

Council of Australian Law Deans Limited

A company limited by guarantee.

CONSTITUTION

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Part 1 - Preliminary

1. Name of the company

The name of the company is Council of Australian Law Deans Limited.

2. Type of company

The Company is a public company limited by guarantee.

3. Defined terms and interpretation

3.1 In this Constitution unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) as modified or amended from time to time.

Auditor means the Company's auditor.

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

Chair means the person appointed as chairperson and described in clause 28.1(a).

Company means Council of Australian Law Deans 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.

Deputy Chair means the person referred to in clause 28.1(b).

Director means a person appointed as a director of the Company.

Financial Year means a 12 month period ending on 30 June.

Member means a member of the Company admitted in accordance with clause 7.

Office means the Company's registered office.

Portfolio Director means a Director appointed under clause 29.2, responsible for one or more of the CALD portfolios referred to in clause 29.1.

Register means the register of Members.

Registered Address means the last known address of a Member as noted in the Register.

Secretary means any person appointed by the Board to perform any of the duties of a secretary of the Company.

Treasurer means the person referred to in clause 28.1(c).

3.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) a reference to a person includes a natural person, partnership, body corporate, association, governmental or local authority or agency or other entity;
- (c) the words 'includes', 'including', and similar expressions must not be construed as words of limitation;
- (d) words and expressions defined in the Corporations Act have the same meaning in this Constitution; and

- (e) headings are for ease of reference only and do not affect the construction of this Constitution.

4. Interaction with the Corporations Act and the ACNC Act

- 4.1 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the Corporations Act that deals with the same matter as the clause.
- 4.2 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.
- 4.3 If, and for so long as, the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts.
- 4.4 If the Company is not a registered charity, the Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.

Part 2 - Objects

5. Objects of the Company

- 5.1 The primary object of the Company is the advancement of education, and in particular the advancement of legal education in Australia. The Company will achieve its primary object through the following supporting objects and activities:
 - (a) furthering, advancing and promoting legal education and legal research in Australia;
 - (b) upholding the highest quality standards in legal education and legal training;
 - (c) sharing novel and innovative approaches to legal education;
 - (d) promoting active cooperation of the institutions represented by the Company with one another, and with university, professional and other learned bodies in Australia and elsewhere;
 - (e) maintaining close relations between law schools and the legal profession;
 - (f) consulting on matters of mutual concern of Members of the institutions which they represent and, where appropriate, the adoption of common policies;
 - (g) raising awareness of law schools and their needs to Federal and State governments, higher education bodies, the legal profession and the wider community;
 - (h) Supporting and promoting Indigenous awareness and opportunities for students and academic staff in institutions;
 - (i) Supporting and promoting diversity and inclusion within law schools and the profession; and
 - (j) doing anything reasonably incidental to the above.
- 5.2 The Company may only exercise the powers in section 124(1) of the Corporations Act to:
 - (a) carry out the objects in this clause 5; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 5.2(a).

Part 3 - Income and property of the Company

6. Income and property of the Company

- 6.1 Subject to clause 51.2, 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.

- 6.2 No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company (including payment of a market rent or less for premises demised or let by any Member to the Company); or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

Part 4 - Membership

7. Admission

- 7.1 For the purposes of this clause 7, '**Law Degree**' means a degree in law, completion of which is recognised by at least one Australian admitting authority as satisfying most or all of that authority's academic requirements for admission to legal practice and '**Law School**' means any university unit principally responsible for offering a Law Degree.
- 7.2 The number of members of the Company is unlimited.
- 7.3 The Members will be:
- (a) those persons or organisations listed in Item 1 of Schedule 1, who have consented upon the Company's incorporation to be members of the Company;
 - (b) any other persons or organisations the Board admits to membership in accordance with the policies and procedures determined by the Board from time to time.
- 7.4 Unless the Board otherwise determines, membership of the Company is limited to Australian universities which have:
- (a) a Law School or which offer a Law Degree; and
 - (b) applied to become a Member.
- 7.5 The rights and privileges of every Member are not transferable by the Member's own act or by operation of law.

8. Subscription

An annual subscription fee will be due and payable in January of each calendar year. The amount of the subscription fee is to be fixed by the Company from time to time.

9. Ceasing to be a Member

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 Member ceases to have a Law School or ceases to offer a Law Degree.

Part 5 – Dispute resolution and disciplinary procedures

10. Dispute resolution

- 10.1 Disputes as between a Member or a Director and:
- (a) one or more Members;
 - (b) one or more Directors; or
 - (c) the Company,

will be resolved in accordance with the procedures determined by the Board from time to time.

11. Disciplining Members

- 11.1 In accordance with the procedures determined by the Board from time to time, the Board may resolve to warn, suspend or expel (but cannot fine) a Member from the Company if the Board considers that the:
- (a) Member has breached this Constitution; or
 - (b) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.

Part 6 - General meetings

12. Calling general meetings

- 12.1 Unless the Board or the Members otherwise determine and subject to the Corporations Act, there will be two general meetings per calendar year. A third general meeting may be held if agreed by the Members.

13. Notice of general meetings

- 13.1 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 all Members and other persons referred to in clause 50.1 of any general meeting.
- 13.2 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.
- 13.3 The business to be transacted at an annual general meeting may, regardless of whether stated in the notice, include:
- (a) the consideration of the annual financial report, directors' report and the auditor's report;
 - (b) the election of Directors; or
 - (c) the appointment of the Auditor.
- 13.4 Subject to the Corporations Act, the Board may postpone or cancel any general meeting whenever it thinks fit.
- 13.5 The Board must give notice to all Members and other persons referred to in clause 50.1 of:
- (a) the postponement or cancellation of a general meeting; and
 - (b) the place, date and time of any new meeting.
- 13.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or other person referred to in clause 50.1 or the non-receipt of a notice (or form) by any Member or other person referred to in clause 50.1 does not invalidate the proceedings at or any resolution passed at the general meeting.

Part 7 - Proceedings at general meetings

14. Meeting by technology

14.1 Subject to the Corporations Act, a Member is taken to be present in person if they attend by phone, videoconference or any other technological means as set out in the relevant notice of meeting, provided that the Member is able to simultaneously hear and participate in discussion.

14.2 Notwithstanding clause 14.1, it is the expectation of the Company that wherever possible Members will attend general meetings in person.

15. Quorum

15.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

15.2 A quorum of Members is at least fifty per cent (50%) of the Members (or their Representatives, refer clause 16 below) present in person.

16. Representatives

16.1 Any Member may by written notice to the Secretary:

- (a) appoint a natural person to act as its representative in all matters connected with the Company as permitted by the Corporations Act (**Representative**); and
- (b) remove a Representative.

16.2 A Representative is entitled to:

- (a) exercise at a general meeting all the powers which the Member which appointed him or her could exercise if it were a natural person;
- (b) be counted towards a quorum on the basis that the Member is to be considered personally present at a general meeting by its Representative.

16.3 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.

16.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.

16.5 The appointment of a Representative may set out restrictions on the Representative's powers.

17. Chair

The Chair will be the chairperson at every general meeting. In the absence of the Chair, the Deputy Chair will preside.

18. Nominees and invitees

18.1 A Member may nominate a person to attend a general meeting in their place where the Member is unable to attend. A nominee may participate in discussions at the meeting but cannot vote.

18.2 The Chair may, with the consent of the Members, invite one or more observers to attend a general meeting. An observer does not have speaking rights and may not participate in discussions unless invited to do so by the Chair and cannot vote.

19. Adjournment

19.1 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.

- 19.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 19.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 19.4 Notice of an adjourned general meeting must only be given in accordance with clause 13.1 if a general meeting has been adjourned for more than 21 days.

20. Decision on questions

- 20.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried at a general meeting if a majority of the votes cast on the resolution are in favour of the resolution.
- 20.2 If there is an equality of votes, the chairperson of a general meeting will have a casting vote at general meetings in addition to the chairperson's votes as a Member, proxy or attorney.
- 20.3 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by any Member or the chairperson of the meeting.
- 20.4 A poll may be demanded before a vote is taken or before or after the voting results on a show of hands are declared.
- 20.5 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.

- 20.6 The demand for a poll may be withdrawn.
- 20.7 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.
- 20.8 If there is a dispute at a general meeting about a question of procedure, the chairperson of the general meeting may determine the question.

21. Taking a poll

- 21.1 A poll will be taken at the time and in the manner that the chairperson of the general meeting directs.
- 21.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 21.3 The chairperson of a general meeting may determine any dispute about the admission or rejection of a vote on a poll.
- 21.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 21.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 21.6 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.

Part 8 - Votes of Members

22. Voting rights

- 22.1 A Member entitled to vote has one vote, regardless of how that vote is cast.

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 or an attorney in accordance with this Constitution (including clauses 25 and 26) and the Corporations Act, this clause 24 and clause 27 apply to that proxy or attorney.
- 24.2 A proxy or attorney may vote on a show of hands.
- 24.3 A proxy need not be a Member.
- 24.4 A proxy may demand or join in demanding a poll.
- 24.5 A proxy or attorney may vote on a poll.
- 24.6 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 section 250A(1) of the Corporations Act. The Board 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 email address will be taken to be signed by the Member if:
- (a) a personal identification code allocated by the Company to the Member has been included with the appointment; or
 - (b) the appointment has been verified in another manner approved by the Board.
- 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 is intended to vote; or
- (b) the taking of a poll on which the appointee is intended to vote.

26.2 The Company receives an appointment of a proxy or attorney and any power of attorney or other authority under which the appointment was executed when they are received at:

- (a) the Office;
- (b) a facsimile number at the Office; or
- (c) a place, facsimile number or email 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.

Part 9 - Appointment of Directors

28. Number of Directors

28.1 The Board will comprise the following, who will also be the Company's Directors:

- (a) the Chair;
- (b) the Deputy Chair;
- (c) the Treasurer; and
- (d) the Portfolio Directors.

28.2 Directors will be nominated and elected in accordance with this Constitution and the procedures determined by the Company from time to time.

29. CALD Portfolios

29.1 The following shall be the Portfolios of the Company:

- (a) Legal Education;
- (b) Legal Research;
- (c) Standards, Accreditation and the Legal Profession;
- (d) International Matters; and

- (e) such other areas that are approved by the Company from time to time and which are consistent with the objects of the Company.
- 29.2 Each Portfolio will be the responsibility of a Portfolio Director, appointed by the Company in accordance with 30.2. Each Portfolio Director will report to the Board at Board meetings and to the Company at general meetings.
- 29.3 The Company or the Board may from time to time establish working parties to support the work of a Portfolio Director.

30. Appointment of Directors

- 30.1 The initial Directors will be the persons who have consented to act as directors and further detailed in item 2 of Schedule 1 (**Initial Directors**). The Initial Directors hold office subject to this Constitution.
- 30.2 Subject to clause 30.5, each Director, other than the Initial Director, must be appointed by the Members by election at a general meeting. The election result must be declared by the Company at the general meeting and the appointment will take effect at the end of the meeting.
- 30.3 Director eligibility will be determined in accordance with the policies adopted by the Board from time to time.
- 30.4 Each Directors holds office for a term of two years, unless he or she ceases to be a Member or resigns from the position. A retiring Director is eligible for reappointment for a period of at least two years since the end of their last term of office.
- 30.5 If a casual vacancy arises in the positions of Chair or Treasurer, the Deputy Chair will fill the vacant position until the next meeting of the Company. If a casual vacancy arises in the position of Deputy Chair, the Treasurer will fill that position until the next meeting of the Company.
- 30.6 If a casual vacancy arises in a portfolio Director's position, the Board may nominate a Member to fill that vacancy until the next meeting of the Company.

31. Vacation of office

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

- (a) is prohibited by the Corporations Act, the ACNC Act (if applicable to the Company) or other legislation from holding office or continuing as a director;
- (b) 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;
- (c) resigns by notice in writing to the Company;
- (d) is removed by a resolution of the Company in general meeting;
- (e) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act; or
- (f) dies.

Part 10 - Powers and duties of the Board

32. The Board to manage the Company

- 32.1 The business of the Company is managed by the Board 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.

- 32.2 Subject to decisions made by a meeting of the Company, the Board may take any action on behalf of the Company which, in the opinion of the Board, will further the objects of the Company.
- 32.3 The Board will be guided in its work by informal policies known as 'Working Rules'. For the avoidance of doubt, the Working Rules do not form part of this Constitution and may be applied or not applied, and amended, without formal Member approval. The Board will keep the Members informed about the Working Rules and their use.

33. Financial authority

Without limiting clause 32, the Board has the authority to:

- (a) commit expenditure of up to \$10,000, without the prior approval of the Company, for activities consistent with the objects of the Company;
- (b) commit expenditure of up to \$25,000 per project, subject to the Company's prior approval, for projects consistent with the objects of the Company and as approved by the Company;
- (c) enter into contracts for short term projects of three months or less;
- (d) pay reasonable remuneration to any Director, Member, or supplier of services to the Company in return for services delivered to the Company in accordance with this Constitution.

34. Representation of the Company's views

- 34.1 The Chair will act as spokesperson for the Company and sign any letters or statements on its behalf.
- 34.2 The Chair may speak on behalf of the Company on a matter which has not been the subject of a formal resolution, but only if the Chair has canvassed opinions within the Company and has reason to believe that the views to be advanced are those of a substantial majority of Members.
- 34.3 In all instances views or policies will be presented as those of the Company as a whole rather than the institutions represented on the Company. Individual members will at all times remain free to express different views on behalf of themselves or their institutions.

Part 11 - Remuneration of Directors

35. Remuneration of Directors

- 35.1 The Company must not pay fees to a Director for acting as a director.
- 35.2 A Director may be paid 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 amount payable is not more than an amount which commercially would be reasonable payment for the service.
- 35.3 Directors may be reimbursed for travelling, hotel and other expenses properly incurred by them in attending and returning from Board meetings or general meetings of the Company or otherwise in connection with the Company's business.
- 35.4 Any payment made under clauses 35.2 or 35.3 must be approved by the Board without the Director making the financial gain being present for the discussion.
- 35.5 The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this Constitution.

Part 12 – Board meetings

36. Board meetings

- 36.1 Subject to the Corporations Act, there will be at least two Board meetings held each calendar year.
- 36.2 Board meetings are to be minuted, and those minutes made available to all Members via the Company's website or, if necessary for proper consideration of matters before the Company, included in general meeting papers).
- 36.3 Subject to the Corporations Act, a Board 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.
- 36.4 The Directors need not all be physically present in the same place for a Board meeting to be held.
- 36.5 A quorum is a majority of Directors for the time being.
- 36.6 Notice of a Board meeting may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Board.
- 36.7 The Board may co-opt the Chair-Elect and the Immediate Past Chair, provided that the Immediate Past Chair remains a Member.

37. Decision on questions

- 37.1 Subject to this Constitution, questions arising at a Board meeting 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.
- 37.2 If there is an equality of votes, the chairperson of a Board meeting has a casting vote in addition to his or her deliberative vote.

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 full and timely disclosure of interests by the relevant Director, 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 in the Company other than as Auditor; and
 - (c) act in a professional capacity for the Company other than as Auditor,
- 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 Board 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 Board meeting 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. Committees

39.1 The Board may establish either or both of the following:

- (a) committees with powers delegated by the Board (**Board Committees**); and
- (b) advisory committees, with no delegated powers, to advise the Board on specified matters (**Advisory Committees**).

39.2 Board Committee members and Advisory Committee members will be appointed by the Board in consultation with, if relevant, any specific interest committees supported by the Company.

39.3 Meetings of any Board Committee or Advisory Committee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board. The provisions apply as if each Board Committee or Advisory Committee member was a Director.

39.4 Clause 41 regarding written resolutions applies to resolutions of Board Committees and Advisory Committees as if each Board Committee or Advisory Committee member was a Director.

40. Delegation

40.1 The Board may, upon any terms and conditions or restrictions as they see fit, delegate any of their powers, other than those which by law must be dealt with by the Board as a board, to:

- (a) a committee;
- (b) a Director;
- (c) an employee of the Company; or
- (d) any other person.

40.2 A Board Committee to which, or person to whom, any powers have been delegated must exercise their powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.

40.3 A Board Committee to which, or person to whom, any powers have been delegated may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.

40.4 The Board may at any time revoke any delegation of power.

41. Written resolutions

- 41.1 The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution are sent a copy of the proposed resolution, and at least 75% of those Directors 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 constituting the 75% majority signs.
- 41.2 For the purposes of clause 41.1, 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.
- 41.3 Any document referred to in this clause may be in the form of a facsimile or email transmission.
- 41.4 The minutes of Board meetings must record that a meeting was held in accordance with this clause 41.

42. Validity of acts of the Board

- 42.1 The Board may act even if there are vacancies on the board.
- 42.2 If the number of Directors is not sufficient to constitute a quorum at a Board meeting, the Board may act to call a general meeting or to appoint such casual vacancies to the Board as is required to achieve a quorum.
- 42.3 If it is discovered that:
- (a) there was a defect in the appointment of a person as a Director; or
 - (b) any of the circumstances specified in clause 31 applied to a person appointed as a Director,

all acts of the Board before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

43. Minutes and Registers

- 43.1 The Board must cause minutes to be made of:
- (a) the names of the Directors present at all Board and other meetings;
 - (b) all proceedings and resolutions of general meetings, Board meetings and meetings of committees;
 - (c) all resolutions passed by the Board in accordance with clause 41;
 - (d) all appointments of Directors;
 - (e) all orders made by the Board; and
 - (f) all disclosures of interests made under clause 38.
- 43.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 43.3 The Company must keep all registers required by this Constitution and the Corporations Act.

Part 13 - Management

44. Local management

- 44.1 The Board may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

- 44.2 Without limiting clause 44.1 the Board may:
- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies;
 - (b) delegate to any person appointed under clause 44.2(a) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution; and
 - (c) make and authorise by-laws and other policies,
- on any terms and subject to any conditions determined by the Board.
- 44.3 The Board may at any time revoke or vary any delegation under this clause 44.
- 45. Appointment of attorneys and agents**
- 45.1 The Board may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions,
- determined by the Board.
- 45.2 An appointment by the Board of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Board.
- 45.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board thinks fit.
- 45.4 The Board may appoint attorneys or agents by facsimile or email transmission to act for and on behalf of the Company.
- 45.5 An attorney or agent appointed under this clause 45 may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Part 15 - Secretary

46. Secretary

- 46.1 There must be at least one secretary of the Company, appointed by the Board for a term and at remuneration and on conditions determined by them.
- 46.2 The Secretary is entitled to attend and be heard on any matter at all Board and general meetings.
- 46.3 The Board may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

Part 16 - Audit and accounts

47. Audit and accounts

- 47.1 The Board must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act and the ACNC Act (if applicable to the Company).
- 47.2 The Board must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act and the ACNC Act (if applicable to the Company).
- 47.3 The Board is authorised to open and operate bank accounts on behalf of the Company. The annual subscriptions will be paid into one account and will be disbursed as agreed by the Company. The account will at all times be maintained in credit.
- 47.4 An annual budget will be presented at the final meeting of the Members for the calendar year.
- 47.5 The financial statements may be audited at the request of the Members every two years.

Part 17 - Inspection of records

48. Inspection of records

- 48.1 Except as otherwise required by the Corporations Act, the Board may determine whether and to what extent, and at what times the Company places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than the Board.
- 48.2 Except as otherwise required by the Corporations Act, a Member who is not also a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Board.

Part 18 - Notices

49. Service of notices

- 49.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or email 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.
- 49.2 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.
- 49.3 A notice sent by facsimile transmission or email is taken to be served:
- (a) by properly addressing the facsimile transmission or email and transmitting it; and
 - (b) on the day after its despatch.
- 49.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 49.5 A certificate in writing signed by a Director that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

49.6 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.

50. Persons entitled to notice

50.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director and Secretary; and
- (c) the Auditor.

50.2 No other person is entitled to receive notice of a general meeting.

Part 19 - Winding up

51. Winding up

51.1 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 51.1(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 such Members and former Members amongst themselves, such amount as may be required, not exceeding \$100.

51.2 If the Company is wound up or has its endorsement as a deductible gift recipient revoked (if applicable), whichever occurs first, any surplus of the following assets must be transferred to another organisation, fund, authority or institution with similar objects, which is charitable at law, and to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the Company;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
- (c) money received by the Company because of such gifts and contributions.

Part 20 - Indemnity

52. Indemnity

52.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such 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).

52.2 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such 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).

- 52.3 The amount of any indemnity payable under clauses 52.1 or 52.2 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.
- 52.4 For the purposes of this clause 52, **officer** means a Director or a Secretary.

Part 21 - No Agency

53. No Agency

Except as otherwise expressly agreed by the Company and the relevant Member, the Company is not the agent of any Member, and must not do anything purporting to bind any Member.