



## **Australian Airports Association**

A company limited by guarantee

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## 1 Interpretation

### 1.1 Definitions

In this Constitution unless the contrary intention appears:

**Alternate Director** means a person appointed as an alternate director under article 5.4.

**Annual Subscription Fee** means any amount determined in accordance with article 4.7.

**Approved Institution** means a fund, authority or institution which falls within the description of an item in any of the tables in Subdivision 30-B of the Tax Act, which has been established for charitable purposes, and which is endorsed as a deductible gift recipient under or for the purposes of the Tax Act.

**Committee** means a committee of Directors constituted under article 9.6.

**Company** means Australian Airports Association Limited ACN 008 647 336 ABN 89 008 647 336.

**Constitution** means this constitution and a reference to an article is a reference to an article of this constitution.

**Corporations Act** means the Corporations Act 2001 (Cwlth).

**DGR endorsement** means endorsement as a deductible gift recipient under the Tax Act.

**Director** means a person holding office as a director, and where appropriate includes an Alternate Director.

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

**Member** means a person, partnership, corporation or government entity entered in the Register of Members as a member of the Company and who has not ceased to be a member in accordance with this Constitution.

**Objects** means the objects specified in article 2.2.

**Register** means the register of Members of the Company and, if appropriate, includes a branch register.

**Registered Office** means the registered office of the Company.

**Representative** means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with the Corporations Act.

**Secretary** means a person appointed under article 12 as a secretary of the Company, and where appropriate, includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

**Tax Act** means the Income Tax Assessment Act 1936 (Cwlth) or the Income Tax Assessment Act 1997 (Cwlth), as the context requires.

## **1.2 Interpretation**

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) a reference to a particular person includes the person's executors, administrators, successors, substitutes and permitted assigns;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a document (including this Constitution) includes any variation or replacement of it;
- (f) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;
- (g) a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (h) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time;
- (i) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;
- (j) the word "present" in the context of a person being present at a meeting includes participating using technology approved by the Directors in accordance with this Constitution;
- (k) a reference to dollars or \$ is a reference to Australian dollars;
- (l) the word "law" includes common law, principles of equity and legislation, and a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (m) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;
- (n) a chairman appointed under this Constitution may be referred to as a chairperson, chairwoman or as chair, as appropriate.

## **1.3 Corporations Act**

In this Constitution unless the contrary intention appears:

- (a) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and
- (b) “section” means a section of the Corporations Act.

#### **1.4 Replaceable rules not to apply**

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and do not apply to the Company.

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## **2 Purpose and objects of the Company**

### **2.1 Charitable purpose**

The Company may only pursue charitable purposes associated with its Objects.

### **2.2 Principal Objects**

The Company is established:

- (a) to provide a forum for discussion and decision on matters affecting the ownership and operation of airports in Australia and any other matter involving the Australian aviation industry;
- (b) to act on matters of mutual and individual Member interest;
- (c) to provide for the development and improvement of Australian aviation;
- (d) to obtain advice for members in relation to the operation and maintenance of airport facilities in Australia; and
- (e) to do all other things as may be incidental or ancillary to the attainment of these objects.

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## **3 Income and property of the Company**

### **3.1 Application of income and property**

All income, property and profits of the Company must be applied towards the promotion of the Objects.

### **3.2 No dividend, bonus or profit paid to Members**

No part of the profits, income or property of the Company may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise, other than in accordance with article 3.3.

### **3.3 Permitted payments by the Company**

Subject to articles 8.6 and 8.8, article 3.2 does not prevent payment in good faith to an officer of the Company or a Member, or to a firm of which an officer of the Company or a Member is a partner:

- (a) of remuneration for services provided by, or reimbursement of expenses incurred by, that person (other than as a Director) or firm, including in accordance with articles 8.7, 8.8 and 11;
- (b) for goods supplied in the ordinary course of business;
- (c) for repayment of any money borrowed from an officer of the Company or a Member;
- (d) of interest at a rate fixed by the Directors (but not exceeding the sum of the National Australia Bank's published overdraft rate from time to time for its corporate customers and 5% per annum) on money borrowed from an officer of the Company or a Member; or
- (e) of reasonable rent for premises let by an officer of the Company or a Member.

### **3.4 Provision of Services**

Article 3.2 does not prevent an officer of the Company or a Member being the recipient of services from the Company in accordance with the Company's Objects.

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## **4 Membership**

### **4.1 Becoming a Member**

Except for a person who agreed in writing to the terms of this Constitution before the application for the Company's registration was lodged, a person may only become a Member under this Part 4. In this Part 4, unless the contrary intention appears, a reference to a "person" includes an individual, a partnership, a corporation, an unincorporated association or body and an entity of a Commonwealth, State, Territory or local government in Australia.

### **4.2 Categories of Membership**

Membership of the Company is available in the following categories:

#### **(a) Category A**

Persons who, directly or indirectly, own or operate, or are in a position to exercise a significant degree of control over, an airport in any Australian State or Territory. Category A membership confers membership privileges in respect of each airport in respect of which the member is qualified for membership in that Category. A Category A member shall have full voting rights.

#### **(b) Category B**

Persons, other than an airport owner and/or operator, who conducts some of its business as a result of any airport-related activity. A Category B member shall only have voting rights at the Divisional level.

#### **(c) Category C**

Individuals employed and/or experienced in the aviation industry or currently involved in operating airports. A Category C member Has no voting rights.

**(d) Category D**

Individuals who may from time to time be awarded Honorary Life Membership by the Company on the recommendation of a State or Territory Division. A Category D member has no voting rights but the Directors may otherwise determine the rights and obligations of an honorary member. An honorary member is not a Member for the purposes of this Constitution or the Corporations Act.

**4.3 Application for Membership**

A person may apply to become a Member by submitting to the Secretary a properly completed application in the form prescribed by the Directors.

By completing an application form the applicant agrees, if accepted in accordance with article 4.4, to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time.

**4.4 Admission as a Member**

The Directors must resolve whether to accept or reject each application for membership and, within a reasonable time, notify the applicant of their decision. The Directors are not required to give reasons for rejection of an application for membership of the Company.

An applicant whose application for membership has been accepted by the Directors becomes admitted as a member of the Company upon payment of their first Annual Subscription Fee.

If such payment is not made within ninety days after the date of the notice advising acceptance of an application for membership, the Directors may in their discretion cancel the acceptance of the applicant for membership of the Company.

**4.5 Application fee**

The Directors may resolve from time to time that any person applying to become a Member must pay an application fee and, if so, how much and when and how it is to be paid.

**4.6 Register of Members**

Upon admission as a Member, that person's details will be recorded in the Register by a Director or the Company Secretary.

A Member must promptly notify the Company of any change in the Member's details which are recorded in the Register.

#### **4.7 Annual Subscription Fee**

The Directors may determine whether there will be an Annual Subscription Fee and, if so, the annual amount for each Member or category or sub-category of Members.

The Directors or Secretary may notify Members of the date and manner for payment. Otherwise, each Member must pay any applicable Annual Subscription Fee in advance by 1 July each year.

The Directors may waive the payment of all or any part of an Annual Subscription Fee for a Member or any category of Members.

#### **4.8 No transfer of Membership**

A Member must not sell, transfer or dispose of their interests in the Company to another Member or a third party.

#### **4.9 Ceasing to be a Member**

A person ceases to be a Member on:

- (a) ceasing to be eligible for membership of the Company in accordance with article 4.2;
- (b) resignation;
- (c) the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution;
- (d) in the case of a natural person:
  - (i) death;
  - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
  - (iii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (e) in the case of a body corporate:
  - (i) being dissolved or otherwise ceasing to exist;
  - (ii) having a liquidator or provisional liquidator appointed to it; or
  - (iii) being insolvent.

#### **4.10 Resignation**

A Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than six months after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Company at the date of

resignation, in addition to any sum for which the Member is liable as a Member under article 17.1.

#### **4.11 Non-payment of Annual Subscription Fee**

If an Annual Subscription Fee for a Member remains unpaid for ninety days after it becomes due and for a further thirty days after transmission of a notice of default to the Member, Directors may resolve to terminate the Member's membership and the Member ceases to be a Member. The Directors may, but need not, reinstate a Member whose membership is terminated if the Member pays all overdue Annual Subscription Fee amounts.

#### **4.12 Censuring, suspension or expulsion of a Member**

If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, by-laws, policies or other standards prescribed by the Directors, or acts in a manner which in the opinion of the Directors is unbecoming of a Member or prejudicial to the interests of the Company, the Directors may by resolution censure, fine, suspend or expel the Member from the Company, provided that the following procedure is observed:

- (a) the Directors or Secretary must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter;
- (b) at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
  - (i) what is alleged against the Member; and
  - (ii) the intended resolution;
- (c) at the Directors' meeting, and before voting on the resolution, the Member must be given an opportunity to give a written or verbal explanation as the Member thinks fit;
- (d) the Member may elect to have the question dealt with by the Company in general meeting. If so, the Member must give written notice to the Secretary at least 24 hours before the proposed time for the Directors' meeting to consider the resolution;
- (e) if the Member gives this notice, then:
  - (i) no resolution of the Directors on the matter is effective;
  - (ii) a general meeting of the Company must be called to consider the resolution set out in the notice originally given to the Member under this article; and
  - (iii) if a resolution is passed on a poll at the general meeting by a majority of *at least two-thirds* of those present and entitled to vote, the Member must be dealt with in accordance with the resolution; and

- (f) if a resolution for the Member's expulsion is passed in accordance with this article, the Member's membership automatically terminates and the Member ceases to be a Member.

#### **4.13 Representatives of Members**

If a person admitted as a Member is not an individual, that Member shall nominate an individual to act as its representative and to speak and vote on its behalf and the name of that individual and the fact that they are the representative of the Member must be entered in the Register.

Subject to the Directors' right to decline to accept any person as a Member, the Member may replace its representative with another individual. It must give written notice to the Company setting out the details of the new representative and signed by an officer of the Member.

#### **4.14 Limited liability**

A Member has no liability as a Member except as set out in this Part 4 and article 17.1.

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## **5 State and Territory Divisions**

### **5.1 Creation of State and Territory Divisions**

There shall be a division of the Company in each State and mainland Territory of Australia.

Upon payment of their Annual Subscription Fee, Category A and Category B Members shall nominate the State or Territory Division to which they wish their membership and voting entitlements to be assigned.

### **5.2 Role of State and Territory Divisions**

State and Territory Divisions have the functions of:

- (a) advancing or carrying out the objective of the Company on a State or Territory basis; and
- (b) electing persons to be Directors and Alternate Directors of the Company.

### **5.3 Structure of State and Territory Divisions**

Each State and/or Territory Division shall have a Committee and such sub-committee structure as is determined by the Division from time to time.

The Members of State and Territory Divisions meet together on matters relevant to their State or Territory as unincorporated divisions of the Company.

### **5.4 Meetings of State and Territory Divisions**

The Chairman elected by each State and Territory Division shall convene at least two meetings of the Members assigned that Division each year, one of which

shall be its annual general meeting, and will chair all meetings of that State or Territory Division at which they are present.

Each State and Territory Division at its annual general meeting shall elect its Divisional office bearers for the period commencing immediately upon the conclusion of the first Annual Convention of the Company held after the next occurring annual general meeting of the Company and ending immediately upon the conclusion of the second Annual Convention of the Company held after that annual general meeting of the Company. An office bearer who resigns that office or who ceases to be a Member or to be a duly appointed representative of a Member thereupon ceases to be an office bearer and a replacement office bearer shall be elected at the next general meeting of the State or Territory Division. All office bearers are eligible for re-election.

Each State and/or Territory Division at its annual general meeting shall elect a Category A Member or a duly appointed representative of a Category A Member to be a Director of the Company and another Category A Member or a duly appointed representative of a Category A Member to be an Alternate Director of the Company for the period, subject to article 8.5, commencing immediately upon the conclusion of the first Annual Convention of the Company held after the next occurring annual general meeting of the Company and ending immediately upon the conclusion of the second Annual Convention of the Company held after that annual general meeting of the Company. An Alternate Director is only entitled to attend, vote or otherwise represent the State or Territory at a meeting of the Directors when the elected Director is unable to do so. However, at the invitation of the Chairman or of the Company, an Alternate Director may attend (but not vote) at a meeting of the Directors attended by the elected Director.

A resolution may be put to an annual general meeting of a State or Territory Division, whether with or without prior notice, by any Member of that Division present and entitled to vote at that annual general meeting.

A meeting of a State or Territory Division may formulate motions to be put to a meeting of the Directors by their elected Director or Alternate Director, as the case may be.

A Director or Alternate Director, as the case may be, may also put motions to a meeting of the Directors of their own motion.

At the annual general meeting of a State or Territory Division any Member of that Division may, whether with or without prior notice, move that a resolution should be put to an annual general meeting of the Company. If a majority of the Members present and entitled to vote at the annual general meeting of the Division resolve that such a resolution should be put to an annual general meeting of the Company, it may be put to any annual general meeting of the Company occurring after that date.

For the purposes of conducting all State and Territory Divisional meetings the same procedures apply as at General Meetings of the Company, except for the quorum requirement.

## **5.5 Funding of State and Territory Divisions**

The Directors of the Company shall decide from time to time upon a per capita amount to be passed back to each State and Territory Division to help defray Divisional operating expenses.

Attendance at State and Territory Division meetings, without any voting rights, is available to any local airport-related business that is not a Member of the Company at an annual subscription level determined by the Committee of that Division. All such subscriptions received are to be retained for the sole use of the State or Territory Division.

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## **6 General meetings**

### **6.1 Annual general meeting**

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

The Company's Annual Convention and Technical Workshop are to be held on the days immediately following the annual general meeting. An annual general meeting and Annual Convention and Technical Workshop are to be held at the place set by the previous annual general meeting on advice from the Division of the State or Territory in which the meeting is proposed to be held. That Division shall only put forward a proposed location which complies with criteria for accommodation, access etc. defined from time to time by the Directors.

### **6.2 Convening a general meeting**

The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

### **6.3 Members have power to convene general meeting**

If there are not sufficient Directors for a quorum, a Director or any two or more Members may convene a general meeting of the Company at the cost of the Company.

### **6.4 Use of technology at general meetings**

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

### **6.5 Notice of general meeting**

Notice of a general meeting must be given in accordance with Part 15 and the Corporations Act.

Subject to the provisions of the Corporations Act relating to shorter notice, at least twenty-one days notice is to be given of a general meeting.

## **6.6 Calculation of period of notice**

In computing the period of notice for a general meeting, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

## **6.7 Cancellation or postponement of general meeting**

Where a general meeting (including an annual general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.

This article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by a court.

## **6.8 Notice of cancellation, postponement or change of place of general meeting**

Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

## **6.9 Contents of notice postponing general meeting**

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting;
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

## **6.10 Number of clear days for postponement of general meeting**

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the general meeting required to be given by this Constitution or the Corporations Act.

## **6.11 Business at postponed general meeting**

The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.

## **6.12 Non-receipt of notice**

The non-receipt of, or accidental omission to give, a notice of a general meeting or cancellation, postponement or change of details for a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the

general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

### **6.13 Proxy, attorney or Representative at postponed general meeting**

Where by the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the Member appointing the proxy, attorney or Representative gives to the Company, at its Registered Office, written notice to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

### **6.14 Director entitled to notice of meeting**

A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of any class of Members of the Company and is entitled to speak at those meetings.

### **6.15 Circulating resolutions**

The Company 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.

Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Member signs.

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## **7 Proceedings at general meetings**

### **7.1 Number for a quorum**

Subject to article 7.3, 25 Category A Members present in person or by proxy, attorney or Representative are a quorum at a general meeting of the Company. In determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, except that:

- (a) where a Member has appointed more than one proxy, attorney or Representative, only one is to be counted; and
- (b) where an individual is attending both as a Member and as a proxy, attorney or Representative, that individual is to be counted once for that Member and once for each Member for whom that individual is attending as proxy, attorney or Representative.

## **7.2 Requirement for a quorum**

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chairman of the meeting (on the chairman's own motion or at the request of a Member, proxy, attorney or Representative who is present) declares otherwise.

## **7.3 If quorum not present**

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by a Director, or at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

## **7.4 Adjourned meeting**

At a meeting adjourned under article 7.3(b), three persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

## **7.5 Appointment of chairman of general meeting**

The Chairman elected in accordance with article 8.2 is entitled to preside as chairman at a general meeting of the Company.

## **7.6 Absence of chairman at general meeting**

If a general meeting is held and:

- (a) a Chairman has not been elected by the Directors; or
- (b) the elected Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chairman of the meeting (in order of precedence):

- (c) the Deputy Chairman (if any);
- (d) a Director chosen by a majority of the Directors present;
- (e) the only Director present; or
- (f) a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

## **7.7 Conduct of general meetings**

The chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) having regard where necessary to the Corporations Act, may terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairman under this article is final.

### **7.8 Adjournment of general meeting**

The chairman of a general meeting may with the consent of any meeting at which a quorum is present and must if so directed by such a meeting at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but only unfinished business is to be transacted at a meeting resumed after an adjournment.

### **7.9 Notice of adjourned meeting**

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for thirty days or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

### **7.10 Resolutions to be put to general meeting**

Any resolution may be put to a general meeting if it is in accordance with the Corporations Act.

Any resolution that a majority of Members present and entitled to vote at an annual general meeting of a State or Territory Division have resolved should be put to an annual general meeting of the Company is to be put to the next occurring annual general meeting of the Company.

A resolution may also be put to an annual general meeting of the Company, whether with or without prior notice, on the motion of a majority of the Board of Directors

### **7.11 Questions decided by majority**

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

### **7.12 Casting vote for the chairman**

If there is an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting is entitled to a casting vote in addition to any

votes to which the chairman is entitled as a Member or proxy, attorney or Representative of a Member.

### **7.13 Voting on show of hands**

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the chairman nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

### **7.14 Demanding a poll**

At a general meeting of the Company, a poll may be demanded by:

- (a) at least three Members entitled to vote on the resolution; or
- (b) the chairman of the meeting.

### **7.15 Poll**

If a poll is effectively demanded in accordance with article 7.14:

- (a) it must be taken in the manner and at the date and time directed by the chairman and the result of the poll is a resolution of the meeting at which the poll was demanded;
- (b) on the election of a chairman or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

### **7.16 Entitlement to vote**

Subject to this Constitution and to any rights and any restrictions attached to any category of Members:

- (a) on a show of hands, each Member present in person and each other person present as proxy, attorney or Representative of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy, attorney or Representative of a Member has one vote for each Member that the person represents.

### **7.17 Validity of vote in certain circumstances**

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or

Representative, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies;
- (b) the appointing Member is mentally incapacitated; or
- (c) the Member revokes the appointment or authority.

### **7.18 Objection to voting qualification**

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting:

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the chairman of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

### **7.19 Right to appoint proxy or attorney**

A Member may by instrument appoint a proxy or by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any category of Members.

To be effective, an instrument appointing a proxy or an attorney under this article, together with any evidence of non-revocation the Directors require, must be received by the Company at least 1 hour before the meeting.

### **7.20 Suspension or if any Annual Subscription Fee not paid**

In addition to any other rights of the Company, if:

- (a) any Annual Subscription Fee is due and payable by a Member and is not paid; or
- (b) a Member is suspended,

the Member has no right to be present at, be counted among the quorum for, or vote, whether in person or by proxy, attorney or Representative, at a general meeting of the Company.

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## **8 Directors**

### **8.1 Directors**

The Directors of the Company from time to time shall be:

- (a) the Chairman;
- (b) the Deputy Chairman;
- (c) for the period of 12 months immediately following completion of their tenure as Chairman, the Immediate Past Chairman; and

- (d) the Directors elected by each State and Territory Division in accordance with this Constitution (other their Alternate Directors as applicable).

Each Director (or Alternate Director, as applicable), other than the Immediate Past Chairman, shall be entitled to vote in relation to any matter to be decided by the Directors.

## **8.2 Chairman**

The Chairman shall be, or be a representative of, a Category A Member.

The Chairman shall be elected at the annual general meeting of the Company by the Members entitled to vote at that meeting.

Nominations for the position of Chairman shall close forty-five days prior to each annual general meeting, to allow resumes of nominees to be distributed with the agenda for the meeting.

Should there be only one nomination, that person is deemed to be duly elected without the need for a vote to be taken at the annual general meeting.

Should there be more than one nomination, the Secretary shall conduct a ballot to determine the order of candidates on the ballot paper for the election of Chairman, and each nominee shall be entitled to address the annual general meeting in that same order for up to 5 minutes prior to the ballot. Prior to that ballot, the annual general meeting shall elect a returning officer to conduct the counting of the votes. Voting shall be by secret ballot and the candidate receiving the most votes on a "first past the post" basis shall be elected. At the conclusion of the ballot the returning officer shall place all voting papers in a sealed envelope and pass it to the Secretary to keep in a secure place for twelve months and then destroy.

The Chairman shall hold office for the period commencing immediately after the Annual Convention and Technical Workshop held after the annual general meeting at which they are elected or deemed to have been elected and ending immediately after the second Annual Convention and Technical Workshop held after that annual general meeting.

The Chairman is eligible for re-election.

Immediately upon completion of their tenure as Chairman, that person becomes the Immediate Past Chairman for a period of 12 months.

## **8.3 Deputy Chairman**

The Deputy Chairman shall be, or be a representative of, a Category A Member.

The Deputy Chairman shall be elected by the Directors from amongst their number (other than the Chairman or Immediate Past Chairman) at the first meeting of Directors after the commencement of their current term of office as a Director.

The Deputy Chairman shall hold office for the period of their current term of office as a Director, unless removed by resolution of the Directors.

The Deputy Chairman is eligible for re-election.

#### **8.4 Other Directors**

Other Directors are elected in the manner and for the period specified in this Constitution.

#### **8.5 Casual vacancy**

A casual vacancy arises if a Director resigns as a Director or ceases to be a Member or a duly authorised representative of a Member. Should a casual vacancy arise, the Directors may appoint as a Director any person nominated by a general meeting of the State or Territory Division that had elected the person giving rise to that casual vacancy, and the appointed person shall hold office for the balance of the original Director's term.

#### **8.6 No remuneration for services as a Director**

A Director must not be paid any remuneration or other benefit in money or money's worth for services as a Director.

A Director cannot be appointed to any salaried office of the Company, or any office of the Company paid by fees.

#### **8.7 Reimbursement of expenses**

A Director is entitled to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors, a Committee or the Company or when otherwise engaged on the business of the Company.

#### **8.8 Payments to a Director**

Any payment to a Director which is not prohibited under article 8.6 (including a payment permitted under article 8.7) must be approved by the Directors.

#### **8.9 Director's interests**

Subject to the provisions of this Constitution and to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (b) enter into a contract or arrangement with the Company;
- (c) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
- (d) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (e) despite having an interest in a matter that is being considered at a meeting of Directors, be present at, participate in, vote on and be counted in a quorum at the meeting;

- (f) despite having an interest in a document, sign or participate in the execution of a document by or on behalf of the Company; and
- (g) do any of the above despite the fiduciary relationship of the Director's office:
  - (i) without any liability to account to the Company for any benefit accruing to the Director; and
  - (ii) without affecting the validity of any contract or arrangement.

A reference to the Company in this article is also a reference to any related body corporate of the Company.

### **8.10 Vacation of office**

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (b) resigns office by notice in writing to the Company; or
- (c) is absent without permission of the Directors from three consecutive meetings of the Directors; or
- (d) ceases to be a representative of a Member.

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## **9 Powers and duties of Directors**

### **9.1 Directors to manage the Company**

Subject to the resolutions of the Company at general meetings, the Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

### **9.2 Specific powers of Directors**

Without limiting the generality of article 9.1, the Directors may exercise all the powers of the Company to create by-laws, to borrow or raise money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

### **9.3 Appointment of attorney**

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

#### **9.4 Provisions in power of attorney**

A power of attorney granted under article 9.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

#### **9.5 Signing of cheques**

The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

#### **9.6 Committees**

The Directors may delegate, and revoke the delegation of, any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of one or more of their number as they think fit.

The Directors may, without delegating any of the powers, appoint one or more of their number as they think fit to a Committee to act only in an advisory capacity of the Directors.

In appointing a Committee, the Directors shall designate one member of it as chairman of the Committee. If a meeting of a Committee is held and the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the members present may elect one of their number to be chairman of the meeting.

Subject to this Constitution, a Committee has the power to co-opt to it any Member or representative of a Member of the Company.

Members, including co-opted members, of a Committee each have one vote in respect of the business of the Committee.

Each Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman of the Committee shall have a second or casting vote.

#### **9.7 Powers of Committees**

A Committee to which any powers have been delegated under article 9.6 or which has been appointed in an advisory capacity only must exercise those powers or perform that capacity in accordance with any directions of the Directors.

#### **9.8 Powers of delegation**

The Directors may delegate any of their powers to any persons they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

## **9.9 Minutes**

The Directors shall cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of the names of the Directors present at all meetings of the Company and of the Directors; and
- (c) of all proceedings at all meetings of the Company and of the Directors.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting

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## **10 Proceedings of Directors**

### **10.1 Directors' meetings**

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

### **10.2 Director may convene a meeting**

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

### **10.3 Use of technology for Directors' meetings**

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

### **10.4 Questions decided by majority**

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

### **10.5 Alternate Director or proxy and voting**

A person who is present at a meeting of Directors as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy. If that person is also a Director, they have one vote as a Director in that capacity.

### **10.6 Chairman of Directors' meetings**

The Chairman shall preside at any meeting of Directors at which they are present.

### **10.7 Absence of Chairman at a Directors' meeting**

If a Directors' meeting is held and the Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the Directors present must elect one of their number to be a chairman of the meeting.

### **10.8 Chairman's casting vote at Directors' meetings**

If there is an equality of votes cast for and against a question, the chairman of a Directors' meeting has a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

### **10.9 Alternate Director and meetings**

An Alternate Director is entitled to participate and vote at a meeting of Directors in the place of the Director for whom they are Alternate when that Director is not present.

### **10.10 Alternate Director responsible for own acts and defaults**

Whilst acting as a Director, an Alternate Director:

- (a) is an officer of the Company and not the agent of the Director for whom they are Alternate; and
- (b) is responsible to the exclusion of that Director for the Alternate Director's own acts and defaults.

### **10.11 Alternate Director - expenses and remuneration**

Articles 3.3, 8.6, 8.7 and 8.8 apply to an Alternate Director as if they were a Director.

### **10.12 Termination of appointment of Alternate Director**

The appointment of an Alternate Director may be terminated at any time by a general meeting of the State or Territory Division which appointed that Alternate Director even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

### **10.13 Appointment or termination**

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice signed by the chairman of the State or Territory Division which appointed that Alternate Director and delivered to the Company.

### **10.14 Director attending and voting by proxy**

A Director may participate in and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) the appointment is signed by the appointor.

The appointment may be general or for one or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has one vote for the appointor and one vote in his or her own capacity as a Director.

#### **10.15 Quorum for Directors' meeting**

At a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is as determined by the Directors and, unless so determined, is a majority of the positions of Director established by this Constitution.

#### **10.16 Continuing Directors may act**

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the requirements of this Constitution for a quorum at a meeting of Directors, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

#### **10.17 Circulating resolutions**

The Directors may pass a resolution without a Directors' meeting being held if all of 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. 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. The resolution is passed when the last Director signs.

#### **10.18 Validity of acts of Directors**

All acts done at a meeting of the Directors or of a Committee, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or member of a Committee or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

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## **11 Executive Officer**

- (a) The Directors may:
  - (i) appoint a person, by reference to a title determined by the Directors, to act as the chief executive officer of the Company;
  - (ii) delegate to the appointee any of the powers conferred on the Directors; and
  - (iii) withdraw or vary any of those powers,

on any terms and conditions and with any restrictions as they think fit.

- (b) The Directors may fix the remuneration of the appointee, which may be by way of salary or other benefit drawn from the Company.
- (c) Subject to the terms of any employment contract between the Company and the appointee, the Directors may at any time remove or dismiss the appointee from employment with the Company.

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## **12 Secretary**

### **12.1 Appointment of Secretary**

The Company must have at least one Secretary who is to be appointed by the Directors.

### **12.2 Suspension and removal of Secretary**

The Directors may suspend or remove a Secretary from that office.

### **12.3 Powers, duties and authorities of Secretary**

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

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## **13 Seals**

### **13.1 Safe custody of common seals**

The Directors must provide for the safe custody of any seal of the Company.

### **13.2 Use of common seal**

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents.

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## **14 Inspection of records**

### **14.1 Inspection by Members**

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

## **14.2 Right of a Member to inspect**

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

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## **15 Service of documents**

### **15.1 Document includes notice**

In this Part 15, a reference to a document includes a notice and a notification by electronic means.

### **15.2 Form of document**

Unless expressly stated otherwise in this Constitution, all notices, certificates, statements, demands, appointments, directions and other documents referred to in this Constitution must be in writing.

### **15.3 Methods of service**

The Company may give a document to a Member:

- (a) personally; or
- (b) by delivering it or sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member; or
- (d) by notifying the Member by an electronic means nominated by the Member that:
  - (i) the document is available; and
  - (ii) how the Member may use the nominated access means to access the document.

### **15.4 Post**

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

### **15.5 Fax or electronic transmission**

A document sent or given by fax or to an electronic address:

- (a) is taken to be effected by properly addressing and transmitting the fax or electronic transmission; and

- (b) is taken to have been delivered on the day following its transmission.

## **15.6 Electronic notification**

A document made available by electronic means is taken to have been given and received on the day after the date of transmission of the notification specifying that the document is available and how it can be accessed.

## **15.7 Evidence of service**

A certificate signed by a Director or a Secretary stating that a document was sent, delivered or given to a Member by post, fax or other electronic means on a particular date is evidence that the document was sent, delivered or given on that date and by that means.

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# **16 Indemnity and insurance**

## **16.1 Indemnity**

To the maximum extent permitted by law, the Company indemnifies any current or former Director or other officer of the Company out of the assets of the Company against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) reasonable legal costs incurred in defending or resisting or otherwise in connection with proceedings, whether civil or criminal or of an administrative or investigatory nature against the person or in which the person becomes involved because of that capacity; and
- (c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Company.

## **16.2 Insurance**

To the maximum extent permitted by law, the Company may pay a premium for a contract insuring a person who is or has been a Director or other officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs.

## **16.3 Contract**

The Company may enter into an agreement with a Director or other officer of the Company with respect to the matters referred to in articles 16.1 and 16.2 and including provisions relating to rights of access to the books of the Company.

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## **17 Winding up and revocation of DGR endorsement**

### **17.1 Contributions on winding up**

Each Member undertakes to contribute to the Company's property an amount not exceeding \$100 if the Company is wound up during, or within one year after the cessation of, the Member's membership, on account of:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

### **17.2 Application of property on winding up**

If any property or funds remain on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, the property or funds may not be paid to or distributed among the Members but must be given or transferred to one or more funds or institutions:

- (a) having objects similar to objects of the Company;
- (b) whose constitution or rules prohibit the distribution of its property and funds among its members to an extent at least as great as is imposed on the Company under this Constitution; and
- (c) which is an Approved Institution.

The fund or institution is to be determined by the Directors or, if they determine, by the Members in general meeting, at or before the time of dissolution and in default by application to the court.

### **17.3 Revocation of endorsement as a deductible gift recipient**

If the Company is endorsed as a deductible gift recipient under Division 30 of the Tax Act and the endorsement is revoked, despite any other provision in this Constitution, all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions must be transferred to an Approved Institution.

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## **18 Accounts**

The Directors must cause the accounts and records of the Company to be maintained and, if required, audited in accordance with the requirements of the Corporations Act.