

Constitution of

Australian Bookkeepers Association Ltd
ACN 162 054 140

A public company limited by guarantee

Certificate of Registration of a Company

This is to certify that

AUSTRALIAN BOOKKEEPERS ASSOCIATION LTD

Australian Company Number 162 054 140

is a registered company under the Corporations Act 2001 and
is taken to be registered in Queensland.

The company **is limited by guarantee.**

The company is a **public** company.

The day of commencement of registration is
the twenty-second day of January 2013.

Issued by the
Australian Securities and Investments Commission
on this twenty-second day of January, 2013.



Greg Medcraft
Chairman



CERTIFICATE

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CONSTITUTION

AUSTRALIAN BOOKKEEPERS ASSOCIATION LTD

1. Defined meanings

Words used in this document and the rules of interpretation that apply are set out and explained in the definitions and interpretation clause at the back of this document.

2. Objects

The objects for which the Association is established are:

- (a) to promote excellence, expertise and integrity in the profession of bookkeeping;
- (b) to advance public education and promote the study of the practice, theory and techniques of bookkeeping at a technical level;
- (c) to educate its Members with respect to their duties and responsibilities as members of the bookkeeping profession;
- (d) to promote the interest of the bookkeeping profession and of bookkeepers, through the taking of an interest in legislative, economic and social matters affecting the Objects;
- (e) to promote and provide opportunities for the exchange of professional views amongst its Members and others, through conferences, lectures, seminars and meetings relating to bookkeeping work and to other interests of its Members;
- (f) to prescribe the highest standards of ethics and professional conduct for its Members;
- (g) to seek and maintain accreditation as a recognised BAS agent association;
- (h) to affiliate with organisations with similar objects to those of the Association; and
- (i) to do all such other things incidental or conducive to the attainment of the abovementioned Objects.

3. Limited liability

3.1 Members' Liability

The liability of the Members is limited.

3.2 Members' Contributions

Every Member of the Association undertakes to contribute to the assets of the Association if it is wound up while the Member is a Member, or within one year after the Member ceases to be a Member, for:

- (a) the payment of the debts and liabilities of the Association, contracted before the Member ceased to be a Member;

- (b) the expenses of winding up the Association; and
- (c) the adjustment of the rights of the contributories among themselves.

3.3 Amount of Members' Contributions

The amount of the contribution under clause 3.2 must not exceed \$10.00 per member in any circumstances.

4. Use of the property by the company

4.1 Application of Association Property

All income and property of the Association must be applied for the Objects of the Association. No portion of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit or return of capital to any Member.

4.2 Payments of Association Expenses

Nothing in clause 4.1 prevents the payment in good faith of reasonable and proper:

- (a) remuneration to any of the officers or servants of the Association or to any Member in return for any services actually rendered by them to the Association;
- (b) interest on money borrowed from any Member for any of the purposes of the Association (provided the interest rate does not exceed the rate charged by the Association's bank on similar borrowings);
- (c) rent for premises let by any Member to the Association; or
- (d) payment for any goods supplied to the Association by any Member.

4.3 Remuneration Payments

No remuneration or other benefit may be paid or given by the Association to any Director except:

- (a) that is on reasonable commercial terms, proper and in good faith in the circumstances of the Association and the circumstances of the Director (including the responsibilities involved in the office of Director), and has been approved by a resolution of the Directors;
- (b) for the reimbursement of out-of-pocket expenses incurred on reasonable commercial terms in carrying out the duties of a Director where the amount does not exceed an amount previously approved by a resolution of the Directors;
- (c) for any service rendered to the Association in a professional or technical capacity, where the terms of service are on reasonable commercial terms and have been previously approved by a resolution of the Directors; or
- (d) as an employee of the Association, where the terms of employment are on reasonable commercial terms and have been previously approved by a resolution of the Directors.

4.4 Conflict of Interest Resolution

At any meeting of the Directors at which a resolution is put for approval of a payment to be made pursuant to clause 4.3 (**conflict of interest resolution**) or at any general meeting considering a conflict of interest resolution, the Director who is the object of the conflict of interest resolution and any other Director or Member who is related to that Director is not entitled to:

- (a) be heard in discussion on the conflict of interest resolution;
- (b) propose or second the conflict of interest resolution;
- (c) vote on the conflict of interest resolution;
- (d) be present at the meeting when the conflict of interest resolution is put to the vote.

5. Use of property on winding up

5.1 Surplus

If any property remains on the winding up or dissolution of the Association after the satisfaction of all its debts and liabilities (**surplus**), the surplus must not be paid or distributed among the Members but rather must be given or transferred to an institution, body, entity, or organisation (**Transferee Entity**):

- (a) having objects similar to the Objects of the Association; and
- (b) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under clauses 4 and this clause 5.

5.2 Choice of Transferee

The Transferee Entity must be chosen by the Directors (as the Directors were constituted at the commencement of the winding up). If the Directors do not choose a Transferee Entity within a reasonable time, any Member at the commencement of the winding up or the liquidator may apply to the Supreme Court of Queensland or the Federal Court of Australia to choose the Transferee Entity.

6. Members

6.1 General

The Members consist of:

- (a) members of the Association as at the date this Constitution is adopted as the Constitution of the Association; and
- (b) all other persons admitted to Membership in accordance with the Rules.

6.2 Classes of Members

- (a) The Board may from time to time establish classes of Membership, determine the criteria and requirements for designation of Members into such class of Membership, and may from time to time vary the criteria and requirements set out in the By-Laws

for the designation of Members into each class of Membership (in both general and specific instances).

- (b) Subject to clause 6.2(a), a Member may apply to the Association to vary their class of Membership at any time upon satisfying the criteria and requirements for designation into such class of Membership.

6.3 Membership qualifications

A person cannot become a Member of the Association unless the person applies to become a Member in the form and manner prescribed by the Board from time to time, satisfies the criteria and requirements for designation into the class of membership applied for, and pays the Application Fee (if any).

6.4 Admitting Members

No applicant may be admitted to Membership and have their name entered in the Register unless the applicant agrees in writing to be bound by the Rules, as amended from time to time.

6.5 Discretion to admit

- (a) The Board must consider the application for membership at the next meeting of the Board after the receipt of the application for membership.
- (b) The Board may refuse to admit any person as a Member.
- (c) If an application to become a Member is:
 - (i) accepted by the Board, the Secretary must give written notice of the acceptance to the applicant; or
 - (ii) refused by the Board, the Board is not obliged to give reasons for so refusing, however the Secretary must give written notice of the refusal to the applicant. The Board may prescribe procedures for an applicant refused Membership to appeal against such decision. The Application Fee (if any) paid by the applicant is not refundable.
- (d) Failure by the Secretary to comply with any notice requirement in clause 6.5(c) does not invalidate the decision regarding an application.

6.6 Delegation

- (a) The Board may at any time delegate, on such terms as they think fit, to such persons as they may determine, the power to:
 - (i) admit persons as Members;
 - (ii) re-admit such persons;
 - (iii) refuse applications for Membership.
- (b) The Secretary may at any time delegate, on such terms as they think fit, to such persons as they may determine, its responsibility to give notice to applicants of the determination of the Board (or the delegate of the Board) under clause 6.5(c).

7. Annual Subscription fee to be paid by members

7.1 Annual Subscription

- (a) The Annual Subscription (if any) payable by Members is such amount as determined by the Board from time to time.
- (b) All Annual Subscriptions, or part thereof, must be paid by Members on such due dates as determined by the Board from time to time.
- (c) The Secretary may notify the Members of the Annual Subscription and its due dates in the Publication from time to time.

7.2 Waiver

The Board may at any time fix at different rates, suspend or waive payment of the Annual Subscription in favour of any Member or class of Members.

7.3 Annual Subscription in arrears

If any Member fails to pay his or her Annual Subscription, or part thereof, within 1 month of the date determined by the Directors, that Member is not entitled, while the subscription remains due and unpaid, to:

- (a) nominate a candidate for election to the office of Director;
- (b) vote in any ballot;
- (c) receive notices of meetings of Members; or
- (d) attend, be counted in forming a quorum for, exercise any vote at, or be a proxy or Corporate Representative for any Member for, any general meeting,

if the Member is of a class otherwise afforded such rights.

8. Register of members

The Secretary must maintain at the Association's offices a Register of Members containing the following details of each Member:

- (a) full name;
- (b) occupation;
- (c) residential and business address;
- (d) Annual Subscription (if any);
- (e) date on which the entry of the Member's name in the Register is made; and
- (f) any other particular prescribed by the Board from time to time.

9. Rights of members

9.1 Members

Members are entitled to all the rights of Members under this Constitution.

9.2 No joint Members

Joint Memberships of the Association are not permitted.

10. Cessation of membership

10.1 Cessation

A person ceases to be a Member of the Association if the person:

- (a) dies;
- (b) resigns that Membership;
- (c) fails to pay that person's Annual Subscription, or part thereof, within three months from the date determined by the Directors pursuant to clause 7.1(b);
- (d) is expelled from the Association under this Constitution; or
- (e) is a person whose actions in the opinion of the Board brings the Association into serious disrepute.

10.2 Appointment as Member not transferable

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

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's Membership.

10.3 Resignation

- (a) Subject to clauses 10.3(b) and 10.3(c), a Member may at any time resign as a member of the Association by giving the Association notice in writing. Unless the notice provides otherwise, a resignation by a Member is of immediate effect.
- (b) If a Complaint has been lodged against a Member in accordance with the By-Laws, the Member may not resign until all regulatory procedures have been completed (if any) unless the Board otherwise consents.
- (c) In the event the Membership comprises a single Member, the Member may not resign until either another Member is admitted or the Association is wound up.

10.4 Effect of Cessation

A person who ceases to be a Member for any reason remains liable to pay to the Association, and must immediately pay, all amounts which were payable by the person to the Association at the date of cessation.

11. Meetings of members

11.1 Calling of meetings

The Board may call a general meeting of Members.

11.2 Requisition of meetings

Except as provided in the Act, no Member may call a general meeting.

11.3 Notice of meeting

Every notice of a general meeting must:

- (a) set out the place, date and time of meeting;
- (b) in the case of special business, state the general nature of the business;
- (c) if a Special Resolution is to be proposed, set out an intention to propose the Special Resolution and state the resolution;
- (d) in the case of an election of Directors, give the names of the candidates for election;
- (e) contain a statement setting out the following in relation to proxy voting:
 - (i) that the Member, if entitled to vote under the Rules, has a right to appoint a proxy; and
 - (ii) that a proxy does not need to be a Member.

11.4 Entitlement to notice

Notice of a general meeting must be given to:

- (a) each Member, apart from any Member who under this Constitution or by the terms of issue of any Membership under the By-Laws is not entitled to the notice;
- (b) the auditor of the Association; and
- (c) each Director.

11.5 Notice period

- (a) Notice of a general meeting must be given in accordance with Division 3 of Chapter 2G of the Act.
- (b) Notice of any meeting of Members shall be deemed to be sufficiently given to all Members if the notice of meeting is published in the Publication.

11.6 Proxy Voting by Members

A Member may appoint a proxy to attend and vote at any meeting at which the Member is entitled to attend and vote. To be valid, a proxy appointment must be in writing and delivered to the place nominated by the Board in the notice of meeting (or, if no place is nominated, the Registered Office) at least 48 hours before the scheduled commencement of the meeting. A proxy appointment may be delivered by facsimile transmission.

11.7 Omission to give notice

The accidental omission to give notice of a general meeting to, or the non-receipt of any such notice by, a person entitled to receive it, or the accidental omission to advertise (if necessary) such meeting, does not invalidate the proceedings at, or any resolution passed at, any such meeting.

11.8 Consent to short notice

With the consent in writing of all the Members of the Association for the time being entitled to vote at a general meeting, any general meeting may be called on short notice and in any manner they think fit and all provisions of this Constitution are modified accordingly.

11.9 Cancellation or postponement of meeting

The Directors may cancel or postpone the holding of any general meeting. If the meeting was called by requisitioning Members or in response to a requisition by Members, the Directors may only cancel or postpone the holding of it with the consent of a majority of the requisitioning Members.

11.10 Notice of cancellation or postponement

The Directors may notify the Members of a cancellation or postponement of a meeting by such means as they see fit. If any meeting is postponed for 28 days or more, then no less than 5 days' notice must be sent to the Members of the postponed meeting. It is not necessary to specify in such notice the nature of the business to be transacted at the postponed meeting.

11.11 Venue

Despite any other rule, the Association may hold a general meeting of Members at two or more venues using technology that gives the Members as a whole a reasonable opportunity to participate in the meeting.

11.12 Prohibition on voting agreements

A Member must not enter into or give effect to any contract, arrangement or understanding under which the Member (or any associate of the Member) has or will receive any material benefit in consideration for voting in a particular way (including not voting) on any matter before a general meeting including any election.

12. Representation at meetings

12.1 Persons entitled to attend

The following persons only may attend a general meeting:

- (a) each Member, apart from any Member who under the Rules is not entitled to attend;
- (b) each Director, Secretary and auditor of the Association;
- (c) each person, whether a Member or not, who is a proxy, Corporate Representative or attorney of a Member;
- (d) other persons only with leave of the meeting or its chairman and then only while the leave has not been revoked in accordance with the terms of the leave.

12.2 Powers of the chairman

The right of a person to attend is subject to the powers of the chairman of the meeting, both under the Act and under this Constitution.

13. Proceedings at meetings of members

13.1 Quorum

No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as provided in clause 13.2, 10 Members present are a quorum.

13.2 Failure of quorum

- (a) If a quorum is not present within 15 minutes from the time appointed for a general meeting:
 - (i) where the meeting was called by, or in response to, the requisition of Members made under the Act, the meeting is dissolved; or
 - (ii) in any other case the meeting stands adjourned to such day, and at such time and place, as the Directors determine.
- (b) If no determination of an adjourned meeting is made by the Directors, the meeting stands adjourned to the same day in the second week following, at the same time and place. If at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting the meeting is dissolved.

13.3 Business of annual general meeting

The business of an annual general meeting is:

- (a) to receive the Association's financial report, the director's report and the auditor's report on the financial statements;
- (b) to elect Directors in the place of those retiring; and
- (c) to transact any other business which under the Rules or the Act ought to be transacted at an annual general meeting.

13.4 Report on Association's activities

The Board must at each general meeting in addition to the matters in clause 13.3, submit to the Members a report on the activities of the Association in the period since the previous general meeting.

13.5 Frequency of Annual General Meeting

The Association must hold an annual general meeting at least once every calendar year and within five months after the end of its financial year.

13.6 Special business

No special business may be transacted at any general meeting other than that stated in the notice calling the meeting unless it is a matter that is required by this Constitution or the Act to be transacted at the meeting.

13.7 Chairman of meeting

The Chairman, or in the Chairman's absence the Vice Chairman, is entitled to take the chair at each general meeting. If neither of those persons is present at any general meeting within 15 minutes after the time appointed for holding the meeting, or neither of them is willing to take the chair, the Members present must elect a person, whether a Member or not, to be chairman of the meeting.

13.8 Passing the chair

If the chairman of a general meeting is unwilling or unable to be the chairman for any part of the business of the meeting:

- (a) that chairman may withdraw as chairman for that part of the business and may nominate any person who would be entitled under the preceding clause to chair the meeting for that part of the business; and
- (b) after that part of the business is completed, the person so nominated must cease to chair the meeting upon the request of the prior chairman. The prior chairman is then entitled to resume as the chairman of the meeting.

13.9 Responsibilities of chairman

The chairman of a general meeting is responsible for the general conduct of the meeting and to ascertain the sense of the meeting concerning any item of business which is properly before the meeting. For these purposes the chairman of the meeting may, without limitation:

- (a) delay the commencement of the meeting if that person determines it is desirable for the better conduct of the meeting;
- (b) make, vary or rescind rulings;
- (c) prescribe, vary or revoke procedures;
- (d) in addition to other powers to adjourn, adjourn the meeting, or any item of business of the meeting, without the consent of the meeting if that person determines it is desirable for the orderly conduct of the meeting or the conduct of a poll; and
- (e) determine conclusively any dispute concerning the admission, validity or rejection of a vote.

13.10 Admission to meetings

The chairman of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

- (a) in possession of a pictorial-recording or sound-recording device;
- (b) in possession of a placard or banner;

- (c) in possession of an article considered by the chairman to be dangerous, offensive or liable to cause disruption;
- (d) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;
- (e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- (f) who is not entitled under the Rules to attend the meeting.

13.11 Adjournment of meeting

The chairman of a general meeting at which a quorum is present may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place as the chairman determines.

13.12 Business at adjourned meeting

No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjournment, or of the business to be transacted at an adjourned meeting. However if any meeting is adjourned for 10 business days or more, notice of the adjourned meeting must be given.

14. Voting at meetings of members

14.1 Entitlement to vote

Subject to this Constitution and the terms of issue of any Membership under the By-Laws, each natural person who is present at a general meeting may vote if he or she is a Member, or an attorney, proxy or Corporate Representative of a Member.

14.2 Number of votes

Each Member who is, under the preceding clause, entitled to vote has:

- (a) on a show of hands (or on the voices) only one vote; and
- (b) on a poll, one vote.

14.3 Voting restrictions

If permitted or contemplated by the Act or the Rules, the Directors may direct that particular persons (whether specified by name or description) do not cast a vote on particular business of a meeting. In relation to that business, votes cast by the prohibited persons are to be disregarded.

14.4 Method of voting

Every resolution put to a vote at a general meeting (except where there is an election of Directors by ballot) must be determined by the voices or a show of hands (as determined by the chairman of the meeting) unless a poll is properly demanded either before or on the declaration of the result of the voices or the show of hands.

14.5 Demand for poll

A demand for a poll under the preceding clause may be made by:

- (a) the chairman of the meeting; or
- (b) at least 5 persons present having the right to vote at the meeting.

14.6 Declaring result of vote on show of hands

In respect of any general meeting (unless a poll is so demanded):

- (a) a declaration by the chairman of the meeting that a resolution has been carried, or carried by a particular majority, or lost, or has not been carried by a particular majority; and
- (b) an entry made in the book containing the minutes of proceedings of the Association,

is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

14.7 Conduct of poll

The demand for a poll may be withdrawn. If a poll is duly demanded (and the demand not withdrawn) it must be taken in such manner and at such time (either at once or after an interval or adjournment or otherwise) as the chairman of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman or on any question of adjournment must be taken at the meeting and without an adjournment. The demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

14.8 Casting vote of chairman

If, on a show of hands or on a poll, the votes are equal the chairman of the meeting has a casting vote in addition to the deliberative vote, if any, of the chairman.

14.9 Objections

No objection may be made to the validity of any vote except at the meeting or adjourned meeting or poll at which such vote is tendered. Every vote allowed at any such meeting or poll is treated as valid. In recording votes the latest copy of the Register held in the Registered Office must be adopted and acted on as the voting roll.

14.10 Ruling on votes

The chairman of the meeting is the sole judge of the validity of every vote tendered at the meeting and the determination of the chairman is final and conclusive.

15. Appointment and removal of board of directors

15.1 Board of Directors

- (a) The Board shall comprise a maximum of 8 Directors.

- (b) Subject to the Act, the Board may increase or reduce the number of Directors from time to time, provided that the minimum number must always be 3.

15.2 Directors qualification

A Director need not be a Member to be elected as a Director.

15.3 Initial Directors

The initial Directors of the Company are the persons listed in the Schedule, being the persons who have consented to act as directors and are set out in the Company's application for registration as a Company.

15.4 Casual appointment

The Directors may at any time appoint any person as a Director, either to fill a casual vacancy or as an addition to the Directors. Until that person is re-elected at a general meeting, that Director is a "casual appointee".

15.5 Retirement of casual appointee

A casual appointee, following his or her appointment by the Directors, holds office only until the conclusion of the next annual general meeting and is then eligible for re-election. A casual appointee is not taken into account in determining the number of Directors, if any, who are to retire by rotation at such meeting.

15.6 Term

- (a) Subject to clause 15.6(b), each Director will hold office until the third annual general meeting following his or her appointment (or re-appointment as the case may be), at which he or she must retire from office.
- (b) The initial Directors continue in office subject to this Constitution until the conclusion of the eight annual general meeting of the Association.
- (c) A Director who is required to retire under this rule retains office until dissolution of adjournment of the meeting at which the retiring Director retires.
- (d) A retiring Director is eligible for re-election.

15.7 Deemed re-appointment

If there are fewer persons standing for election or re-election than vacancies, all persons are deemed to be elected without the need for an actual election.

15.8 Candidates requiring nomination

No person is eligible for election to the office of Director at any general meeting unless duly nominated, except for:

- (a) a Director retiring as a result of the completion of his or her current term;
- (b) a casual appointee; or
- (c) a person recommended by the Directors for election.

15.9 Valid nominations

- (a) Nominations must be made to the Secretary at the Registered Office. Nominations close at 5.00 pm local time on the day which is 7 days before the date for the holding of the meeting. For a nomination to be valid:
 - (i) the nomination must name the candidate and be signed by not less than 2 Members;
 - (ii) the person nominated must consent to act if elected; and
 - (iii) the nomination and consent must be received before the close of nominations.
- (b) A consent is sufficient if the person signs a form of consent on the nomination paper. The Secretary may accept any other form of consent, whether or not accompanied by the nomination paper, that the Secretary deems satisfactory, and such acceptance is final.

15.10 Resignation of Director

Any Director may retire from office by giving notice in writing to the Association of the Director's intention to do so. Such resignation takes effect immediately unless the resignation is stated in the notice to take effect at some future time. However the resignation must take effect within 3 months from the date of the giving of the notice.

15.11 Vacation of office

In addition to the circumstances in which the office of Director becomes vacant by virtue of the Act or other provisions of this Constitution, the office of Director is vacated automatically if the Director:

- (a) becomes mentally incapable or the Director's estate is liable to be dealt with in any way under the law relating to mental health; or
- (b) is absent from more than 3 consecutive meetings of Directors without the prior leave of the Directors.

15.12 Less than minimum number of Directors

The continuing Directors may act despite any vacancy in their body. If the number falls below the minimum number fixed in accordance with this Constitution, the Directors may act only:

- (a) to appoint Directors up to that minimum number;
- (b) to call a general meeting; or
- (c) in emergencies.

15.13 Power to appoint alternate Director

Each Director may at any time appoint any Member approved for that purpose by a majority of his or her co-Directors to act as an alternate Director in the appointor's place.

15.14 Suspension of appointment

The appointor may vary, suspend, or terminate the appointment of any alternate.

15.15 Notice of appointment

Notice of each such appointment, suspension or termination must be made in writing to the alternate, signed by the appointor, and a copy served on the Association.

15.16 Termination of alternate's appointment

The appointment of an alternate Director is automatically terminated if:

- (a) the alternate resigns such appointment;
- (b) the appointment of the alternate is terminated by the appointor;
- (c) a majority of the co-Directors of the appointor withdraw the approval of the person to act as an alternate;
- (d) the appointment is to act as alternate for 1 or more Directors and all of those named Directors have vacated office as Directors; or
- (e) on the happening of any event which, if the alternate were a Director, would cause the alternate to vacate the office of Director.

16. Appointment and removal of office bearers

16.1 Chairman and Vice Chairman

- (a) The Directors must elect from among their number a Chairman to chair their meetings and may determine the period for which such person is to hold office.
- (b) The Directors must elect from among their number a Vice Chairman to chair their meetings in the event the Chairman is not present or is unwilling to act, and may determine the period for which such person is to hold office

16.2 Other officers

The Directors may elect from among their number a treasurer, secretary and such other officers as determined by the Directors from time to time and may determine the period for which each is to hold office.

17. Managing director

17.1 Appointment of Managing Director

The Board may at any time:

- (a) appoint 1 or more of their body to be Managing Director or to some other executive office of the Association;
- (b) define, limit and restrict that person's powers;
- (c) fix that person's remuneration and duties;
- (d) subject to the provisions of any contract between that person and the Association, vary any of the powers so conferred; and
- (e) remove that person from that office and appoint another in that person's place.

17.2 Acting Managing Director

If a Managing Director becomes at any time in any way through sickness, accident, infirmity or through extended leave incapable of acting as such, the Directors may appoint any other Director to act temporarily as Managing Director.

18. Proceedings of directors

18.1 Number of Board meetings

At least 4 Board meetings must be held in each financial year. At least 1 Board meeting must be held in every period of 4 consecutive months.

18.2 Mode of meeting

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. The Directors may conduct their meetings in person, by telephone, audio visual link or by using any other technology consented to by all Directors. A consent may be a standing one. A meeting conducted by telephone or other means of communications is considered to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

18.3 Quorum

A quorum of the Board comprises the majority of the total number of Directors or such greater number fixed by the Directors.

18.4 Chairman calling a meeting

The Chairman may at any time call a meeting of the Directors to be held at such time and place as the Chairman chooses.

18.5 Secretary calling a meeting

The Secretary, upon the request of any other Director, must call a meeting of the Directors to be held at such time and place as is convenient to the Directors.

18.6 Notice of meeting

Notice of each meeting of the Directors:

- (a) may be given by such means as is convenient, including by telephone or electronic transmission; and
- (b) must be given to all Eligible Directors.

18.7 Recipients of notice

For the purposes of the preceding clause:

- (a) **Eligible Directors** are all Directors and Eligible Alternate Directors for the time being and excluding those given leave of absence;

- (b) the accidental omission to give notice of any meeting of the Directors to, or the non-receipt of any such notice by, a person entitled to receive that notice does not invalidate the calling of the meeting or any resolution passed at any such meeting.

18.8 Appointment of chairman

If:

- (a) no Chairman is elected or at any meeting of the Directors the Chairman is not present within 15 minutes of the time appointed for holding the meeting; and
- (b) no Vice-Chairman is elected or at any meeting of the Directors the Vice-Chairman is not present within 15 minutes of the time appointed for holding the meeting,

the Directors present must choose one of their number to be chairman of such meeting.

18.9 Votes of Directors

Questions arising at any meeting of the Directors must be decided by a majority of votes cast. Each Director has one vote. A person who is an alternate Director is entitled (in addition to his or her own vote if a Director) to one vote on behalf of each Director whom the alternate Director represents (as an alternate Director at the meeting). The alternate Director may only vote if the Director is not personally present. If there is an equality of votes, provided more than three Directors present are competent to vote on the question at issue but not otherwise, the Chairman has a second or casting vote.

18.10 Circular resolution of Directors

If a majority of Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms is treated as having been passed at a meeting of the Directors held on the day on which the document was signed. If the Directors sign the documents on different days, then a resolution is treated as having been passed on the day on which the document was last signed by a Director thereby constituting a majority in number of the Eligible Directors. A resolution is not treated as passed on that day if the document, by its terms, is said to take effect from an earlier date.

18.11 Signing of circular resolution

For the purposes of the preceding clause:

- (a) the Eligible Directors are all Directors for the time being but excluding:
 - (i) all alternate Directors; and
 - (ii) those who, at a meeting of Directors, would not be entitled to vote on the resolution;
- (b) each Director, other than one not entitled to vote on the resolution, may sign the document;
- (c) if a person who is not entitled to vote on the resolution signs the document, it does not invalidate the resolution if it is otherwise valid;
- (d) each alternate Director may sign the document on behalf of each Director whom the alternate Director represents (appointor) if:

- (i) the alternate Director reasonably believes that the appointor is unavailable to sign the document; and
- (ii) the appointor has not suspended the appointment of the alternate Director.

An alternate Director may sign even if the available appointor could not have voted on the resolution. An alternate Director who represents more than 1 Director may sign as many times accordingly;

- (e) an electronic transmission purporting to be signed by a Director or alternate Director is treated as being in writing signed by such person; and
- (f) 2 or more separate documents containing statements in identical terms each of which is signed by one or more Directors are together treated as constituting one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

18.12 Deemed minute

The document or documents referred to in the two preceding clauses are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

18.13 Validity of acts of Directors

All acts done in respect of any meeting of:

- (a) the Directors; or
- (b) a committee of Directors; or
- (c) other persons or by any person acting as a Director; or
- (d) any person purporting to act as an attorney under power of the Association,

are, despite the fact that later it is discovered that there was some defect in the appointment or continuance in office of such Director, person or attorney so acting or that they or any of them were disqualified or were not entitled to vote, as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or attorney and was entitled to vote.

19. Director's contracts with company

19.1 Director's contracts and conflicts of interest

In relation to Director's contracts and conflicts of interest, but subject at all times to clause 4:

- (a) despite any rule of law or equity to the contrary, no Director is disqualified by that office from contracting with the Association;
- (b) no Director (other than the Managing Director) may be an employee of the Association;
- (c) any such contract, or any contract entered into by or on behalf of the Association in which any Director is in any way interested, is not avoided;

- (d) any Director so contracting or being so interested is not liable to account to the Association for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relationship thereby established;
- (e) the nature of the Director's interests must be disclosed by that Director at the meeting of the Directors at which the contract is decided on if that interest then exists and has not previously been disclosed. In any other case at the first meeting of the Directors after the acquisition of those interests; and
- (f) a Director may not vote in that capacity in respect of any contract or arrangements in which the Director is interested if prohibited by the Act from doing so. However, such Director may, despite that interest, participate in the execution of any instrument by or on behalf of the Association, whether through signing it or otherwise.

19.2 Requirement to leave the meeting

Despite anything in the preceding clause, a Director's entitlement to vote, or be present, at a meeting of the Directors of any Director who has a material personal interest in a matter that is being considered at the meeting is restricted in accordance with section 195 of the Act (and every other mandatory law) as it may apply from time to time to the Association.

19.3 Notice of interest

A general notice given to the Directors by any Director in accordance with section 192 of the Act and to the effect that he or she:

- (a) is an officer or a member of, or interested in, any specified firm or body corporate; and
- (b) is to be regarded as interested in all transactions with such firm or body,

is sufficient disclosure as required by the Act as regards such Director and those transactions. After such general notice it is not necessary for such Director to give any special notice relating to any transaction with such firm or body.

19.4 Office in another company

- (a) A Director of the Association may be, or become, a director or other officer of, or otherwise interested in, any body corporate promoted by the Association or in which the Association may be interested, or which holds any Membership in the Association.
- (b) No such Director is accountable to the Association for any remuneration or other benefits received by him or her as a Director or officer of, or from his or her interest in, such body corporate.
- (c) The Directors may exercise the voting power conferred by the shares or owned by the Association, or exercisable by them as Directors of such other body corporate in such manner in all respects as they think fit. This includes the exercise of that voting power in favour of any resolution appointing themselves, or any of them as Directors or other officers of such body corporate. Any Director may vote in favour of the exercise of such voting power in that manner despite the fact that he or she may be, or be about to be, appointed a Director or other officer of such corporation and as such is, or may become, interested in the exercise of such voting power in that manner.

19.5 Director of wholly owned subsidiary

If a Director is or becomes a director of a wholly owned subsidiary of the Association, and the constitution of that subsidiary expressly authorises the director to act in the best interests of the Association that Director is taken to be acting in the best interests of the wholly owned subsidiary when he acts in good faith in the best interests of the Association.

20. Powers and duties of directors

20.1 Powers generally

Subject to the Act and to any other provisions of this Constitution, the management and control of the Association and of the business and affairs of the Association is vested in the Directors who may exercise all such powers of the Association and do all such acts or things not expressly required by this Constitution or by the Act to be exercised or done by a general meeting. No clause adopted or resolution passed by a general meeting invalidates any prior act of the Directors which would have been valid if that clause or resolution had not been adopted or passed.

20.2 Borrowing

The Directors have the power to raise or borrow any sum of money and to secure the payment or repayment of such money and any other obligation or liability of the Association in such manner and on such terms as they think fit. This includes:

- (a) upon the security of any mortgage; or
- (b) by the issue of debentures or debenture stock of the Association charged upon all or any of the property of the Association (both present and future) including its goodwill and undertaking for the time being; or
- (c) upon bills of exchange, promissory notes or other obligations or otherwise.

20.3 Execution of negotiable instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association may be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Directors at any time determine.

20.4 Appointment of attorney

The Directors may at any time, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit. Any such powers of attorney may:

- (a) contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit; and
- (b) authorise any such attorney to delegate all or any of the powers authorities and discretions vested in the attorney.

20.5 Delegation

The Directors may at any time confer upon any Director, or such other person as they may select, such of the powers exercisable under the Constitution by the Directors for such time as they may think fit and to be exercised for such objects and purposes and upon such terms and with such restrictions as they think expedient. They may confer such powers whether collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that respect. They may at any time revoke, withdraw, alter or vary all or any of such powers.

20.6 By-Laws and other pronouncements

The Directors may at any time make, vary, amend, enlarge, revoke and repeal By-Laws, pronouncements and codes ancillary to but not inconsistent with this Constitution to govern the procedures and activities of the Company, including:

- (a) the criteria and requirements for designation of Members into classes of Membership;
- (b) special cases for admission as a Member;
- (c) the terms and conditions of Membership, including the prescribed conditions or qualifications and experience for persons seeking Membership;
- (d) the courses of study and examinations required to be completed by applicants for Membership, and all matters pertaining to such;
- (e) the standards and behaviours required of Members;
- (f) the regulation of the conduct and discipline of Members, including the investigation of the conduct of Members;
- (g) the handling of complaints by Members;
- (h) the imposition of disciplinary penalties on Members; and
- (i) all matters incidental to, or in which are in the general power of, the Directors.

20.7 Validity of acts

Despite anything contained in this Constitution, if it is found that some formality required by this Constitution to be done has been inadvertently omitted or has not been carried out, such omission does not invalidate any resolution, act, matter or thing which but for such omission would have been valid.

21. Patron

The Board may from time to time appoint a patron to represent the Association and promote the Objects of the Association throughout the community.

22. Committees

22.1 Delegation to committee

The Directors may:

- (a) delegate any of their powers to committees consisting of such one or more persons, whether Directors or not, as they think fit; and
- (b) establish advisory committees (or other committees not having delegated power of Directors) consisting of such person or persons as they think fit.

22.2 Committee powers

Any committee so formed or person or persons so appointed must, in the exercise of the powers so delegated, or functions entrusted, conform to any regulations that may at any time be imposed by the Board (in the By-Laws or otherwise).

22.3 Committee meetings

The meetings and proceedings of any committee, consisting of 2 or more persons are governed by the provisions in this Constitution for regulating the meetings and proceedings of the Directors so far as those provisions are applicable and not affected by any resolution or regulation made by the Directors under the preceding clause.

22.4 Committee Members as officers

Each person appointed to a committee under clause 22.1(a), if not otherwise an officer of the Association, is, when exercising the powers so delegated or functions entrusted, an officer of the Association.

23. Minutes

If any minutes of a general meeting or of the Directors are signed by any person purporting to be either the chairman of such meeting, or the chairman of the next succeeding meeting, those minutes must be received in evidence without any further proof that the matters and things recorded by or appearing in such minutes actually took place or happened at a meeting duly called and held.

24. Accounts

The Association must keep proper books of account (which may include computer records) of the Association at its principal office and entries made of all such matters, transactions and things which are usually entered in books of accounts kept by entities engaged in concerns of a similar nature.

25. Notices

25.1 Service of notices

Where the Rules, the Act or other legislation require or permit a document to be served on, given, sent or dispatched to, any person, whether any such expression or any other expression is used (in this clause referred to as “served”), the document may be served on the person:

- (a) by delivering it to the person personally;
- (b) by dispatching it, whether by post, contractor, agent, electronic means or otherwise, to:
 - (i) the address of the place of residence; or

- (ii) business of the person last known to the person serving the document; or
- (iii) in the case of a Member, to the address of the Member entered in the Register,

the document, by such dispatch, is regarded as left at that address; or

- (c) subject to the Act, by publication in a newspaper circulating generally in the State in which the Registered Office is located or in the Publication.

25.2 Date of deemed service

A document served under clause 25.1 is treated as having been duly served, regardless of whether it is actually received:

- (a) where clause 25.1(b) applies - on the day following the day when dispatch occurred; and
- (b) where clause 25.1(c) applies - on the day the newspaper or Publication is first published.

25.3 Counting of days

Subject to the Act, where a specified number of days' notice or notice extending over any period is required to be given, both the day of service and the day upon which such notice will expire are included in such number of days or other period.

25.4 Service on Association or its officers

Every document required to be served upon the Association or upon any officer of the Association may be served by leaving it at the Registered Office.

25.5 Signature

The signature to any document to be given by the Association may be written, printed or stamped.

26. Indemnity

26.1 Indemnity for officers

To the extent that the Act allows it, each Officer of the Association and each Officer of a related body corporate of the Association, must be indemnified by the Association against any liability incurred by that person in that capacity.

26.2 Insurance premiums

The Association may at any time pay premiums in respect of a contract insuring a person (whether with others or not) who is an Officer of the Association against a liability incurred by the person as such an Officer, or as an officer of a related body corporate. The liability insured against may not include that which the Act prohibits. Any such premium in relation to a Director is in addition to, and not regarded as part of, the remuneration approved by Members under this Constitution.

27. Definitions and interpretation

27.1 Definitions

In the construction of this Constitution, unless the contrary intention appears:

Act means the *Corporations Act 2001* as it applies to the Association for the time being;

Annual Subscription means the amount determined by the Board from time to time payable by a person or class of persons for Membership;

Application Fee means the amount (if any) determined by the Board from time to time which is payable by a person upon their application to become a Member;

Association means the company established by this constitution;

Board means the Board of Directors of the Association from time to time;

By-Laws means the laws made by the Board under clause 20.6 (as varied from time to time);

Chairman means the chairman of the Board appointed by the Directors pursuant to clause 16 from time to time;

Complaint means any allegation, howsoever or by whomsoever made, that a Member has done any of the acts, or been the subject of any of the circumstances or events, prohibited by the Rules;

Constitution means this constitution;

Corporate Representative means a natural person appointed by a Member which is a body corporate to be that body's representative at specified general meetings;

Directors means the Directors of the Association in office for the time being, or a quorum of the Directors present at a Board meeting;

Eligible Alternate Directors means only those alternate Directors who an appointor has notified the Association in writing must receive, either generally or in particular circumstances, notification of the meetings of Directors and/or the Members;

general meeting means a meeting of Members duly called and constituted in accordance with this Constitution and any adjourned holding of it;

Managing Director means the managing Director appointed pursuant to clause 17.1;

Member means any person entered in the Register as a member for the time being of the Association;

Membership means membership of the Association;

Objects means the objects of the Association set out in clause 2;

Officer is defined in section 9 of the Act;

Ordinary Resolution means a resolution of a general meeting where more than one half of the total votes cast on the resolution are in favour of the resolution;

Patron means a person appointed as patron pursuant to clause 21;

Publication means any publication adopted by the Board as the official publication of the Association whether published in printed or electronic form, or otherwise;

Register means the Register of members of the Association kept under the Act;

Registered Office means the registered office for the time being of the Association;

remuneration includes, without limitation, salaries, wages, commissions, fees, rewards, allowances, bonuses, incentive schemes or profit sharing schemes;

Rules means this Constitution and the By-Laws (as varied from time to time);

Secretary means any person appointed to perform the duties of secretary of the Association and includes an assistant secretary or any person appointed to act as the secretary or assistant secretary temporarily;

Special Resolution means a resolution of a general meeting where at least 75% of the votes cast on the resolution are in favour of the resolution; and

Vice Chairman means the vice-chairman of the Board appointed at clause 16 from time to time.

27.2 Interpretation

In the construction of this Constitution:

- (a) headings are disregarded;
- (b) words importing persons include partnerships, associations, corporations, companies unincorporated and incorporated whether by Act of Parliament or otherwise, as well as individuals;
- (c) singular includes plural and vice versa and words importing any gender include all other genders;
- (d) except for the definitions in the preceding clause, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act;
- (e) all references to statutory provisions are construed as references to any statutory modification or re-enactment for the time being in force.

27.3 Replaceable Rules

The operation of each of the sub-sections of the Act which are defined as replaceable rules are displaced by this Constitution and do not apply to the Association.

Schedule – Initial Directors

Kelvin Nigel Deer

Darren Michael Thomas Hagarty

Kellie Gay Powell

Peter William Thorp