

CONSTITUTION OF AUSTRALIAN AIRPORTS ASSOCIATION LIMITED

Australian Company Number (ACN) 008 647 336
Australian Business Number (ABN) 89 008 647 336

A company limited by guarantee

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Preliminary

1 Name of the Company

- 1.1 The name of the Company is Australian Airports Association Limited (the **Company**).

2 Type of Company

- 2.1 The Company is a not-for-profit public company limited by guarantee.

3 Limited liability of Members

- 3.1 The liability of Members is limited to the amount of the guarantee in clause 4.

4 The Guarantee

- 4.1 Each Member must contribute an amount not more than \$100 (the **Guarantee**) to the property of the Company if the Company is wound up while the Member is a Member, or within twelve (12) months after they stop being a Member, and this contribution is required to pay for the:
- (a) debts and liabilities of the Company incurred before the Member stopped being a Member; or
 - (b) costs associated with the winding up.

5 Reading this constitution with the Corporations Act

- 5.1 The replaceable rules set out in the Corporations Act are displaced by the Constitution and do not apply to the Company.
- 5.2 A word or expression that is defined in the Corporations Act or used in that Act and covering the same subject, has the same meaning in this Constitution.

6 Definitions

- 6.1 In this Constitution, words and phrases have the meaning set out in clause 80.

Objects and powers

7 Object

- 7.1 The principal Objects of the Company are to:

CONSTITUTION OF AUSTRALIAN AIRPORTS ASSOCIATION LIMITED

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

8 Powers

- 8.1 Subject to clause 9, the Company has the following powers, which may only be used to carry out its Objects set out in clause 7:
- (a) the powers of an individual; and
 - (b) all the powers of a Company limited by guarantee under the Corporations Act.

9 Not-for-profit

- 9.1 The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in clauses 9.3 and 79.
- 9.2 The income and assets of the Company shall be applied solely to further its Objects in clause 7.
- 9.3 Clause 9.1 does not stop the Company from doing the following things, provided they are done in good faith:
- (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company, including as an employee, contractor, consultant or similar of the Company; or
 - (b) making a payment to a Member in carrying out the Company's Objects.

10 Amending the constitution

- 10.1 Subject to clause 10.2, the Members may amend this constitution by passing a Special Resolution.

- 10.2 Any amendment to this Constitution will take effect from the date of the Special Resolution, or from any later date specified in the resolution passing the amendment.

Members

11 Membership and Register of Members

- 11.1 The Members of the Company are any person, partnership, corporation or government entity that the Directors allow to be a Member, in accordance with this Constitution.
- 11.2 The Directors may establish, vary or remove any one or more classes of Members as they deem appropriate, and determine any rights, entitlements, obligations or restrictions applying to any particular category of Members, including in relation to:
- (a) The voting rights attaching to any category of Members; or
 - (b) Eligibility criteria for application to become a Member of any particular category.
- 11.3 Where the exercise of the Directors powers under clause 11.2 will result in the varying or cancelling of rights of members in a class of members then the following process must be followed:
- (a) Notice of the proposed variation or cancellation of those rights must be sent to all affected members (if any) not less than 21 days prior to the Directors voting on exercising that power;
 - (b) The members receiving the notice referred to in clause 11.3(a) being provided an opportunity to express their views on the proposed variation or cancellation to the Company in advance of the Directors voting on exercising that power; and
 - (c) The Directors approving the variation or cancellation of those rights of members in a class of members by way of a Special Resolution.
- 11.4 The Initial Member Categories, are those that are outlined at Schedule A of this Constitution (noting that this list may be added to amended by the Directors in accordance with the procedures set out in clauses 11.2 and 11.3).
- 11.5 The Company must establish and maintain a Register of Members. The Register of Members must be kept by the Secretary and must contain:
- (a) for each current Member:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices; and
 - (iv) the date the member was entered on to the Register.

- (b) for each person who stopped being a member in the last seven (7) years:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices; and
 - (iv) dates the membership started and ended.

11.6 If requested to by a current Member, the Company must give that Member access to the Register of Members.

11.7 Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members.

12 Who can be a Member

12.1 A person who supports the Objects of the Company is eligible to apply to be a Member of the Company under clause 13.

12.2 In this clause, 'person' means an individual or incorporated body.

13 How to apply to become a Member

13.1 A person (as defined in clause 12.2) may apply to become a Member of the Company by writing to the Secretary stating that they:

- (a) want to become a Member;
- (b) support the Objects of the Company;
- (c) agree to comply with any Member code of conduct in place for the Company from time to time; and
- (d) agree to comply with the Company's Constitution, including paying the Guarantee under Clause 4 if required, and the Annual Subscription Fee.

14 Directors decide whether to approve membership

14.1 The Directors must consider an application for membership within a reasonable time after the Secretary receives the application and must resolve whether to accept or reject an application for membership.

14.2 If the Directors approve an application, the Secretary must as soon as possible:

- (a) enter the new Member on the Register of Members, and
- (b) the date that their membership started (see clause 15).

- 14.3 If the Directors reject an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected. The Directors are not required to give reasons.
- 14.4 For the avoidance of doubt, the Directors may approve an application even if the application does not state the matters listed in clauses 13.1(a), 13.1(b), 13.1(d) or 13.1(d). In that case, by applying to be a Member, the applicant agrees to those three matters.

15 When a person becomes a Member

- 15.1 An applicant will become a Member upon the following two events having occurred:
- (a) the Company receiving payment of any initial membership fees (if any) required to be paid; and
 - (b) when they are entered on the Register of Members.

16 When a person stops being a Member

- 16.1 A person immediately stops being a Member if:
- (a) the Member ceases to be eligible for membership in accordance with this Constitution;
 - (b) they resign, by giving written notice to the Secretary;
 - (c) they are expelled under clause 18;
 - (d) they have not responded within three (3) months to a written request from the Secretary that they confirm in writing that they want to remain a Member;
 - (e) they have failed to pay any membership fees within a reasonable period as determined by the Company from time to time;
 - (f) in the case of a natural person Member:
 - (i) death; or
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with the 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
 - (g) in the case of a body corporate Member:
 - (i) the company is wound up or otherwise dissolved or deregistered or ceases to exist; or

- (ii) having a liquidator or provisional liquidator appointed to it; or
- (iii) being insolvent.

16.2 Where a person stops being a Member, the Directors may determine in their absolute discretion what, if any refund of any membership fees are owed to that person.

Dispute resolution and disciplinary procedures

17 Dispute resolution

- 17.1 The dispute resolution procedure in this clause applies to disputes and disagreements specifically relating to the subject matter of this Constitution between a Member or Director and:
- (a) one or more Members;
 - (b) one or more Directors; or
 - (c) the Company;
- 17.2 A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under Clause 18 until the disciplinary procedure is completed.
- 17.3 Those involved in the dispute must use all reasonable efforts to try to resolve it between themselves within fourteen (14) days of knowing about it.
- 17.4 If those involved in the dispute do not resolve it under clause 17.3, they must within ten (10) days:
- (a) tell the Directors about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 17.5 The mediator must:
- (a) be chosen by agreement of those involved in the dispute; or
 - (b) where those involved do not agree:
 - (i) for disputes between Members, a person chosen by the Directors; or
 - (ii) for other disputes, a person chosen by the president of the law institute or society in the State or Territory in which the Company has its registered office.
- 17.6 A mediator chosen by the Directors under clause 17.5(b)(i):
- (a) may be a Member or former member of the Company;

- (b) must not have a personal interest in the dispute; and
- (c) must not be biased towards or against anyone involved in the dispute.

17.7 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard;
- (b) allow those involved a reasonable chance to review any written statements;
- (c) ensure that those involved are given natural justice; and
- (d) not make a decision on the dispute.

18 Disciplining Members

18.1 In accordance with this clause, the Directors may resolve to warn, suspend or expel a Member from the Company if the Directors consider that:

- (a) the Member has breached this Constitution;
- (b) the Member has breached a member code of conduct or other Company policy in force from time to time; or
- (c) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company or the promotion of the Objects of the Company.

18.2 At least fourteen (14) days before the Directors' meeting at which a resolution under clause 18.1 will be considered, the Secretary must notify the Member in writing:

- (a) that the Directors are considering a resolution to warn, suspend or expel the Member;
- (b) that this resolution will be considered at a Directors' meeting and the date of that meeting;
- (c) what the Member is said to have done or not done;
- (d) the nature of the resolution that has been proposed; and
- (e) that the Member may provide an explanation to the Directors, and details of how to do so (which the Director's may determine at their sole and absolute discretion).

18.3 Before the Directors pass any resolution under clause 18.1, the Member must be given a chance to explain or defend themselves by either:

- (a) sending the Directors a written explanation before that Directors' meeting; and/or
- (b) speaking at the meeting;

at the Director's discretion.

- 18.4 After considering any explanation under clause 18.3, the Directors may:
- (a) take no further action;
 - (b) warn the Member;
 - (c) suspend the Member's rights as a Member for a period of no more than twelve (12) months;
 - (d) expel the Member;
 - (e) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause); or
 - (f) require the matter to be determined at a General Meeting.
- 18.5 The Directors cannot fine a Member.
- 18.6 The Secretary must give written notice to the Member of the decision under Clause 18.4 as soon as possible.
- 18.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 18.8 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

General meetings of Members

19 General Meetings called by Directors

- 19.1 The Directors may call a General Meeting.
- 19.2 If Members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the Directors must:
- (a) Within twenty-one (21) days of the Members' request, give all Members notice of a General Meeting; and
 - (b) hold the General Meeting within two (2) months of the Members' request.
- 19.3 The percentage of votes that Members have (in clause 19.2) is to be worked out as at midnight before the Members request the meeting.
- 19.4 The Members who make the request for a General Meeting must:
- (a) state in the request any resolution to be proposed at the meeting;
 - (b) sign the request; and

- (c) give the request to the Company.
- 19.5 Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

20 General meetings called by Members

- 20.1 If the Directors do not call the meeting within twenty-one (21) days of being requested under clause 19.2, fifty percent (50%) or more of the Members who made the request may call and arrange to hold a General Meeting.
- 20.2 To call and hold a meeting under clause 20.1 the Members must:
- (a) as far as possible, follow the procedures for General Meetings set out in this Constitution;
 - (b) call the meeting using the list of Members on the Company's Member Register, which the Company must provide to the Members making the request at no cost; and
 - (c) hold the General Meeting within three (3) months after the request was given to the Company.
- 20.3 The Company must pay the Members who request the General Meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

21 Annual General Meeting

- 21.1 A General Meeting, called the 'Annual General Meeting', must be held at least once in every calendar year.
- 21.2 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:
- (a) a review of the Company's activities;
 - (b) a review of the Company's finances;
 - (c) any auditor's report;
 - (d) the election of Directors; and
 - (e) the appointment and payment of auditors, if any.
- 21.3 Before or at the Annual General Meeting, the Directors must give information to the Members on the Company's activities and finances during the period since the last Annual General Meeting.
- 21.4 The Chairperson of the Annual General Meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

22 Notice of General Meetings

- 22.1 Notice of a General Meeting must be given to:
- (a) each Member entitled to vote at the meeting;
 - (b) each Director; and
 - (c) the auditor (if any).
- 22.2 Notice of a General Meeting must be provided in writing at least twenty-one (21) days before the meeting.
- 22.3 Notice of a General Meeting will be sent to a Member's nominated electronic mail address.
- 22.4 Subject to clause 22.5, notice of a meeting may be provided less than twenty-one (21) days before the meeting if:
- (a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
 - (b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 22.5 Notice of a meeting cannot be provided less than twenty-one (21) days before the meeting if a resolution will be moved to:
- (a) remove a Director;
 - (b) appoint a Director in order to replace a Director who was removed; or
 - (c) remove an auditor.
- 22.6 Notice of a General Meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in one or more physical venues and using virtual technology or using virtual technology only, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business;
 - (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution;
 - (d) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - (i) the proxy does not need to be a Member of the Company;

- (ii) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
- (iii) the proxy form must be delivered to the Company at least forty-eight (48) hours before the meeting.

22.7 If a General Meeting is adjourned (put off) for one (1) month or more, the Members must be given new notice of the resumed meeting.

23 Quorum at General Meetings

- 23.1 For a General Meeting to be held, at least twenty five (25) Category A Members (a Quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a Quorum is present, a person may be counted more than once if that person is a representative or proxy of more than one Member.
- 23.2 No business may be conducted at a General Meeting if a Quorum is not present.
- 23.3 If there is no Quorum present within thirty (30) minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the Chairperson specifies. If the Chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week;
 - (b) if the time is not specified – the same time; and
 - (c) if the place is not specified – the same place.
- 23.4 If no Quorum is present at the resumed meeting within thirty (30) minutes after the starting time set for that meeting, the meeting is cancelled.

24 Auditor's right to attend meetings

- 24.1 The auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 24.2 The Company must give the auditor (if any) any communications relating to the General Meeting that a Member of the Company is entitled to receive.

25 Representatives of Members

- 25.1 An incorporated Member must appoint as a representative:
- (a) one individual (who is a current employee or officer of that Member) to represent the Member at meetings and to sign circular resolutions under clause 32 ; and

- (b) the same individual or another individual (who is also a current employee or officer of that Member) for the purpose of being appointed or elected as a Director.
- 25.2 The appointment of a representative by a Member must:
- (a) be in writing;
 - (b) include the name of the representative;
 - (c) be signed on behalf of the Member; and
 - (d) be given to the Company or, for representation at a meeting, be given to the Chairperson before the meeting starts.
- 25.3 A representative has all the rights of a Member relevant to the purposes of the appointment as a representative.
- 25.4 The appointment may be standing (ongoing).

26 How meetings of members may be held

- 26.1 The Company may hold a General Meeting at:
- (a) one or more physical venues; or
 - (b) one or more physical venues and using virtual technology; or
 - (c) using only virtual technology.
- 26.2 The Members as a whole must be given a reasonable opportunity to participate in the meeting.
- 26.3 Anyone using this technology is taken to be present in person at the meeting.

27 Chairperson for general meetings

- 27.1 The Elected Chairperson is entitled to chair General Meetings, or in the absence of the Elected Chairperson, the Elected Deputy Chairperson is entitled to chair General Meetings.
- 27.2 The Members present and entitled to vote at a General Meeting may choose a Director or Member to be the Chairperson for that meeting if:
- (a) there is no Elected Chairperson or Elected Deputy Chairperson; or
 - (b) the Elected Chairperson and the Elected Deputy Chairperson are not present within thirty (30) minutes after the starting time set for the meeting; or
 - (c) the Elected Chairperson and/or the Elected Deputy Chairperson is present but says they do not wish to act as Chairperson of the meeting.

28 Role of the Chairperson

- 28.1 The Chairperson is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 28.2 The Chairperson has a casting vote.

29 Adjournment of meetings

- 29.1 If a Quorum is present, a General Meeting must be adjourned if a majority of Members present, direct the Chairperson to adjourn it.
- 29.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

30 Members' resolutions and statements

- 30.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the Company of a resolution they propose to move at a General Meeting (Members' Resolution); and/or
 - (b) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (Members' Statement).
- 30.2 A notice of a Members' Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- 30.3 A request to distribute a Members' Statement must set out the statement to be distributed and be signed by the Members making the request.
- 30.4 Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- 30.5 The percentage of votes that Members have (as described in clause 30.1) is to be worked out as at midnight before the request or notice is given to the Company.
- 30.6 If the Company has been given notice of a Members' Resolution under clause 30.1(a), the resolution must be considered at the next General Meeting that occurs more than two (2) months after the notice is given.
- 30.7 This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.

31 Company must give notice of proposed resolution

- 31.1 If the Company has been given written notice of a Members' Resolution or a written request under clause 30.1:
- (a) in time to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members with a notice of meeting, it must do so at the Company's cost; or
 - (b) too late to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the company in giving Members notice of the proposed Members' Resolution or a copy of the Members' statement. However, at a General Meeting, the Members may pass a resolution that the Company will pay these expenses.
- 31.2 The Company does not need to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members if:
- (a) it is more than one thousand (1,000) words long;
 - (b) the Directors consider it may be defamatory;
 - (c) clause 31.1(b) applies, and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' Resolution or a copy of the Members' statement to Members; or
 - (d) in the case of a proposed Members' Resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

32 Circular resolutions of Members

- 32.1 Subject to clause 32.3, the Directors may put a resolution to the Members to pass a resolution without a General Meeting being held (a Circular Resolution).
- 32.2 The Directors must notify the auditor (if any) as soon as possible that a Circular Resolution has or will be put to Members, and set out the wording of the resolution.
- 32.3 Circular Resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a Director;
 - (b) for passing a Special Resolution; or
 - (c) where the Corporations Act or this Constitution requires a meeting to be held.

- 32.4 A Circular Resolution is passed if all the Members entitled to vote on the resolution sign or agree to the Circular Resolution, in the manner set out in clause 32.5 or clause 32.6.
- 32.5 Members may sign:
- (a) a single document setting out the Circular Resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 32.6 The Company may send a Circular Resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

33 How many votes a Member has

- 33.1 Each Member who is entitled to vote has:
- (a) on a show of hands, one (1) vote; and
 - (b) on a poll, one (1) vote.

34 Challenge to Member's right to vote

- 34.1 A Member or the Chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- 34.2 If a challenge is made under clause 34.1, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

35 Method of voting

- 35.1 34.1. Voting must be decided on a poll if:
- (a) the notice of the meeting set out an intention to propose the resolution and stated the resolution; or
 - (b) the Company has given notice of the resolution under Clause 30; or
 - (c) a poll is demanded.
- 35.2 If a poll is not required or has not been demanded, voting may be conducted by:
- (a) a show of hands;

- (b) a vote in writing; or
 - (c) another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 35.3 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

36 Demand for a poll

- 36.1 A demand for a poll may be made by:
- (a) the Chairperson of the meeting;
 - (b) at least five (5) Members entitled to vote on the resolution; or
 - (c) at least 5% of Members present having the right to vote at the meeting.
- 36.2 The poll may be demanded:
- (a) before a vote is taken; or
 - (b) before the voting results on a show of hands are declared; or
 - (c) immediately after the voting results on a show of hands are declared.

37 Conduct of a poll

- 37.1 The demand for a poll may be withdrawn.
- 37.2 If a poll is duly demanded (and the demand not withdrawn), it must be taken in such manner and at such time as the Chairperson of the meeting directs.
- 37.3 A poll demanded on the election of a Chairperson or on any question of adjournment must be taken at the meeting and without an adjournment.
- 37.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

38 Declaring the result of a vote on show of hands

- 38.1 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- 38.2 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

39 When and how a vote in writing must be held

- 39.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five (5) Members present;
 - (b) Members present with at least five percent (5%) of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
 - (c) the Chairperson.
- 39.2 A vote in writing must be taken when and how the Chairperson directs, unless clause 39.3 applies.
- 39.3 A vote in writing must be held immediately if it is demanded under clause 39.1:
- (a) for the election of a Chairperson under clause 27.2; or
 - (b) to decide whether to adjourn the meeting.
- 39.4 A demand for a vote in writing may be withdrawn.

40 Appointment of proxy

- 40.1 A Member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 40.2 A proxy does not need to be a Member.
- 40.3 A proxy appointed to attend and vote for a Member has the same rights as the Member to:
- (a) speak at the meeting;
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment);
 - (c) join in the demand for a poll under clause 36.1; and
 - (d) join in to demand a vote in writing under clause 39.1.
- 40.4 An appointment of proxy (proxy form) must be signed by the Member appointing the proxy and must contain:
- (a) the Member's name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meeting(s) at which the appointment may be used.

- 40.5 A proxy appointment may be standing (ongoing).
- 40.6 Proxy forms must be received by the Company at the address stated in the notice under clause 22.6(d) or at the Company's registered address at least forty-eight (48) hours before a meeting.
- 40.7 A proxy appointment form may be delivered in person, by post, facsimile or by electronic means.
- 40.8 Unless the Company receives written notice before the start or resumption of a vote at a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:
- (a) Dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's appointment; or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 40.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

41 Voting by proxy

- 41.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).
- 41.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) if the way they must vote is specified on the proxy form, must vote that way; and
 - (c) if the proxy is also a Member or holds more than one proxy, may cast the votes held in different ways.

Directors

42 Number of directors

- 42.1 The Company will have at least six (6) Directors.
- 42.2 The Board of Directors will be made up by the number of Directors in each Group of Directors, as specified by clause 43.

43 Groups of Directors

43.1 Directors are divided into three (3) Groups of Directors, as follows:

- (a) **Group 1 Directors** – Officeholders who are Category A Members or Representatives of Category A Members who are:
 - (i) Major Airports;
 - (ii) Large Airports;
 - (iii) Other Airports;at the time of their appointment and who are appointed by the Members in accordance with clause 45;
- (b) **Group 2 Directors** – Officeholders who are Category A Members or Representatives of Category A Members, and who are appointed by the Board in accordance with clause 46;
- (c) **Group 3 Directors** - Officeholders appointed by the Board in accordance with clause 47, who need not be a Member of the Company or a Representative of a Member of the Company, and who meet the relevant selection criteria for a Group 3 Member, which may be determined by the Board from time to time.

43.2 At all times, the Board of Directors will consist of:

- (a) Three (3) Group 1 Directors (with one (1) Director being from each of the three (3) subcategories outlined in clause 43.1(a)(i) - (iii));
- (b) At least three (3) Group 2 Directors; and
- (c) No more than three (3) Group 3 Directors.

subject to any interim arrangements that may be required as a result of a resignation of a Director and the necessary transition time for the appointment of a replacement to that Director.

44 Election and appointment of Directors

44.1 A person is eligible for election as a Director of the Company if they:

- (a) belong to a Group of Directors as outlined in clause 43.1;
- (b) meet the relevant selection criteria for the relevant Group of Director, as determined by the Board of Directors from time to time;
- (c) for Group 1 and Group 2 Directors, are a Member of the Company, or a Representative of a Member of the Company (appointed under clause 25);

- (d) are nominated in accordance with the nomination process for the relevant Group of Director (unless the person was previously elected as a Director at a General Meeting and has been a Director since that meeting);
 - (e) give the company their signed consent to act as a Director of the Company; and
 - (f) are not ineligible to be a director under the Corporations Act.
- 44.2 If the number of Directors is reduced to fewer than six (6) or is less than the number required for a Quorum, the continuing Directors may act for the purpose of increasing the number of Directors to six (6) (or higher if required for a Quorum) or calling a General Meeting, but for no other purpose.

45 Nomination and Appointment of Group 1 Directors

- 45.1 Group 1 Directors will be nominated and elected by the Members belonging to each of the respective corresponding subcategories of Members outlined in 43.1(a)(i)-(iii).
- 45.2 Nominations for the position of Director for each of the subcategories referred to in 43.1(a)(i)-(iii) will close forty-five (45) days prior to each Annual General Meeting in which a Director is due to be elected, to allow resumes of nominees to be distributed to Members entitled to vote and:
- (a) should there only be one (1) nomination, that person is deemed to be duly elected without the need for a vote to be taken at the Annual General Meeting; and
 - (b) should there be more than one (1) nomination, the Secretary shall conduct a ballot to determine the order of candidates on the ballot paper for the election of the Director and a postal or electronic vote among eligible Members shall be conducted by the Secretary, with votes closing seven (7) days before the Annual General Meeting.
- 45.3 Each Member entitled to vote, will have one (1) vote for a Director who belongs to the corresponding subcategory of membership outlined in 43.1(a)(i)-(iii), to which that Member belongs.

46 Nomination and Appointment of Group 2 Directors

- 46.1 Group 2 Directors are appointed by the Board.
- 46.2 The Board may determine from time to time, the relevant selection and skill criteria required for Group 2 Directors.
- 46.3 Candidates for Group 2 Directors will be identified by the Board, and the Board will vote to elect a Group 2 Director at a meeting of the Board of Directors, with each Director entitled to one (1) vote. In the event of a Deadlock, the Chairperson has a casting vote.

47 Nomination and Appointment of Group 3 Directors

- 47.1 Group 3 Directors are appointed by the Board.
- 47.2 The Board may determine from time to time, the relevant selection and skill criteria required for Group 3 Directors.
- 47.3 Candidates for Group 3 Directors will be identified by the Board, and the Board will vote to elect a Group 3 Director at a meeting of the Board of Directors, with each Director entitled to one (1) vote. In the event of a Deadlock, the Chairperson has a casting vote.

48 Election of Chairperson

- 48.1 The Directors must elect a Director as the Company's Elected Chairperson.
- 48.2 The election of the Elected Chairperson must take place at a meeting of the Board of Directors.
- 48.3 The term of the Elected Chairperson will expire at the end of the Elected Chairperson's term of office as a Director.

49 Election of Deputy Chairperson

- 49.1 The Directors may elect a Director as the Company's Elected Deputy Chairperson.
- 49.2 The election of the Elected Deputy Chairperson must take place at a meeting of the Board of Directors.
- 49.3 The term of an Elected Deputy Chairperson will expire at the end of the Elected Deputy Chairperson's term of office as a Director.

50 Term of office

- 50.1 At each Annual General Meeting:
- (a) any Director who has reached the full term of its office must retire.
- 50.2 A Director's term of office starts at the end of the meeting at which they are elected and ends at the earlier of the end of the meeting at which they retire, or otherwise the date of which they stop being a Director under clause 51.
- 50.3 The standard term of office of a Director will be for a period of three (3) years, and accordingly each Director must retire at least once every three (3) years. Despite the standard term of office of a Director, in the case of Group 2 and Group 3 Directors, the Board may, in its absolute discretion, decide to appoint a Group 2 or Group 3 Director for a term which is less than the standard three (3) year term under this Constitution.

In relation to Group 2 and Group 3 Directors, any Director who has reached its full term of office must retire at a meeting of the Board of Directors, which takes place as close to the date in which that Director is due to retire.

- 50.4 A Director who retires under clause 50.1 may nominate for election or re-election, subject to clause 50.5.
- 50.5 A Director who has held office for a continuous period of nine (9) years or more must not hold office in the Company for a continuous period of three (3) years before they become eligible to hold office again.
- 50.6 A Director who is appointed as an officeholder to replace a vacancy for a Director who has not fulfilled the entirety of their term of office, will be appointed for the balance of the term of office of the Director, of which they replace.

51 When a Director stops being a Director

- 51.1 A Director stops being a Director if they:
- (a) give written notice of resignation as a Director to the Company;
 - (b) die;
 - (c) are a Group 1 Director and are removed as a Director by a Special Resolution of the Members belonging to the respective corresponding subcategories of Members outlined in 43.1(a)(i)-(iii) of which that Director belongs, following a motion of no confidence from the Directors or the Members in that subcategory;
 - (d) are a Group 2 or 3 Director and are removed as a Director by a Resolution of the Category A Members, following a motion of no confidence from the Directors;
 - (e) stop being eligible to be a Director under the Group of Directors of which that Director is appointed (except to the extent that clause 51.2 applies to a Group 2 Director);
 - (f) are absent for three (3) consecutive Directors' meetings without approval from the Directors; or
 - (g) become ineligible to be a director of the Company under the Corporations Act.
- 51.2 In the event a Group 1 or Group 2 Director ceases to be a Category A Member or Representative of a Category A Member, the Board has the discretion to permit that Director to continue as an officeholder for a period of up to twelve (12) months from the date that Director ceased to be a Category A Member or Representative of a Category A Member.
- 51.3 In the event a Group 1 or Group 2 Director ceases to be a Director, in accordance with clause 51.1(e), the Board has the discretion to reappoint that Director as a Group 3 Director.

- 51.4 In the event a Group 1 Director resigns or ceases to be a Director of the Company, the Board has the discretion to appoint a new Director to fill that casual vacancy (in their absolute discretion) to serve a term until then next Annual General Meeting at which a new Group 1 Director can be appointed.

Powers of Directors

52 Powers of Directors

- 52.1 The Directors are responsible for managing and directing the activities of the Company to achieve the Objects set out in clause 7.
- 52.2 The Directors may use all the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be used by Members.
- 52.3 The Directors must decide on the responsible financial management of the Company including:
- (a) any suitable written delegations of power under clause 53; and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 52.4 The Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a Members' resolution at a General Meeting.

53 Delegation of Directors' powers

- 53.1 The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate.
- 53.2 The delegation must be recorded in the Company's minute book.
- 53.3 The exercise of the power by the delegate is as effective as if the Directors had exercised it.

54 Director Remuneration

- 54.1 The Company must not pay fees to a Director for acting as a Director, unless that Director is a Group 3 Director, in which case the Directors may determine by resolution of the Board of Directors, that Group 3 Directors be paid a fee to act as a Director.
- 54.2 The Company may:
- (a) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; or

- (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.

54.3 Any payment made under clause 54.2 must be approved by the Directors.

54.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

55 Execution of documents

55.1 The Company may execute a document without using a common seal if the document is signed by:

- (a) Two (2) Directors of the Company; or
- (b) a Director and the Secretary; or
- (c) otherwise in accordance with s127(1) Corporations Act.

55.2 A person may sign a document:

- (a) by signing a physical form of the document by hand; or
- (b) by signing an electronic form of the document using electronic means.

Duties of directors

56 Duties of directors

56.1 The Directors must comply with their duties as Directors under legislation and common law (judge-made law):

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the Objects of the Company set out in clause 7;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 57;
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the Company to operate while it is insolvent.

57 Conflicts of interest

- 57.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a Circular Resolution), except provided under clause 57.2:
- (a) to the other Directors; or
 - (b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.
- 57.2 A Director does not need to disclose an actual or perceived material conflict of interest to the other Directors under clause 57.1 if:
- (a) their interest arises because they are a Member of the Company, and the other Members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see clause 76);
 - (c) their interest relates to a payment by the Company under clause 75 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act.
- 57.3 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 57.4 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a Circular Resolution) must not, except as provided under clauses 57.5:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 57.5 A Director may still be present and vote if:
- (a) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (b) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

Directors' meetings

58 When the Directors meet

58.1 The Directors may decide how often, where and when they meet.

59 Calling directors' meetings

59.1 A Director may call a Directors' meeting by giving reasonable notice to all of the other Directors.

59.2 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

60 Chairperson for Directors' meetings

60.1 The Elected Chairperson is entitled to chair Directors' meetings, unless unable or unwilling, in which case the Elected Deputy Chairperson is entitled to chair Director's meetings.

60.2 The Directors at a Directors' meeting may choose a Director to be the Chairperson for that meeting if the Elected Chairperson or the Elected Deputy Chairperson is:

- (a) not present within thirty (30) minutes after the starting time set for the meeting; or
- (b) present but does not want to act as Chairperson of the meeting.

61 Quorum at Directors' Meetings

61.1 Unless the Directors determine otherwise, the quorum for a Directors' meeting is a majority (more than 50%) of Directors.

61.2 A quorum must be present for the whole Directors' meeting.

62 Using technology to hold Directors' Meetings

62.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.

62.2 The Directors' agreement may be a standing (ongoing) one.

62.3 A Director may only withdraw their consent within a reasonable period before the meeting.

63 Passing Directors' resolutions

- 63.1 A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

64 Circular resolutions of directors

- 64.1 The Directors may pass a Circular Resolution without a Directors' meeting being held.
- 64.2 A Circular Resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 64.3 or clause 64.4.
- 64.3 Each Director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 64.4 The Company may send a Circular Resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 64.5 A Circular Resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 64.3 or clause 64.4.

Executive Officer

65 Appointment and role of Executive Officer

- 65.1 The Directors may:
- (a) appoint a person, by reference to a title determined by the Directors, to act as the chief executive officer of the Company;
 - (b) delegate to the appointee any of the powers conferred on the Directors; and
 - (c) withdraw or vary any of those powers,
- on any terms and conditions and with any restrictions as they think fit.
- 65.2 The Directors may fix the remuneration of the appointee, which may be by way of salary or other benefit drawn from the Company.
- 65.3 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.

Secretary

66 Appointment and role of Secretary

- 66.1 The Company must have at least one Secretary, who may also be a Director.
- 66.2 A Secretary must be appointed by the Directors (after giving the Company their signed consent to act as Secretary of the Company) and may be removed by the Directors.
- 66.3 The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 66.4 The role of the Secretary includes:
- (a) maintaining a Register of the Company's Members; and
 - (b) maintaining the minutes and other records of General Meetings (including notices of meetings), Directors' meetings and circular resolutions.

Minutes and records

67 Minutes and records

- 67.1 The Company must, within one (1) month, make and keep the following records:
- (a) minutes of proceedings and resolutions of General Meetings;
 - (b) minutes of Circular Resolutions of Members;
 - (c) a copy of a notice of each General Meeting; and
 - (d) a copy of a Members' Statement distributed to members under clause 30.
- 67.2 The Company must, within one (1) month, make and keep the following records:
- (a) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees); and
 - (b) minutes of Circular Resolutions of Directors.
- 67.3 To allow Members to inspect the Company's records:
- (a) the Company must give a Member access to the records set out in clause 67.1; and
 - (b) the Directors may authorise a Member to inspect other records of the Company, including records referred to in clause 67.2 and clause 68.1.
- 67.4 The Directors must ensure that minutes of a General Meeting or a Directors' meeting are signed within a reasonable time after the meeting by:

- (a) the Chairperson of the meeting; or
- (b) the Chairperson of the next meeting.

67.5 The Directors must ensure that minutes of the passing of a Circular Resolution (of Members or Directors) are signed by a Director within a reasonable time after the resolution is passed.

68 Financial and related records

68.1 The Company must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) enable true and fair financial statements to be prepared and to be audited.

68.2 The Company must also keep written records that correctly record its operations.

68.3 The Company must retain its records for at least seven (7) years.

68.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

By-laws

69 By-laws

69.1 The Directors may pass a resolution to make by-laws to give effect to this Constitution.

69.2 Members and Directors must comply with by-laws as if they were part of this Constitution.

Notice

70 What is notice

70.1 Anything written to or from the Company under any clause in this Constitution is written notice and is subject to clauses 71 to 74, unless specified otherwise.

70.2 Clauses 71 to 74 do not apply to a notice of proxy under clause 40.6.

71 Notice to the company

71.1 Written notice or any communication under this Constitution may be given to the Company, the Directors or the Secretary by:

- (a) delivering it to the Company's registered office;
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the Company to the Members as the Company's email address or other electronic address; or
- (d) sending it to the fax number notified by the Company to the Members as the company's fax number.

72 Notice to members

- 72.1 Written notice or any communication under this Constitution may be given to a Member:
- (a) in person;
 - (b) by posting it to, or leaving it at the address of the member in the Register of Members or an alternative address (if any) nominated by the Member for service of notices;
 - (c) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any);
 - (d) sending it to the fax number nominated by the Member as an alternative address for service of notices (if any); or
 - (e) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).
- 72.2 If the Company does not have an address for the member, the Company is not required to give notice in person.

73 When notice is taken to be given

- 73.1 A notice:
- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
 - (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
 - (c) sent by email, fax or other electronic method, is taken to be given on the Business Day after it is sent; and
 - (d) given under clause 72.1(e) is taken to be given on the Business Day after the notification that the notice is available is sent.

Financial year

74 Company's financial year

The Company's financial year is from 1 July to 30 June unless the Directors pass a resolution to change the financial year.

Indemnity, insurance and access

75 Indemnity

- 75.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 75.2 In this clause, 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.
- 75.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so; and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 75.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

76 Insurance

- 76.1 To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

77 Directors' access to documents

- 77.1 A Director has a right of access to the financial records of the Company at all reasonable times.
- 77.2 If the Directors agree, the Company must give a Director or former Director access to:
- (a) certain documents, including documents provided for or available to the Directors; and
 - (b) any other documents referred to in those documents.

Winding up

78 Surplus assets not to be distributed to Members

- 78.1 If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former member of the Company, unless that Member or former Member is a fund or institution described in clause 79.1.

79 Distribution of surplus assets

- 79.1 Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus assets that remain after the Company is wound up must be distributed to one or more funds or institutions:
- (a) with Objects similar to, or inclusive of, the Objects in clause 7; and
 - (b) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Company.
- 79.2 The decision as to the fund or institution to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.

Definitions and interpretation

80 Definitions

- 80.1 In this constitution:

Annual General Meeting means the annual General Meeting of the Company, held in accordance with clause 21.

Business Day means a day that is not a Saturday, Sunday or public holiday in the State or jurisdiction in which the Company has its registered office.

Board means the Board of Directors of the Company appointed in accordance with this Constitution from time to time.

Company means Australian Airports Association Limited (ACN 008 647 336).

Constitution means this constitution as amended or supplemented from time to time including any schedules to the Constitution.

Corporations Act means the *Corporations Act 2001* (Cth)

Deadlock means in the event of any decision or resolution, an event where the same number of votes for an against that decision or resolution have been made.

CONSTITUTION OF AUSTRALIAN AIRPORTS ASSOCIATION LIMITED

Elected Chairperson means a person elected by the Directors to be the Company's Chairperson under clause 0.

Elected Deputy Chairperson means a person elected by the Directors to be the Company's Elected Deputy Chairperson under clause 49.

General Meeting means a meeting of Members and includes the Annual General Meeting.

Guarantee has the meaning given to it in clause 4.

Large Airports means Metro Airports and airports having annual passenger volumes in excess of 99,999 or such other figure as determined by the Directors from time to time but excluding the Major Airports.

Major Airports means the principal airports at Sydney, Melbourne, Brisbane, Adelaide, Perth, Hobart, Canberra, Darwin, Cairns, the Gold Coast and any other airport as determined by the Directors from time to time.

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

Member Present means, in connection with a General Meeting, a Member present in person, by representative or by proxy at the venue or venues for the meeting.

Metro Airports means airports at Parafield, Archerfield, Essendon, Jandakot, Moorabbin, Bankstown, Camden and any other airport as determined by the Directors from time to time.

Objects mean the objects of the Company specified in clause 7.

Other Airports mean airports which are not Major Airports, Large Airports or Metro Airports.

Register means the register of Members of the Company.

Secretary means the person appointed as the Secretary of the Company in accordance with this Constitution.

Special Resolution means:

- (i) if a resolution of Members, one that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution; and
- (ii) if a resolution of Directors, one that has been passed by at least 75% of the votes cast by Directors present and entitled to vote on the resolution.

Surplus Assets means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

81 Interpretation

81.1 In this Constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

SCHEDULE A – Initial Member Categories

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 conduct some of its business as a result of any airport-related activity. A Category B member has no voting rights.

(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.

SCHEDULE B – TRANSITION SCHEDULE

1. Background

The Constitution commences on the date of this Constitution, and replaces the Company's former constitution, which was formerly adopted on 15 November 2011 (as amended on 14 October 2015, 14 November 2018 and 30 November 2021) (the "Former Constitution").

2. Effect

Despite the provisions of this Constitution, this Schedule B operates as a transition Schedule, and overrides any inconsistent terms of this Constitution from the commencement of this Constitution until the date specified in clause 7 of this Schedule B, at which point, this Schedule B will be automatically severed from the Constitution.

3. Appointment of Directors

From the Date of commencement of this Constitution, Group 1, 2 and 3 Directors are appointed, in accordance with this Schedule B.

4. Group 1 Directors

Despite the minimum term of office of a Director, in accordance with clause 50.3, the Group 1 Directors are appointed for the following terms, with the respective terms of office, commencing on the date of this Constitution:

- The Large Airports Group 1 Director referred to in clause 43.1(a)(ii) – Three (3) years;
- The Other Airports Group 1 Director referred to in clause 43.1(a)(iii) – Two (2) years; and
- The Major Airports Group 1 Director referred to in clause 43.1(a)(i) – One (1) year.

The Group 1 Directors above, are those Directors elected by the Members under the Former Constitution, to serve as officeholders in accordance with the above, on and from the date this Constitution is adopted.

5. Group 2 Directors

Despite the standard term of office of a Director, in accordance with clause 50.3, the following Group 2 Directors are appointed for the following terms, with the respective terms of office, commencing on the date of this Constitution:

- Kym Meys – Three (3) years;
- Lorie Argus – Three (3) years;
- Matt Cocker – Two (2) years;
- Julie Stewart – One (1) year;
- Tom Ganley – One (1) year; and
- Rob Porter – One (1) year.

6. Group 3 Directors

Group 3 Directors will be nominated and appointed in accordance with clause 47.

7. Severance of Schedule B from Constitution

This Schedule B is automatically severed from the Constitution, on the date which is three (3) years after the date this Constitution is adopted.