



# Constitution

University of Queensland Law Alumni Association  
Limited

# Constitution

## University of Queensland Law Alumni Association Limited

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# Preliminary

## 1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or national education body or otherwise for the not-for-profit sector, and includes:

- (a) any regulations made under that Act or any other such legislation; and
- (b) any rulings or requirements of the Commissioner of the Australian Charities and Not-for-profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Company.

**Auditor** means the Company's auditor.

**Company** means University of Queensland Law Alumni Association Limited.

**Constitution** means the constitution of the Company as amended from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

**Director** includes any person occupying the position of director of the Company.

**Directors** means all or some of the Directors acting as a board.

**Exempt Entity** means a fund, authority or institution that is an exempt entity as defined in section 995-1(1) of the *Income Tax Assessment Act 1997* (Cth).

**Life Member** means a Member granted life membership under clause 6.

**Member** means a member under clause 6 (including a Life Member).

**President** means the person appointed as president in accordance with clause 28.3.

**Register** means the register of Members of the Company.

**Secretary** means any Director appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

**TC Beirne School of Law** means the faculty, school or other administrative unit of the University of Queensland which, from time to time, is primarily responsible for the study of law.

**Treasurer** means any Director appointed as treasurer in accordance with clause 28.3.

**University** means the University of Queensland.

**University of Queensland Law Degree** means a degree in law (including an honorary degree) conferred by the University of Queensland, including Bachelor of Laws, Juris Doctor, Bachelor of Civil Law, Master of Laws, Master of Applied Law, Master of Comparative Law, Doctor of Philosophy (in law), and Doctor of Laws.

**Vice-President** means a Director whose title includes the words Vice-President.

1.2 In this Constitution, except where the context otherwise requires, a word or expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the word or expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that word or expression has the same meaning as in that provision.

## 2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;

- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) headings are for ease of reference only and do not affect interpretation;
- (d) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (e) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (f) a reference to a party is to a party to this agreement, and a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes;
- (g) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency;
- (h) a reference to time is a reference to Brisbane, Australia time;
- (i) a reference to things that are written or in writing includes text which is recorded or transmitted electronically;
- (j) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

### 3. Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

## Objects

### 4. Objects

4.1 The objects for which the Company is established are:

- (a) the advancement of education at the University, including without limitation, by:
  - (i) assisting the University in its educational purposes and in the advancement of legal education at the TC Beirne School of Law;
  - (ii) encouraging the involvement of the judiciary and the practising legal profession in legal education at the TC Beirne School of Law;
  - (iii) raising and applying funds to be applied for the advancement of legal education at the TC Beirne School of Law, in particular for disadvantaged students;
  - (iv) commissioning and publishing materials that contribute to, and further the advancement of legal education at the TC Beirne School of Law;
  - (v) facilitating practical legal experience for the students of the TC Beirne School of Law;
  - (vi) otherwise advancing the legal education of the staff, students and alumni of the TC Beirne School of Law; and
  - (vii) to establish and operate/act as trustee of a public fund which is a scholarship fund to which income tax deductible gifts can be made; and
- (b) to undertake any other activities that are incidental or ancillary to the objects in clause 4.1(a).

4.2 The Company may only exercise the powers in section 124(1) of the Corporations Act to:

- (a) carry out the objects in this clause; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).

# Income and property of Company

## 5. Income and property of Company

- 5.1 The income and property of the Company shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

# Membership

## 6. Admission

- 6.1 The number of Members is unlimited.
- 6.2 A natural person is eligible to be a Member of the Company if:
- (a) the person holds a University of Queensland Law Degree; or
  - (b) the person has received an invitation, by resolution of the Board, to become a Member.
- 6.3 The Members of the Company are:
- (a) the persons who consented to become Members in the application for registration of the Company (until they cease to be Members pursuant to this Constitution); and
  - (b) any other persons admitted to membership in accordance with this Constitution (until they cease to be Members pursuant to this Constitution).
- 6.4 An application for membership of the Company must:
- (a) be in writing in a form approved by the Directors (in their absolute discretion);
  - (b) include the name and address of the applicant;
  - (c) include the email address at which notices to the applicant may be given;
  - (d) include a confidential personal identification code (in a form acceptable to the Company) which may be used to identify the applicant in future communications with the Company;
  - (e) be signed (or stated to be signed) by the applicant; and
  - (f) be accompanied by a payment of the initial membership fee (except for applicants for life membership).
- 6.5 Each application for membership (other than life membership) will be considered by the Secretary. In considering an application for membership, the Secretary may accept or reject the application in his or her absolute discretion.
- 6.6 The Secretary does not have to give any reason for rejecting an application for membership.
- 6.7 The Directors can decide, by resolution of the Board, to grant life membership to any Member (or person applying for membership) whom the Board (in its absolute discretion) is satisfied has made a significant contribution to the TC Beirne School of Law. Life Members will have the same rights and obligations as other Members except that no membership fees are payable by Life Members.
- 6.8 A person is admitted to membership (or life membership) when their name has been recorded in the Register.
- 6.9 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

## 7. Membership Fees

- 7.1 The Directors shall, from time to time, determine the initial membership fee payable by new Members (other than Life Members). The initial membership fee is the only membership fee

payable by new Members in respect of the financial year (ending 30 June) in which they become Members.

- 7.2 The Directors shall, from time to time, determine the annual membership fees payable by Members (other than Life Members).
- 7.3 Annual membership fees shall be payable by Members (other than Life Members) for each financial year (commencing 1 July). These fees are payable on or before 30 June of the preceding financial year. Annual membership fees are payable on a voluntary basis and create no legal liability by Members to the Company. However, Members (other than Life Members) who do not pay their annual membership fees for a particular financial year (or make a donation in lieu of membership fees under clause 7.4) are subject to the provisions of clause 22.1 (Entitlement to Vote) in respect of that financial year.
- 7.4 A member may elect to make a donation to the University (in an amount no less than their initial membership fee or annual membership fee) in lieu of the membership fee which is due. If such a donation is made to the University, by payment to an account approved for this purpose by the Directors, then no membership fee will be payable by that Member in respect of that particular year.
- 7.5 In determining the amount to be set for membership fees (whether initial membership fees or annual membership fees), the Directors may set the fees at different rates (including a complete waiver of fees) for such categories of members as they may determine.
- 7.6 Membership fees shall be payable in such manner as the Directors shall from time to time determine.

## 8. Register of Members

- 8.1 A Register shall be kept of all Members of the Company.
- 8.2 The Secretary shall enter into the Register the full name, postal address, email address and date of membership of each Member. The Register shall also record whether a Member is a Life Member.
- 8.3 Upon receiving a written request from a Member, the Secretary may update a Member's particulars in the Register. However, the Register must always maintain a postal address and email address for each Member.
- 8.4 The Secretary shall also maintain a confidential register of each personal identification code nominated by a Member for identification purposes (**Personal Identification Code**).

## 9. Ceasing to be a Member

- 9.1 A Member's membership of the Company will cease:
  - (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
  - (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
    - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company; but
    - (ii) only after the Member has been given at least 21 days' notice of the proposed resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
  - (c) if the Member:
    - (i) dies;
    - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
    - (iii) is convicted of an indictable offence; or

- (d) if the membership is declared to be forfeited under clause **Error! Reference source not found.**

## 10. Powers of attorney

- 10.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.
- 10.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 10.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

## General meetings

### 11. Calling general meeting

- 11.1 Any Director may, at any time, call a general meeting.
- 11.2 A Member may:
  - (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
  - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

### 12. Notice of general meeting

- 12.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members (and all other persons referred to in clause 46.1) of any general meeting.
- 12.2 A notice calling a general meeting:
  - (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
  - (b) must state the general nature of the business to be transacted at the meeting; and
  - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 12.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
  - (a) the consideration of the annual financial report, Directors' report and (if relevant) the Auditor's report;
  - (b) the election of directors; or
  - (c) the appointment and fixing of the remuneration of the Auditor (if relevant).
- 12.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 11.2).
- 12.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 46.1 as entitled to receive notices from the Company.
- 12.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any person or the non-receipt of a notice (or form) by any person does not invalidate the proceedings at or any resolution passed at the general meeting.



## 13. Written resolutions

- 13.1 The Members may pass a resolution without a general meeting being held if all the Members 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. The resolution is passed when the last Member signs.
- 13.2 For the purposes of clause 13.1, separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- 13.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

## Proceedings at general meetings

### 14. Member

In clauses 15, 16, 18 and 22, Member includes a Member present in person or by proxy or attorney.

### 15. Quorum

- 15.1 No business may be transacted at a general meeting unless:
- (a) a quorum of Members are present when the meeting proceeds to business; and
  - (b) where there is any statutory requirement in relation to the making of any decision that one or more of the Directors be responsible persons, the required number of Directors are responsible persons.
- 15.2 A quorum of Members is six Members, unless the Company has fewer than eight Members, in which case the quorum is three.
- 15.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
  - (b) in any other case:
    - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
    - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

### 16. Chairperson of meetings

- 16.1 The President, or in the President's absence a Vice-President, will be the chairperson at every general meeting.
- 16.2 The Directors present may elect a chairperson of a general meeting if:
- (a) there is no President or Vice-President; or
  - (b) neither the President nor a Vice-President is present within 15 minutes after the time appointed for holding the general meeting; or
  - (c) the President and each Vice-President are unwilling to act as chairperson of the general meeting.
- 16.3 If no election is made under clause 16.2, then:
- (a) the Members present may elect one of the Directors present as chairperson; or
  - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.

- 16.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

## 17. Adjournment

- 17.1 The chairperson of a general meeting at which a quorum is present:
- (a) in his or her discretion, may adjourn the general meeting with the meeting's consent; and
  - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 17.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 17.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 17.4 Notice of an adjourned general meeting must only be given in accordance with clause 12.1 if a general meeting has been adjourned for more than 21 days.

## 18. Decision on questions

- 18.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 18.2 A resolution put to the vote of a meeting is to be decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 18.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
  - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 18.4 The demand for a poll may be withdrawn.
- 18.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

## 19. Taking a poll

- 19.1 A poll will be taken when and in the manner that the chairperson directs.
- 19.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 19.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 19.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 19.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 19.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

## 20. Casting vote of chairperson

The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy or attorney.

## 21. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or

- (b) is in possession of any:
  - (i) electronic or recording device;
  - (ii) placard or banner; or
  - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

## Votes of Members

### 22. Entitlement to vote

- 22.1 A Member is not entitled to vote at a general meeting if the member's annual membership fee for the current year is more than one month in arrears at the date of the meeting.
- 22.2 A Member entitled to vote has one vote.

### 23. Objections

- 23.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 23.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 23.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

### 24. Votes by proxy

- 24.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.
- 24.2 A proxy need not be a Member.
- 24.3 A proxy may demand or join in demanding a poll.
- 24.4 A proxy or attorney may vote on a poll.
- 24.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

### 25. Document appointing proxy

- 25.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 25.2 For the purposes of clause 25.1, an appointment received at an electronic address will be taken to be signed by the Member if:
  - (a) the Personal Identification Code for the Member has been input into the appointment; or
  - (b) the appointment has been verified in another manner approved by the Directors.
- 25.3 A proxy's appointment is valid at an adjourned general meeting.
- 25.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 25.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
  - (a) to vote on:
    - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and

- (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,
      - even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
    - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
  - 25.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.
- ## 26. Lodgement of proxy
- 26.1 The written appointment of a proxy or attorney must be received by the Company at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
    - (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
    - (b) the taking of a poll on which the appointee proposes to vote.
  - 26.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
    - (a) the Company's registered office; or
    - (b) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

## 27. Validity

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

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

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

# Appointment and removal of Directors

## 28. Number of Directors

- 28.1 There will not be more than fourteen Directors, unless the Company in general meeting by resolution changes the maximum number.
- 28.2 A Director must be a Member.
- 28.3 Directors shall be appointed, by resolution of the Board of Directors, to hold the office of President, Secretary and Treasurer.
- 28.4 The President shall serve as chairman of Directors.
- 28.5 The Secretary shall be responsible for maintaining the records of the Company, attending to the regulatory obligations of the Company and performing the other duties and responsibilities set out in the Constitution.
- 28.6 The Treasurer shall manage the finances of the Company and report to the Directors and the General Meeting on the financial position of the Company.
- 28.7 If a Director is allocated responsibility for:

- (a) maintaining the Company's website, that Director will have the title Vice-President (Communications); and
- (b) arranging events, that director will have the title Vice-President (Events); and
- (c) liaising with the TC Beirne School of Law, that director will have the title Vice-President (UQ).

28.8 The initial Directors of the Company are the persons who have consented to act in that capacity and are set out in the Company's application for registration as a Company. Those persons hold office subject to the Constitution.

28.9 Any Director holding the office of President, Vice-President, Secretary or Treasurer:

- (a) will have the authority and responsibility conferred upon that office by the Board; and
- (b) will cease to hold this office upon their ceasing to be a Director or upon the Board determining to remove them from this office.

## 29. Retirement

29.1 All Directors must retire from office at the conclusion of the first annual general meeting after the Director was last elected or appointed.

29.2 A retiring Director will be eligible for re-election.

## 30. Appointment and removal of Directors

30.1 The Company may by resolution passed at a general meeting:

- (a) appoint new Directors;
- (b) subject to clause 28.1 increase or reduce the number of Directors;
- (c) remove any Director before the end of the Director's period of office; and
- (d) appoint another person in the Director's place.

30.2 Subject to applicable law, if the conduct or position of any Director is such that continuance in office is likely to be prejudicial to the interests of the Company, a majority of the Directors, at a meeting of the Directors specifically called for that purpose, may suspend that Director. The relevant Director will not be eligible to vote on the resolution.

30.3 Within 14 days of the suspension the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office or annul the suspension and reinstate the Director.

## 31. Additional and Casual Directors

31.1 Subject to clause 28.1, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.

31.2 A Director appointed under clause 31.1 will hold office until the next general meeting of the Company when the Director may be re-elected.

## 32. Nomination of Director

32.1 A person other than a retiring Director is not eligible for election as a Director at a general meeting unless the person, or a Member who intends to propose the person, has delivered to the Company's registered office a notice signed by him or her:

- (a) addressed to the Secretary of the Company;
- (b) giving the person's consent to the nomination; and
- (c) stating either that the person is a candidate for the office of Director or that the Member intends to propose the person for election.

- 32.2 A notice given in accordance with clause 32.1 must be delivered to the Company's registered office at least 10 days before the relevant general meeting.
- 32.3 A notice referring to all Director vacancies and each candidate for election, must be posted on the Company's website (if any) at least seven days before every general meeting at which an election of a Director will take place.

### 33. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) becomes ineligible to be a Director under the ACNC Act while the Company is registered under the ACNC Act;
- (b) ceases to be a Director by virtue of the Corporations Act;
- (c) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (d) is prohibited from holding or is removed from the office of Director by an order made under the Corporations Act;
- (e) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (f) resigns by notice in writing to the Company;
- (g) is removed by a resolution of the Company;
- (h) ceases to be a Member; or
- (i) is absent from Directors' meetings for four consecutive Directors' meetings, without leave of absence from the Directors.

## Powers and duties of Directors

### 34. Powers and duties of Directors

The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.

## Proceedings of Directors

### 35. Directors' meetings

- 35.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 35.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director.
- 35.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 35.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 35.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 35.6 Subject to clause 38, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

- 35.7 Clauses 35.4 to 35.5 apply to meetings of Directors' committees as if all committee members were Directors.
- 35.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 35.9 At least three Directors are required to constitute a quorum.
- 35.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the President may call a general meeting to deal with the matter.

## 36. Decision on questions

- 36.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 38, each Director has one vote.
- 36.2 The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

# Payments to Directors

## 37. Payments to Directors

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

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) 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 of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service; and
- (c) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

## 38. Directors' interests

- 38.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 38.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 38.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.
- 38.4 Subject to clause 37, a Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Company;
  - (b) hold any office or place of profit other than as auditor in the Company; and
  - (c) act in a professional capacity other than as auditor for the Company,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

- 38.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
  - (b) vote on the matter,
- unless permitted by the Corporations Act to do so, in which case the Director may:
- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
  - (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
  - (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 38.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

## 39. Remaining Directors

- 39.1 The Directors may act even if there are vacancies on the board.
- 39.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) appoint a Director; or
  - (b) call a general meeting.

## 40. Chairperson

- 40.1 The President shall serve as the chairperson of meetings of Directors.
- 40.2 If no President is elected or if the President is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.
- 40.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the President's absence.

## 41. Delegation

- 41.1 Subject to any requirement that any matters to be considered by the Directors must be dealt with by the Directors as a board or can only be considered when one or more of the persons making the decision are responsible persons, the Directors may delegate any of their powers to one or more Directors.
- 41.2 The Directors may at any time revoke any delegation of power.
- 41.3 A delegate must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

## 42. Written resolutions

- 42.1 The Directors may pass a resolution without a Director's 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. The resolution is passed when the last Director signs.
- 42.2 For the purposes of clause 42.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.



- 42.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 42.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause.
- 42.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

### 43. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, Secretary or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Director, Secretary or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

### 44. Minutes and Registers

44.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 42;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made under clause 38.

44.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

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

## Notices

### 45. Service of notices

45.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution (including Directors and Members):

- (a) by sending it by electronic notification to the person at the person's email address shown in the Register; or
- (b) by sending it by post or facsimile transmission to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person; or
- (c) serving it on the person.

45.2 A notice sent by electronic notification under clause 45.1(a) may also give notice of a relevant document by:

- (a) attaching a copy of the document to the notice; or
- (b) providing, in the notice, a link to a page on the Company's website where the document may be accessed.

45.3 A notice sent by electronic notification or facsimile transmission is taken to be served:

- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
  - (b) on the day after its despatch.
- 45.4 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
  - (b) on the day after the day on which it was posted.
- 45.5 If a Member does not have an email address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office or on the Company's website.
- 45.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 45.7 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- 45.8 All notices sent by post outside Australia must be sent by prepaid airmail post.
- 45.9 Save as otherwise required by this Constitution, all notices or other communications to the Company which are referred to in this Constitution must be in writing and:
- (a) received by the Company at its registered office; or
  - (b) received by the Company in electronic form at an email address or website as approved by the Directors.

## 46. Persons entitled to notice

- 46.1 Notice of every general meeting must be given to:
- (a) every Member;
  - (b) every Director; and
  - (c) any Auditor.
- 46.2 No other person is entitled to receive notice of a general meeting.

## Audit and accounts

### 47. Audit and accounts

- 47.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company as required by law.
- 47.2 The Directors must cause the financial records of the Company to be audited or reviewed as required by law.

## Winding up

### 48. Winding up

- 48.1 If the Company is wound up:
- (a) each Member; and
  - (b) each person who has ceased to be a Member in the preceding year,
- undertakes to contribute to the property of the Company for the:

- (c) payment of debts and liabilities of the Company (in relation to clause 48.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
  - (d) adjustment of the rights of the contributories amongst themselves,
- such amount as may be required, not exceeding \$10.00.
- 48.2 Upon the winding up of the Company, the Directors must pay or apply any assets of the Company remaining after the satisfaction of all its debts and liabilities, to an Exempt Entity:
- (a) with similar objects to those of the Company;
  - (b) that is registered at the Australian Charities and Not for Profits Commission and/or is treated as a charitable entity by the Australian Taxation Office; and
  - (c) which is prohibited from making any distribution to its members or making payments to its directors (other than in circumstances contemplated by clause 37).

## Indemnity

### 49. Indemnity

- 49.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act and any other applicable statutory restrictions, the Company indemnifies every person who is or has been an officer of the Company against:
- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment);
  - (b) any and all reasonable legal costs incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); and
  - (c) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 49.2 To the extent permitted by law and subject to the restrictions in section 199B of the Corporations Act, the Company may, and may agree (by deed or otherwise) to:
- (a) enter into a contract insuring a person who is or has been an officer of the Company against liabilities incurred by the person as an officer of the Company; and
  - (b) pay the premium under any such contract.
- 49.3 Subject to the Corporations Act and any other applicable statutory restrictions, the Company may advance, and may agree (by deed or otherwise) to advance, to a person who is or has been an officer of the Company an amount that it might become liable to pay to the person under clause 49.1(c), on such terms and conditions as the Directors decide, before the outcome of any claim or proceedings to which the amount relates (and whether the Company is in fact liable to indemnify the person under clause 49.1(c) in respect of the amount) is known. If, after the Company makes any such advance, the Directors form the view that the Company is not liable to indemnify the person for the relevant amount, the Directors may recover any advance from the person as a debt due by the person to the Company.
- 49.4 Subject to the Corporations Act and without limiting a person's rights under this clause 49, the Company may enter into an agreement (including a deed) with a person who is or agrees to become or has been an officer of the Company to give effect to the rights of the person under this clause 49 or to the exercise of a discretion under this clause 49, on any terms and conditions that the Directors think fit. Any such agreement may also give the person rights to inspect and obtain copies of the books of the Company for the purposes, and on such other terms and conditions, as the Directors decide.

- 49.5 The amount of any indemnity payable under clauses 49.1(a) or 49.1(c) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- 49.6 If, for any reason and by any means, any tax is or would be imposed on a person in respect of any sum paid or payable to the person under this clause 49 (**Indemnity Payment**), then the amount of any indemnity payable under this clause 49 will include any additional amount required to ensure that the total amount retained by the person (after allowing for the amount of such tax and after taking into account any tax deduction or tax benefit available to the person, at any time, that is attributable to the liability or legal costs to which the Indemnity Payment relates) is equal to the amount that would have been retained by the person if such tax was not imposed in respect of the Indemnity Payment. Payment of any such additional amount is conditional on the person providing the Company with all information and assistance reasonably required to enable the Company to calculate and verify the amount.
- 49.7 For the purposes of this clause, **officer** means:
- (a) a Director; or
  - (b) a President, Secretary or Treasurer.