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Constitution

Australian Sports Medicine Federation Limited

ABN 54 002 794 998

MinterEllison

L A W Y E R S

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Constitution of Australian Sports Medicine Federation

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Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

Alternate Director means a person appointed as an alternate director under clause 30.

Auditor means the Company's auditor.

Australian Qualifications Framework means the national policy for regulated qualifications in Australian education and training.

Building Funds means monies raised by a State Branch for the construction or acquisition of buildings in its State.

Company means Australian Sports Medicine Federation Limited ABN 54 002 794 998.

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

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

Director includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director.

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

Discipline means the professional vocation of Members and includes but is not limited to orthopedic surgeons, physicians, doctors, physiotherapists, optometrists, dentists, podiatrists, dietitians, psychologists, sports scientists, nurses, teachers, exercise, physiologists, academics and population health specialists.

Member means a full voting member under clause 6.2.3

Mission has the meaning given in clause 4.3

New Constitution Date means 26 June 2013, being the date on which the Members resolved by special resolution to adopt this Constitution.

Professionals means sports medicine and sports science professionals holding a minimum of a degree or equivalent under the Australian Qualifications framework.

Register means the register of Members of the Company.

Representative means a person appointed as such under clause 10.

Seal means the Company's common seal (if any).

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

Special Resolutions means a resolution of which notice has been given in accordance with this Constitution passed by at least 75% of the votes cast by members entitled to vote on the resolutions.

State Branch means each 'State Branch' as that term was defined in this Constitution immediately prior to the New Constitution Date.

State Council means a council appointed pursuant to Clause 58.

State Reserve Fund means those funds transferred to the Company by a State Branch in accordance with Clause 45 and includes Building Funds.

Values has the meaning given in clause 4.4.

Vision has the meaning given in clause 4.2.

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

2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
- (f) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

3. Replaceable rules

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

Objects

4. Objects

- 4.1 The objects for which the Company is established are to seek to achieve its Vision and Mission in accordance with its Values.
- 4.2 The Vision of the Company is to build a vibrant community, including its Members and other stakeholders committed to sharing knowledge, training and information, to advance the health of all Australians and prevent disease through facilitating their safe participation in sport, recreation and physical activity.
- 4.3 The Mission of the Company is to:
- (a) act as a national multidisciplinary organization of Professionals committed to working together to achieve the Vision of the Company; and
 - (b) function as a peak body in Australia for:
 - (i) medicine and science in physical activity and sport;

- (ii) medical and health care of active persons at all levels;
- (iii) advancement of health and well being through safe physical activity;
- (iv) prevention of health problems and disease associated with inactivity.

4.4 The Values of the Company include the following:

- (a) to embrace integrity, fairness and equal access for all;
- (b) to value all of its Members and recognize the contribution each Member makes to the continued success of the Company;
- (c) to offer unbiased, multidisciplinary and timely information to its Members and the community that compliments knowledge gained by specific disciplines;
- (d) to have transparent relationships with all of its commercial partners to ensure it is professional, ethical, honest and fair, with regular and open communication while meeting all commitments;
- (e) to build relationships that are respectful while valuing each and every contribution by employees and volunteers;
- (f) to be an open and approachable organization, encouraging the sharing of information and knowledge;
- (g) to apply and promote science and research to underpin and steer best practice in evidence based sports medicine and health education;
- (h) to ensure ongoing financial sustainability if the Company, including through the raising of funds from Members, Government grants, commercial sponsorship and provision of services to the community;
- (i) to comply with all applicable laws and regulation.

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

- (a) carry out the objects in this clause; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 4.5(a).

Income and property of Company

5. Income and property of Company

- 5.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4.
- 5.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

6. Membership

6.1 Liability of Members

The liability of Members is limited to the extent mentioned in clause 54.1.

6.2 Admission

6.2.1 The number of Members with which the Company proposes to be registered is unlimited;

6.2.2 The Board may prescribe categories of Membership from time to time.

6.2.3 The Members of the Company are:

- (a) The Members of Sports Medicine Australia Inc at the New Constitution Date;
- (b) the persons who consent to become Members in the application for registration of the Company; and
- (c) any other persons, corporations or organisations whom or which the Directors admit to membership in accordance with this Constitution after the New Constitution Date.

6.2.4 Applications for membership of the Company must be in writing, signed by the applicant and in a form approved by the Directors in their absolute discretion.

6.2.5 The Directors may, but are not obliged to, determine eligibility requirements from time to time for membership of the Company, having regard to the Vision, Mission and Values of the Company.

6.2.6 The Directors or their delegate will consider each application for membership at the next meeting of Directors after the application is received [or such other time as the Directors approve. In considering an application for membership, the Directors may:

- (d) accept or reject the application; or
- (e) ask the applicant to give more evidence of eligibility for membership.

6.2.7 If the Directors ask for more evidence under clause 6.2.6, their consideration of the application for membership is deferred until the evidence is given.

6.2.8 The Directors do not have to give any reason for rejecting an application for membership.

6.2.9 As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee and first annual subscription.

6.2.10 Subject to clause 0, an applicant for membership becomes a Member when the applicant's entrance fee and first annual subscription is paid.

6.2.11 If the entrance fee and first annual subscription of an applicant for membership is not paid within 30 days after the date the applicant is notified of acceptance of their application for membership, the Directors may cancel their acceptance of the applicant for membership of the Company.

6.2.12 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

6.2.13 Register of Members

The register of Members shall be kept safe and private and shall be used solely for the objects of the Company unless explicit permission is given to release personal information by the Member concerned.

6.2.14 Rights and duties of Members

- (a) Each member has full voting rights at General Meetings of Members and Special Meetings of Members including all Special Resolutions;

- (b) each Member must act in accordance with the Values of the Company and consider himself or herself an ambassador of the Company;
- (c) the Members agree they are bound by this Constitution and agree to abide by it.

7. Subscriptions

- 7.1 The Directors may determine the entrance fee and annual subscription payable by each Member or each category of Member and the time and manner of such payments.
- 7.2 If a Member does not pay a subscription within 30 days after it becomes due the Directors:
 - (a) will give the Member notice of that fact; and
 - (b) if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

8. Ceasing to be a Member

- 8.1 A Member's membership of the Company will cease:
 - (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company;
 - (ii) only after the Member has been given at least 21 days' notice of the proposed resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
 - (c) if membership is forfeited under clause 7.2(b);
 - (d) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence;
 - (e) where the Member is not an individual, if:
 - (i) a liquidator is appointed in connection with the winding-up of the Member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the Member.
- 8.2 Any Member ceasing to be a Member:
 - (a) will not be entitled to any refund (or part refund) of a subscription; and
 - (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

9. Powers of attorney

- 9.1 Member's attorney

A member may appoint an attorney to act or to appoint a proxy to act at a meeting of Members. If the Appointer is an individual the power of attorney must be signed in the presence of at least one witness.

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

10. Representatives

- 10.1 Any corporation or organisation which is a Member may by written notice to the Secretary:
 - (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 10.2 A Representative is entitled to:
 - (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Director; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 10.3 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 10.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 10.5 The appointment of a Representative may set out restrictions on the Representative's powers.

General meetings

11. Calling general meeting

- 11.1 Any 2 or more Directors may, at any time, call a general meeting.
- 11.2 A Member may:
 - (a) request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.
- 11.3 **Technology**

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

12. Notice of general meeting

- 12.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting and may be delivered by post or email.
- 12.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 12.3 A notice of an annual general meeting must specify that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 12.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 11.2).
- 12.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 52.1 entitled to receive notices from the Company.
- 12.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

13. Member

In clauses 14, 15, 17 and 21, **Member** includes a Member present in person or by proxy, attorney or Representative.

14. Quorum

- 14.1 No business may be transacted at a general meeting unless a quorum of Members is present either in person or by proxy when the meeting proceeds to business.
- 14.2 A quorum of Members is 25 Members.
- 14.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and

- (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

15. Chairperson

- 15.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every general meeting.
- 15.2 The Directors present may elect a chairperson of a general meeting if:
 - (a) there is no chairperson or deputy chairperson; or
 - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.
- 15.3 If no election is made under clause 15.2, then:
 - (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 15.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

16. Adjournment

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

17. Decision on questions

- 17.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 17.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 17.3 Unless a poll is demanded:
 - (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,

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

- 17.4 The demand for a poll may be withdrawn.
- 17.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

18. Taking a poll

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

19. Casting vote of chairperson

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

20. Offensive material

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

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

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

Votes of Members

21. Entitlement to vote

- 21.1 A Member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 21.2 A Member entitled to vote has one vote.

22. Objections

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

23. Votes by proxy

- 23.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 23.2 A proxy need not be a Member.
- 23.3 A proxy or attorney may demand or join in demanding a poll.
- 23.4 A proxy or attorney may vote on a poll.
- 23.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.
- 23.6 Proxy voting shall not be permitted at any meeting upon a postal vote.

24. Document appointing proxy

- 24.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 24.2 For the purposes of clause 24.1, an appointment received at an electronic address will be taken to be signed by the Member if:
 - (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 24.3 A proxy's appointment is valid at an adjourned general meeting.
- 24.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 24.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,
 even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and

- (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 24.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more directors or the Secretary.

25. Lodgment of proxy

- 25.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 25.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Company's registered office;
 - (b) a facsimile number at the Company's registered office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

26. Validity

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

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

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

The Board

27. Directors

- 27.1 The Board will comprise 6 Directors elected by the Members and up to 3 appointed by the Board under Clause 29.
- 27.2 All elected Directors must be subscribed and financial members of the company
- 27.3 The initial (transitional) Directors of the Company:
- (i) immediately following the New Constitution Date are those persons who:
 - (A) were Directors of the Company immediately prior to the New Constitution Date,
 - (B) will be required to resign at the first AGM following the New Constitution date

27.4 The elected Directors of the Company

- (A) Are those persons who are elected to be Directors of the Company at the Annual General Meeting held following the New Constitution Date;
- (ii) must comprise of residents from at least four different States or Territories ;
- (iii) must, not comprise a majority of Directors whose principal vocation is in the same Discipline,

Should such representation outlined in 24.4 (ii) and 24.4 (iii) not be achieved by election, the Board will appoint further directors to meet these requirements

being in all cases persons who have consented to act as directors and who hold office subject to the Constitution.

27.5 Nominations for Elected Directors

At least sixty (60) days prior to the date of each Annual General Meeting at which an election for Directors is to be held the Board shall invite each State Council to nominate subscribed Financial Members for election as a Director within thirty (30) days of receiving the invitation. Any nomination must be accompanied by the written consent of the nominee and background information supporting the nominee's suitability for election. The Board will advise Members of the details of all nominations together with any background information provided within five (5) business days of the closing date for nominations.

27.6 Term

- (a) Subject to the provisions of this Constitution relating to a vacancy in the office of Directors, each Elected Director shall hold office until the conclusion of the second Annual General Meeting following his or her appointment.
- (b) The Terms of office of Elected Directors shall rotate in accordance with the initial terms determined under clause 27.6.
- (c) An Elected Director is eligible for re-election upon expiration of his or her term.

27.7 Rotational terms

To ensure rotational terms, at least two (2) Elected Directors shall retire each year. Any adjustment to the term of Elected Directors to ensure rotational terms in accordance with this Constitution shall be determined by the Board, and in the event of the Board failing to agree, by lot. Elections to, and filling of vacancies on, subsequent Boards shall then proceed in accordance with the procedures in this Constitution.

28. Appointment and removal of Directors

28.1 The Company may by resolution passed at an Annual General Meeting:

- (a) elect Directors;
- (b) increase or reduce the number of Directors;
- (c) remove any Director (elected or appointed) before the end of the Director's period of office; and

- (d) where an Elected Director has been removed appoint another person in that removed Director's place.
- 28.2 The Board may by resolution appoint up to three directors to hold office until the conclusion of the Annual General Meeting next following the appointment.
- 28.3 A person appointed under clause 28.128.1(d) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.
- 28.4 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 28.5 Within 14 days of the suspension of a Director elected under clause 28.4, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 28.128.1(c) or annul the suspension and reinstate the Director.

29. Appointed Additional and casual Directors

- 29.1 Subject to clause 27.3 (ii) and (iii) 28.1, the Directors may appoint:
- (a) Up to three (3) additional persons as Appointed Directors and replace any vacancy or vacancies occurring in the office of Appointed Director; and
 - (b) any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 29.2 A Director appointed under clause 29.1 will hold office until the next general meeting of the Company when the Director may be re-elected.
- 29.3 An Appointed Director is eligible for re-appointment or election (if nominated by a Member) upon expiration of his or her term.

30. Alternate Directors

30.1 Appointment of Alternate

A Director (other than an Alternate) may appoint a person who is approved by the Board (without the vote of the Appointer) to act as Alternate for a specified period or each time the Appointer is unable to attend a Board meeting or act as a Director.

30.2 Notice of Board meetings

If the Appointer requests the Company to give the Alternate notice of Board meetings, the Company must do so. Unless the Appointer has requested it, the Company need not give notice of Board meetings to an Alternate.

30.3 Obligations and entitlements of Alternates

An Alternate:

- (a) may attend and vote in place of the Appointer at a Board meeting at which the Appointer is not present;
- (b) if also a Director, has a separate right to vote as Alternate;
- (c) if Alternate for more than one Appointer, has a separate right to vote in place of each Appointer;

- (d) when acting as Alternate, is an officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointer as a Director; and
- (e) is entitled to reasonable travelling, accommodation and other expenses incurred in attending meetings of the Board, or of the Company, or while otherwise engaged on the business of the Company on the same basis as other Directors, but is not entitled to any other remuneration from the Company (but the Appointer may further remunerate the Alternate).

30.4 Termination of appointment

The Appointer may at any time revoke the appointment of a person as Alternate whether or not that appointment is for a specified period. Any appointment of an Alternate immediately ceases if:

- (a) the Appointer ceases to be a Director; or
- (b) an event occurs which would cause the Alternate to cease to be a Director under clause 33 if the Alternate were a Director.

30.5 Appointments and revocations in writing

The Appointer must appoint, and revoke the appointment of, any Alternate in writing. The appointment or revocation is not effective until a copy of the relevant document is provided to the Company.

31. Retirement

- 31.1 A Director must retire from office at the conclusion of the second annual general meeting after the Director was last elected.
- 31.2 A retiring Director will be eligible for re-election.

32. Nomination of Director

- 32.1 A person is not eligible for election as a Director at a general meeting unless the Member who intends to propose the person, has left at the Company's registered office a written notice signed by him or her:
 - (a) giving the person's consent to the nomination; and
 - (b) stating that the person is a candidate for the office of Director and that the Member intends to propose the person for election.
- 32.2 A notice given in accordance with clause 32.1 must be delivered to the Company's registered office in person, by mail or electronically at least 30 days before the relevant general meeting.
- 32.3 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least seven days before every general meeting at which an election of a Director will take place.

33. Vacation of office

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

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to

administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;

- (c) resigns by notice in writing to the Company; or
- (d) is removed by a resolution of the Company;
- (e) is absent from Directors' meetings for three consecutive meetings without leave of absence from the Directors;
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act.

Powers and duties of Directors

34. Powers and duties of Directors

- 34.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- 34.2 Without limiting the generality of clause 34.1, the Directors may exercise all the powers of the Company to:
 - (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

Proceedings of Directors

35. Directors' meetings

- 35.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 35.2 A Directors' meeting must be called on at least 72 hours written notice of a meeting to each Director and each Director's alternate.
- 35.3 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 35.4 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 35.5 Subject to clause 38, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 35.6 Clauses 35.3 to 35.4 apply to meetings of Directors' committees as if all committee members were Directors.
- 35.7 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 35.8 A quorum is a majority of elected and appointed Directors.

- 35.9 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting to deal with the matter.
- 35.10 Notice of a meeting of Directors may be given in writing, or otherwise called using any technology consented to by all the Directors.

36. Decision on questions

- 36.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 38, each Director has one vote.
- 36.2 The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.
- 36.3 An Alternate Director has one vote for each Director for whom he or she is an alternate.
- 36.4 If the Alternate Director is a Director, he or she also has a vote as a Director.

Payments to Directors

37. Payments to Directors

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

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

38. Directors' interests

- 38.1 Subject to clause 37, a Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Company;
 - (b) hold any office or place of profit other than as auditor in the Company; and
 - (c) act in a professional capacity other than as auditor for the Company,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

- 38.2 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

38.3 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

39. Remaining Directors

39.1 The Directors may act even if there are vacancies on the board.

39.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) call a general meeting.

40. Chairperson

40.1 The Directors will elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.

40.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within thirty minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

40.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

41. Delegation

The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees:

41.1.1 The Directors may at any time revoke any delegation of power to a committee.

41.1.2 At least one member of each committee must be a Director unless otherwise specified by the Board of Directors.

41.1.3 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

41.1.4 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.

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

42. Written resolutions

- 42.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 42.2 For the purposes of clause 42.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 42.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 42.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause.
- 42.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

43. Validity of acts of Directors

If it is discovered that:

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

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

44. Minutes and Registers

- 44.1 The Directors must cause minutes to be made of:
 - (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
 - (c) all resolutions passed by Directors in accordance with clause 42;
 - (d) all appointments of officers;
 - (e) all orders made by the Directors and Directors' committees; and
 - (f) all disclosures of interests made under clause 38.
- 44.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 44.3 The Company must keep all registers required by this Constitution and the Corporations Act.

State Reserve Funds

45. Transitional Arrangements for State Branches

- 45.1 As soon as practicable following the New Constitution Date
- (a) the assets and undertaking of each State Branch are to be transferred from each State Branch to the Company;
 - (b) the liabilities of each State Branch are to be assumed by the Company; and
 - (c) subject to the transfer of all assets and liabilities in accordance with Clause 45.1 (a) and (b) each State Branch shall subsequently be wound up in accordance with its constituent documents and governing law.
- 45.2 Each Member that is also a member of a State Branch must take any and all action(s) (including, without limitation, the exercise of rights as a member or office holder of a State Branch and/or the execution and delivery of any documents in their capacity as a member or office holder of a State Branch) that are necessary, desirable or otherwise requested by the Directors, in order to procure the transfer of assets, assumption of liabilities and winding up of a State Branch as contemplated by clause 45.1.
- 45.3 The Board will ensure that any liabilities of the state Branches are paid out or equivalent funds are transferred to the Company prior to the establishment of separate State or territory accounts
- 45.4 Subject to clause 1.3 money comprised in assets received by it in accordance with Clause 45.1 will be held in separate accounts which recognise the State or Territory of the contributing State Branch (“State of Origin”). Each account will be designated by the State or Territory of origin.
- 45.5 The Board will immediately pay or apply the funds held in each State of Origin Account in such manner as the State Council of the State of Origin shall direct.
- 45.6 Where any State Reserve Funds include Building Funds raised as deductible donations under the terms of the Income Tax Assessment Act 1936 (“ITAA”) the Company:
- (a) shall as a condition precedent to receiving the Funds apply for and obtain approval under subdivision 30-B of the ITAA. The obligations on the State Branch holding the Building Funds under Clause 45.1 (c) will be suspended pending receipt of the approval.
 - (b) will continue to receive further donations to the Fund.
 - (c) shall apply the Funds and any additions to it for the purpose(s) they were raised by the State Branch when directed in accordance with Clause 45.5.

46. Appointment of attorneys and agents

- 46.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and

- (d) subject to the conditions, determined by the Directors.
- 46.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 46.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 46.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.
- 46.5 An attorney or agent appointed under this clause may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Secretary

47. Secretary

- 47.1 If required by the Corporations Act, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 47.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 47.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

Seals

48. Common Seal

If the Company has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

49. Duplicate Seal

If the Company has a Seal, the Company may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;
- (b) must not be used except with the authority of the Directors.

Inspection of records

50. Inspection of records

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

Notices

51. Service of notices

- 51.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 51.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 51.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 51.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office.
- 51.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 51.
- 51.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 51.7 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- 51.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

52. Persons entitled to notice

52.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director and Alternate Director; and
- (c) any Auditor.

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

Audit and accounts

53. Audit and accounts

53.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.

53.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.

Winding up

54. Winding up

54.1 If the Company is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Company for the:

- (c) payment of debts and liabilities of the Company (in relation to clause 54.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$10.

54.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which, by its constitution, is:

- (a) required to apply its profits (if any) or other income in promoting its objects; and
- (b) prohibited from making any distribution to its members or paying fees to its directors,

such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Victoria for determination.

Indemnity

55. Indemnity

55.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); or
 - (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 55.2 The amount of any indemnity payable under clauses 55.1(a) or 55.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- 55.3 For the purposes of this clause, **officer** means: a Director; or a Secretary.

Alteration of Constitution

56. Alteration of Constitution

- 56.1 This Constitution shall not be altered except by Special Resolution.

State Councils

57. State Councils

- 57.1 The Board shall establish State Councils to operate in all each State and Territory .
- 57.2 The object of a State Council shall be to further the objects of the Company and, particularly, to represent and advance the interests of the Members residing in the relevant State or Territory.
- 57.3 State Councils will comprise groups of Members of the Company permanently residing in the State or Territory and having a strong community of interest.
- 57.4 State Councils shall be independent from one another and none shall be subordinate to any other.
- 57.5 A State Council will be responsible for local programme influence and coordination and perform those functions and have those responsibilities which the Board will determine from time to time. In particular it shall advise and assist the Board on matters relevant to its State or Territory Members. It shall, where appropriate:
- (a) provide influence and co-ordinate programmes related to Members within its State/Territory;
 - (b) assist in policy development in relation to matters specifically relevant to Members within its State/Territory;
 - (c) encourage the exchange of information between States/Territories within the Company.
- 57.6 State Councils, where established, shall have a State Council Chair and a State Council Committee. The holding of any position within a State Council Committee shall not make any person an officer of the Company by reason alone of the holding of that position.

- 58.4 The Board shall appoint and remove the State Council Chair and the Members of the State Council Committee which shall meet when determined by the Board or itself.
- 58.5 A State Council will be provided with the financial and organisational assistance which the Board determines from time to time.
- 58.6 At all times, the activities and functions of a State Council will be subject to the overriding control of the Board.
- 58.7 The State Council Committee shall have the power to manage the State Council, subject to the direction or resolution of the Board and, between meetings of the Board.
- 58.8 The Board shall delegate such of its functions and powers to a State Council Committee as it deems appropriate for the effective running of the State Council. In the absence of such delegation, decisions of a State Council Committee shall be subject to endorsement by the Board.
- 58.9 The Board may make Rules to govern the conduct of State Councils.

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