meeting directs.
- (c) The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (e) A poll demanded on the election of a chairman or any question of adjournment of the meeting must be taken immediately.
- (f) The demand for a poll may be withdrawn.

19. VOTING RIGHTS

A Member entitled to vote has one vote, both on a show of hands and a poll.

20. VOTING DISQUALIFICATION

No person other than a Member shall be entitled to a vote at a General Meeting.

21. OBJECTION TO QUALIFICATION TO VOTE

Any challenge as to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the chairman whose decision shall be final and conclusive and a vote allowed by the chairman shall be valid for all purposes.

22. PERSONS OF UNSOUND MIND AND MINORS

- (a) A Member of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health or who is a minor may vote whether on a show of hands or on a poll by that Member's committee or by such other person as properly has the management or guardianship of that Member's estate or by the public trustee (as the case may be) and the committee or other person or trustee may vote by proxy or representative.
 - (b) Any person having the right of management or guardianship of the person or estate in respect of a Member as referred to in **clause 22(a)** must not exercise any of the rights conferred under that clause unless and until the person has provided to the Directors satisfactory evidence of the appointment of the person accordingly.
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23. CHAIRMAN'S CASTING VOTE

In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote.

24. RIGHT OF NON-MEMBERS TO ATTEND GENERAL MEETING

- (a) The chairman of a general meeting may invite any person who is not a Member to attend and address a meeting.
 - (b) Any auditor of the Company shall be entitled to attend and address a general meeting.
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PROXIES

25. RIGHT TO APPOINT PROXIES

- (a) A Member who is entitled to attend and vote at a general meeting of the Company may appoint a person as the Member's proxy to attend and vote for the Member at the meeting and such person need not be a Member.

- (b) If a Member appoints a proxy the proxy is entitled to vote on a show of hands and on a poll.

26. APPOINTING A PROXY

- (a) The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing or if the appointor is a corporation signed by an authorised officer or attorney of the corporation.
- (b) The instrument of proxy is only valid if it contains all of the information required by the Act which at the date of this Constitution is the following information:
 - (i) the name and address of the Member;
 - (ii) the name of the Company;
 - (iii) the proxy's name or the name of the office of the proxy; and
 - (iv) the meetings at which the instrument of proxy may be used.
- (c) An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- (d) An instrument of proxy may be revoked at any time by notice in writing to the Company.

27. LODGMENT OF PROXIES

- (a) An instrument appointing:
 - (i) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
 - (ii) an attorney to exercise a Member's voting rights at a general meeting or a certified copy of that power of attorney,

must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than 48 hours (or such shorter period as the Directors may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote and in default the instrument of proxy or the power of attorney will not be treated as valid.

- (b) For the purposes of this clause it will be sufficient that any document required to be lodged by a Member be received in legible form by facsimile or email transmission, or any other form of electronic communication approved by the Directors at the place at which the document is required to be delivered by the Member and the document shall be regarded as received at the time the transmission was received (unless a report of transmission failure exists).

28. VALIDITY OF PROXIES

- (a) A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:
- (i) the death or unsoundness of mind of the Member;
 - (ii) the bankruptcy or liquidation of the Member;
 - (iii) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,
- if the Company has not received at its Office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation at least 48 hours (or such shorter period as the Directors may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.
- (b) A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

29. RIGHTS OF PROXIES AND ATTORNEYS

- (a) The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.
- (b) Unless a Member by the instrument of proxy directs the proxy to vote in a certain manner the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
- (c) A proxy will not be revoked by the appointor attending and taking part in any general 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 the appointor shall not be entitled to vote in that capacity in respect of the resolution.
- (d) The chairman of a general meeting may require any person acting as a proxy to establish to the satisfaction of the chairman that he is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish his identity he may be excluded from voting either upon a show of hands or upon a poll.

APPOINTMENT AND REMOVAL OF DIRECTORS

30. NUMBER AND APPOINTMENT OF DIRECTORS

- (a) There shall be no less than 8 and no more than 10 Directors who shall be elected for terms of two (2) years.
- (b) The Company may by special resolution, increase or decrease the number of Directors holding office.

- (c) No more than 50% of Directors can derive more than 25% of their gross taxable income from professional genealogical work at the time of their last election as Director.
- (d) Nomination of candidates for election as a Director:
 - (i) must be made in writing, signed by two other members of the company and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) or such other evidence of consent as may be accepted by the Returning Officer;
 - (ii) must be delivered to the secretary of the company at least 35 days before the date fixed for the holding of the annual general meeting at which the election is fixed to take place;
 - (iv) must be accompanied by a signed undertaking that the candidate agrees to abide by the Director's Code of Conduct in force at the time of nomination;
 - (v) must be accompanied by a signed declaration as to whether they derive more than 25% of their gross taxable income from professional genealogical work.
- (e) The following cannot either be nominated as candidates or nominate a candidate:
 - (i) any person who is not a Member of the Company
 - (ii) an employee of the Company and
 - (iii) any member whose annual subscription is in arrears.
- (f) If the number of candidates nominated and eligible for election does not exceed the number of vacancies to be filled then the candidates so nominated shall be elected as Directors without a vote. Any vacancies still remaining may be filled by the Directors.
- (g) At each Annual General Meeting at least half the Directors shall retire. A retiring Director is eligible for reappointment. Those Directors who shall retire must include:
 - (i) those who did not stand for election at the preceding Annual General Meeting, and
 - (ii) those who have been appointed by the Directors to fill a casual vacancy since the preceding Annual General Meeting.
- (h) A Director must be a Member.
- (i) The office bearers of the Company shall be elected annually by the Directors from amongst the Directors (any one of whom may hold a maximum of two (2) of such offices) at the first meeting of the Directors which is to be held within one month after the Annual General Meeting. The following officer bearers shall be so elected:

- (i) President;
- (ii) Vice-President - not more than three in number;
- (iii) Secretary or Secretaries; and
- (iv) Treasurer.

RETURNING OFFICER AND CONDUCT OF ELECTIONS

31. RETURNING OFFICER AND CONDUCT OF ELECTIONS

- (a) A Returning Officer shall be appointed by the Directors at a meeting held no less than 3 months before the latest date for an Annual General Meeting. The Returning Officer need not be a member of the Company but may not be a Director, a candidate for election as a Director or an employee of the Company. The Returning Officer shall comply with the directions of the Directors but otherwise shall be responsible for the counting of the votes and the conduct of the election in such ordinary and usual manner as the Returning Officer shall determine.
- (b) The ballot paper and other material hereinbefore referred to may be so sent with other material or publications of the Company.
- (c) If the number of candidates nominated exceeds the number of vacancies to be filled the Returning Officer shall prepare ballot papers showing the names of the candidates in such order and in such form as shall be determined by the Returning Officer. Such ballot papers shall identify such candidates as are retiring Directors.
- (d) The Returning Officer shall send a ballot paper by any of the methods provided hereunder for the service of notices to each Member entitled to vote not less than 28 clear days before the date set for the Annual General Meeting. In respect of each candidate who requests it by providing the material with his or her nomination, the Returning Officer shall forward with each ballot paper a Curriculum Vitae in such form and of such length, not exceeding 40 words, as the Directors may from time to time determine. The Returning Officer may edit or amend the Curriculum Vitae submitted by any candidate so as to ensure that it complies with this Constitution and the law generally and with any such determination by the Directors.
- (e) Where a Member entitled to vote has the same residential address as another Member or members entitled to vote, ballot papers may be posted to such Members in one envelope.
- (f) The non-receipt of a ballot paper by any Member shall not invalidate an election, nor shall the accidental omission to send out any ballot paper or Curriculum Vitae invalidate an election.
- (g) Ballot papers shall be completed personally by the Member by marking a cross against the names of so many of the candidates for election as equals the number of vacancies to be filled at that election. A Member shall not be entitled to appoint a proxy for the purpose of exercising that Member's right to vote for the election of Directors. Any ballot paper containing a number of

names marked with a cross more or less than the number of vacancies shall be rejected.

- (h) Ballot papers shall be posted so as to reach the Returning Officer, or shall be placed in a ballot box provided by the Returning Officer for that purpose, at the office of the Company no later than 5pm on the eighth day before the Annual General Meeting and any ballot paper received thereafter shall be rejected.
- (i) Each candidate may nominate in writing to the Returning Officer at least seven clear days before the Annual General Meeting another Member of the Company who is not a candidate to act as a scrutineer on his behalf at the counting of votes.
- (j) Subject to **clause 30(c)**, the vacancies in the office of Director shall be filled by the candidates who receive the greatest number of votes.
- (k) If two or more candidates receive an equal number of votes for the last remaining unfilled position, the Returning Officer shall decide by draw the candidate who is elected. Such a draw shall be made at such time and place and in such manner as the Returning Officer shall decide and his declaration as to the Candidate elected shall be final.
- (l) Wherever any candidate dies or withdraws his candidature or becomes or is found to be ineligible for election after the preparation of the ballot papers and prior to the close of the Annual General Meeting and he has received a sufficient number of votes to be elected, the candidate amongst the unsuccessful candidates who received the next greatest number of votes after those candidates who would otherwise be elected shall be declared elected in his stead. If two or more such candidates obtain an equal number of votes the Returning Officer shall decide by a draw the candidate to be elected. Such draw shall be made at such time and place and in such manner as the Returning Officer shall decide and his declaration as to the candidate elected shall be final.
- (m) The Returning Officer shall furnish to the chairman a certificate showing the names of the candidates elected and the votes received by each and the names of the candidates elected shall be announced at the Annual General Meeting. The declaration of the Returning Officer as to whether any candidate has been duly elected shall be final.
- (n) The ballots cast at each election shall be destroyed after the expiration of seven clear days after the Annual General Meeting at which the result of such election has been declared.

32. GENERAL RIGHT TO APPOINT AND REMOVE DIRECTORS

- (a) If a casual vacancy in the office of Director occurs, the Directors shall fill the vacancy by appointing as a Director some person who is eligible to be elected as a Director for the unexpired period of time for which the Director who vacated office was appointed.
- (b) The Directors may act despite any vacancy in their body but, if the number falls below one half of the maximum number of directors fixed in accordance with **clause 30(a)**, the Directors may act for the purpose of increasing the

number of Directors to one half of such maximum number or in emergencies, but for no other purpose.

33. VACATION OF OFFICE

- (a) Any Director may retire from office on giving written notice to the Company at the Office of his intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company).
- (b) The office of a Director shall become vacant if the Director:
 - (i) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (ii) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (iii) 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;
 - (iv) ceases to be a member of the Company; or
 - (v) is absent without permission of the Directors from three consecutive meetings of the Directors.

POWERS AND DUTIES OF DIRECTORS

34. POWERS OF DIRECTORS

- (a)
 - (i) The control management and conduct of the Company shall be vested in the Directors who shall exercise all such powers of the Company as are not by the Act or by this constitution required to be exercised in any other manner.
 - (ii) The Directors shall have the power by resolution to delegate the exercise of powers of the company to the most senior member of staff
- (b) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
- (c) The Directors shall have the power to award the status of **Benefactor to** any person (whether living or dead), corporation, trust or other body or entity who or which has contributed to the Company money, assets or services to a value which the Directors deems to be significant according to the following criteria:
 - (i) The method and timeframe for recognising Benefactors may change from time to time and is at the discretion of the Directors
 - (ii) There is no limit to the number of Benefactors who can be appointed

- (iii) A person shall cease to be a Benefactor in the event that:
 - (A) a resolution to that effect is passed by the Directors, or
 - (B) he, she or it resigns that status
- (d) The Directors shall have the power to award the status of **Fellow** to any Member who has been a member for more than ten years and who has rendered outstanding service to the Company or to scholarship according to the following criteria:
 - (i) There is no limit to the number of Fellows who can be appointed
 - (ii) The method and timeframe for recognising Fellows may change from time to time and is at the discretion of the Directors
 - (iii) A person shall cease to be a Fellow in the event that:
 - (A) he or she ceases to be a Member (unless the Directors shall otherwise resolve), or
 - (B) a resolution to that effect is passed by the Directors, or
 - (C) he or she resigns that status
- (e) The Directors shall have the power to award the status of **Honorary Member** upon any Member who has rendered outstanding service to the Company through voluntary work, scholarship or endeavour over an extended period which has led to the advancement of the Company's objects through leadership, project management, publications or research, according to the following criteria:
 - (i) an Honorary Member need not be a Member of the Company
 - (ii) a Member who is appointed an Honorary Member shall retain all the rights and privileges of the class of membership which he or she held before appointment as an Honorary Member and have no additional rights or privileges not afforded to a Member, other than that his or her membership becomes complimentary
 - (iii) There is no limit to the number of Honorary Members who can be appointed
 - (iv) The method and timeframe for recognising Honorary Members may change from time to time and is at the discretion of the Directors
 - (v) A person shall cease to be an Honorary Member in the event that:
 - (A) he or she dies, or
 - (B) a resolution to that effect is passed by the Directors, or
 - (C) he or she resigns that status
- (f) The Directors shall have the power to award the status of **Vice-Patron** of the Company to a person who has rendered outstanding and prolonged service to

the Company and whose professional or academic achievement or standing in the community will bring honour to the Company through their appointment as a Vice Patron, according to the following rules:

- (i) A person shall cease to be a Vice-Patron either on death, by a resolution of the Directors or at their written request
- (ii) A Vice-Patron does not need to be, or have been, a Member of the Company but any Member who is appointed a Vice-Patron retains the rights of an ordinary member and has no additional rights or privileges not afforded to an ordinary member, other than that their membership becomes complimentary
- (iii) There is no limit to the number of Vice-Patrons that can be created
- (iv) A Vice-Patron cannot be a Director or employee of the Company
- (v) The method and timeframe for recognising Vice-Patrons may change from time to time and is at the discretion of the Directors
- (vi) A person shall cease to be a Vice-Patron in the event that:
 - (A) he or she dies, or
 - (B) a resolution to that effect is passed by the Directors, or
 - (C) he or she resigns that status
- (g) The Directors shall have the power to award the statuses of **Patron-In-Chief** and **Patron**.
 - (i) These honorifics are normally held by the Governor-General of the Commonwealth of Australia and the Governor of New South Wales respectively and may be held jointly with their spouses or partners. Any changes to this practice may be made only by Members at a General Meeting
 - (ii) A person shall cease to be a Patron and Patron-In-Chief in the event that:
 - (A) he or she (or his or her spouse or partner) leaves vice regal office, or
 - (B) he or she dies, or
 - (C) a resolution to that effect is passed by the Directors, or
 - (D) he or she resigns that status.

35. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed by two Directors or other persons approved by the Directors and in accordance with the delegations approved by the Directors.

36. CONFERMENT OF POWERS

- (a) The Directors may from time to time confer upon any Director for the time being or any other person as they may select such of the powers exercisable under this Constitution by the Directors as it may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as it may think expedient.
- (b) Powers conferred under this clause may be exercised concurrently with the powers of the Directors in that regard and the Directors may from time to time withdraw, revoke or vary all or any of such powers.

DIRECTORS' DISCLOSURE OF INTEREST

37. CONTRACTS

- (a) The Company may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions that apply to such contracts or arrangements.
- (b) A Director must disclose an interest in accordance with the Act and the Secretary must record all declarations in the minutes of the relevant meeting.
- (c) A Director who has an interest in a contract or arrangement made by the Company (the Matter) may not:
 - (i) Be present when the Directors are considering the Matter but may, if invited by the Directors, make a statement and answer questions before leaving the meeting; or
 - (ii) Be counted in determining whether or not a quorum is present at any meeting of Directors considering the Matter; or
 - (iii) Vote on the Matter or in respect of, or in respect of any matter arising out of, the Matter; or
 - (iv) Sign or countersign any document relating to the Matter.
- (d) The Company shall not make any payment for services rendered by a Director in a professional or technical capacity, except where the provision of such services and the amount payable have prior approval of the Directors and where the amount does not exceed an amount that is commercially reasonable for those services.
- (e) A Director's failure to make disclosure under this clause does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
- (f) A general notice given by a Director that the Director is an officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's

interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Directors than was stated in the notice.

PROCEEDINGS OF DIRECTORS

38. MEETINGS OF DIRECTORS

- (a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as it thinks fit provided that they shall meet together at least every 2 calendar months.
- (b) A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of Directors by giving at least 24 hours notice of the meeting to all Directors except a Director who the person convening the meeting reasonably believes to be outside Australia.
- (c) Notice of a meeting of Directors need not be in writing.
- (d) A meeting of Directors may be convened or held using any technology consented to by all Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Directors meeting.
- (e) All resolutions of the Directors passed at a meeting of Directors where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors.

39. QUORUM

A majority of Directors entitled to attend a meeting of the Directors who are personally present (or in conference in accordance with **clause 38** form a quorum and a quorum must be present at all times during the meeting. A Director who is disqualified from voting on a matter pursuant to **clause 37** shall be counted in the quorum despite that disqualification.

40. CHAIRMAN

- (a) The President shall, if present, preside as chairman of every meeting of the Directors.
- (b) If a meeting of Directors is held and the President is not present within 10 minutes after the time appointed for the holding of the meeting or, if present, does not wish to chair the meeting, then the other Directors present must elect one of their number to be chairman of the meeting.

41. VOTING

- (a) A resolution of the Directors must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Directors.
- (b) Each Director shall have one vote.
- (c) In case of an equality of votes at a meeting of the Directors, the chairman has a casting vote in addition to a deliberative vote.

42. RESOLUTIONS BY DIRECTORS

- (a) The Directors may pass a resolution without a Directors meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document
- (b) A facsimile transmission which is received by the Company and which purports to have been signed by a Director shall for the purposes of this clause be taken to be in writing and signed by that Director at the time of the receipt of the facsimile transmission by the Company in legible form.
- (c) An email transmission which is received by the Company and which purports to have been sent by a Director shall for the purposes of this clause be taken to be in writing and signed by that Director at the time of the receipt of the email transmission by the Company.
- (d) In addition, a Directors' meeting may be called or held and resolutions may be passed using any technology consented to by a majority the Directors. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting or the putting of the resolution.

43. COMMITTEE OF DIRECTORS

- (a) The Directors may form and delegate any of its powers to a Committee consisting of such Directors and other persons as it thinks fit and may from time to time revoke such delegation. The President and Secretary are automatically members of all such Committees and, unless otherwise resolved by the Board, all such Committees must be chaired by a Director.
- (b) A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Directors. A power so exercised shall be taken to be exercised by the Directors.
- (c) The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Directors contained in this Constitution.
- (d) A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Act and this Constitution to

be made entered and signed. A copy of these minutes shall be tabled at the next Directors meeting and the next Committee meeting.

44. VALIDATION OF ACTS OF DIRECTORS

All acts done:

- (a) at any meeting of the Directors; or
- (b) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

45. DUTIES OF DIRECTORS

The Directors shall at all times comply with their obligations under the Corporations Act, the Common Law and any other law to which the operations of the Company are subject and with any Code of Conduct adopted by the Directors which applies to them.

MINUTES

46. MINUTES

- (a) The Directors must cause minutes to be kept in accordance with the Act for the purposes of recording:
 - (i) the names of the Directors and other persons present at each meeting of the Directors and of Directors and other persons present at each meeting of any Committee;
 - (ii) all orders, resolutions and proceedings of general meetings and of meetings of Directors and of Committees;
 - (iii) such matters as are required by the Act to be recorded in the record books of the Company including without limitation all declarations made or notices given by any Director of his interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- (b) Such minutes shall be signed by the chairman of the meeting, or the chairman of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

SECRETARY

47. APPOINTMENT AND TENURE

- (a) There must be at least one Secretary appointed by the Directors for a term and on conditions determined by the Directors and, in default of such a determination, secretaries shall be elected for terms not exceeding one year or such lesser terms as will not exceed the term of his then current tenure as Director.
- (b) The Directors may remove any Secretary so appointed.
- (c) The Secretary shall be the Public Officer of the Company.

EXECUTION OF DOCUMENTS

48. EXECUTION OF DOCUMENTS

- (a) Without limiting the manner in which the Company may execute any contract, including as permitted under section 126 of the Act, the Company may execute any agreement, deed or other document by two Directors signing the same, one of whom must be either the President or the Secretary; or
- (b) Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

ACCOUNTS AND INSPECTION OF RECORDS

49. ACCOUNTS AND INSPECTION

The Directors shall cause proper financial records to be kept and must distribute copies of the financial reports of the Company and a Director's report in accordance with the requirements of the Act and also from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to the inspection of Members.

NOTICES

50. SERVICE OF NOTICES

- (a) A notice may be given by the Company to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Company for the giving of notices;
 - (iii) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or

- (iv) sending it to the electronic address supplied by the Member to the Company for the giving of notices.
- (b) Any Member who has not left at or sent to the Office his place of address for inclusion in the Register as the place at which notices may be given to the Member shall not be entitled to receive any notice.
- (c) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the day after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.
- (d) Where a notice is sent by facsimile or other electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the business day after it is sent.
- (e) No person shall be entitled to any rights after a Member dies or becomes mentally disordered or bankrupt and no notice need be given to any person in respect of the rights of such a Member.
- (f) Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the Company to that effect shall be conclusive evidence of service.

51. NOTICES OF GENERAL MEETING

Subject to **clause 50(b)**, notice of every general meeting must be given in any manner authorised by this Constitution to:

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

WINDING UP

52. WINDING UP

If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:

- (a) objects which are similar to the objects of the Company as set out in this Constitution;
- (b) a constitution which requires its income and property to be applied in promoting its objects; and
- (c) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by this Constitution.

The identity of the corporation or institution is to be determined by the Members in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.

INDEMNITY

53. INDEMNITY

To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this clause unless:

- (a) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.

54. PAYMENT OF INDEMNITY POLICY PREMIUM

- (a) To the extent permitted by law the Company may at the discretion of the Directors enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
 - (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
 - (ii) a contravention of sections 182 or 183 of the Act.

The Directors shall have the discretion to approve the terms and conditions of any such policy of insurance.

- (b) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer under **clause 53** except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

55. INDEMNITY TO CONTINUE

The indemnity granted by the Company contained in **clause 53** and **54** shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.