

CORPORATIONS ACT (2001) CONSTITUTION

**AUSTRALIAN INSTITUTE OF MANAGEMENT – QLD AND NT
ABN 40 009 668 553**

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CONSTITUTION

AUSTRALIAN INSTITUTE OF MANAGEMENT – QLD AND NT ABN 40 009 668 553

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Agreement unless the context otherwise requires:

Advisory Council means the body of Councillors established under **clause 24.1**

AIM National means the Australian Institute of Management of 181 Fitzroy Street, St Kilda in the State of Victoria, ABN 56 004 525 017;

Annual Subscription means the amount determined by the Board from time to time;

ASIC means the Australian Securities and Investments Commission;

AGM means the Annual General Meeting of Members;

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

Business Day means a day other than a Saturday, Sunday or public holiday in Brisbane;

Chairperson means the chairperson of the Company appointed under **clause 21** from time to time;

Chief Executive means the chief executive of the Company from time to time;

Company means the Australian Institute of Management - Qld and NT
ABN 40 009 668 553;

Committee means a committee of persons established under **clause 25**;

Councillor means a member of the Advisory Council for the time being;

Constitution means those clauses for the operation of the Company set forth in this Constitution and as amended, modified or supplemented from time to time;

Corporations Act means the *Corporations Act 2001* (Commonwealth) and as amended, modified or enacted from time to time;

Deputy Chairperson means the deputy chairperson of the Company appointed under **clause 21** from time to time;

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

Entrance Fee means the amount (if any) determined by the Board from time to time which is payable by a Member upon his or her admission as such;

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

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

Membership means membership of the Company;

Objects of the Company means the Objects set out in **clause 3**;

Officer has the meaning given to it by the Corporations Act;

Ordinary Resolution means a resolution of a 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 28**;

Professional Member means an individual who is a professional member of the Company and is a life fellow, honorary fellow, fellow, associate fellow, or a Member who has paid their annual membership fees in full;

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

Register means the Register of Members of the Company kept under the Corporations Act;

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

Seal means the common seal of the Company and includes any official seal of the Company;

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

Special Resolution means a resolution of a General Meeting where at least 75% of the votes cast on a resolution are in favour of the resolution and which is passed in accordance with sections 249H and 249L of the Corporations Act;

1.2 Interpretation

In this Constitution unless the context otherwise requires:

- (a) headings are disregarded;
- (b) reference to a person includes reference to a natural person or any other entity recognised by the Corporations Act;
- (c) the singular includes the plural and vice versa;
- (d) reference to any one gender includes every gender;
- (e) terms such as "including", "for example" and "for instance" are not words of limitation;
- (f) except for the definitions in **clause 1.1**, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act;

- (g) all references to statutory provisions are construed as references to any statutory modification or re-enactment for the time being in force.

1.3 Replaceable Rules

The operation of each of the subsections of the Corporations Act which are defined as replaceable rules are displaced by this Constitution and do not apply to the Company.

2. NAME AND NATURE OF THE COMPANY

- (a) The name of the Company is the Australian Institute of Management - Queensland and Northern Territory
- (b) The Company is:
- (i) a public company limited by guarantee; and
 - (ii) by licence ('ASIC Licence') that was in force immediately before 1 July 1998, allowed to omit "Limited" from its name.

3. OBJECTS OF THE COMPANY

The objects for which the Company is established are:

- (a) to promote management as a profession;
- (b) to promote ethical practice, professional conduct and leadership in management;
- (c) to promote the advancement of public education in the field of management and leadership training in the fields of government, commerce, industry and in such other spheres as the Company may see fit;
- (d) to promote the advancement of excellence in management and leadership in the fields of government, commerce, industry and in such spheres as the Company may see fit;
- (e) to grant awards, prizes, distinctions, fellowships, diplomas and certificates as the Company may prescribe in recognition of the skill knowledge, capacity and efficiency of individuals and bodies in the theory or practice of management and leadership, whether measured by formal examination or otherwise;
- (f) to institute, establish and provide for scholarships, bursaries and allowances calculated to promote excellence in management and leadership in the fields of government, commerce, industry and in such other spheres as the Company may see fit;
- (g) to provide for the delivery, holding and conduct of lectures, exhibitions public meetings, classes and conferences calculated to advance directly or indirectly the cause of education in management and leadership in the fields of government, commerce and industry whether general, professional or technical and to employ lecturers, teachers and such other persons in such other spheres as the Company may see fit;
- (h) to provide for and encourage research into areas and aspects of management and leadership in government, commerce, industry and in such other spheres as the Company may see fit;

- (i) to establish and maintain facilities for members and to meet the requirements of government, commerce, industry and such other persons in such other spheres as the Company may see fit;
- (j) to admit any person or organisation to be a Member of the Company upon such terms and to confer on that person or organisation such rights and privileges as may be deemed expedient and to suspend, expel or remove from membership any such person or organisation;
- (k) to carry on or engage in any other business, undertaking or project;
- (l) to establish, promote or assist in establishing or promoting, and to subscribe to, amalgamate with, affiliate with or become a member of, support, or co-operate with any other association, society, institution or company whether incorporated or not whose objects are altogether or in part similar to those of the Company; and
- (m) solely for the above purposes, and subject to the provisions of this Constitution to do anything allowed by the operation of section 124 of the Corporations Act.

4. LIMITED LIABILITY

4.1 Members' Liability

The liability of Members is limited.

4.2 Members' Contributions

Every Member of the Company undertakes to contribute to the assets of the Company 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 Company, contracted before the Member ceases to be a Member;
- (b) the expenses of winding up the Company; and
- (c) the adjustment of the rights of the contributories among themselves.

4.3 Amount of Members' Contributions

The amount of the contribution under **clause 4.2** must not exceed \$2.00 in any circumstances.

5. USE OF PROPERTY BY THE COMPANY

5.1 Application of Company Property

All income and property of the Company must be applied for the Objects of the Company. 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.

5.2 Conduit policy

Any allocation of funds or property to other institutions, bodies, entities, organisations, government departments or persons must be made in accordance with the Objects of the Company and not be influenced by the expressed preference or interest of a particular donor to the Company.

5.3 Payment of Company Expenses

Nothing in **clause 5.1** prevents the payment in good faith of reasonable and proper:

- (a) expenses incurred in giving effect to the Objects of the Company;
- (b) remuneration to any of the Officers, servants or employees of the Company or to any other person not being a Member in return for any services actually rendered by them to the Company; or
- (c) payment of goods supplied to the Company by a supplier.

6. ASIC LICENCE

The Company must not:

- (a) breach a condition of the ASIC Licence; or
- (b) pursue Objects or purposes that would have prevented the original grant of the ASIC Licence; or
- (c) apply its profits or other income to promote Objects or purposes that would have prevented it being granted the ASIC Licence; or
- (d) modify its Constitution to allow it to do anything which it is not permitted to do under **clauses 5 and 6**.

7. MEMBERS

7.1 General

The Members will consist of:

- (a) Members of the Company as at the date this Constitution is adopted as the Constitution of the Company; and
- (b) all other persons admitted to membership in accordance with this Constitution.

7.2 Classes of Members

- (a) The classes of membership in the Company are as follows:
 - (i) Professional Members;
 - (ii) Affiliates;
 - (iii) e-filiate;
 - (iv) Company Members;
 - (v) Visiting Members.
- (b) Subject to this Constitution the Board will have the power to prescribe additional classes of membership of the Company and the qualifications, rights, privileges and obligations of all classes of Members.

7.3 Professional Members

(a) Professional Members must be natural persons and will be designated as Life Fellows, Honorary Fellows, Fellows, Associate Fellows and Members. Each of these subclasses of Professional Member may, and is encouraged to, use the following respective post nominals to designate their membership level:

- (i) FAIM (Life)
- (ii) Hon.FAIM;
- (iii) FAIM;
- (iv) AFAIM;
- (v) AIMM.

In this **clause 7.3(a)** only the term "Member" means a level of Professional Membership.

(b) Only Professional Members are entitled to hold the office of Director, Councillor or Committee Member, to receive notice of General Meetings and to vote at any General Meeting.

7.4 Affiliates

- (a) Any person may be admitted as an Affiliate subject to **clause 7.11**.
- (b) Affiliates will enjoy such entitlements of Membership as determined by the Board from time to time but do not have any entitlement to hold the office of Director, Councillor or Committee Member of the Company, to receive notice of General Meetings or to vote at any General Meeting.

7.5 e-filiates

- (a) Any person may be admitted as an e-filiate subject to **clause 7.11**.
- (b) e-filiates will enjoy such entitlements of Membership as determined by the Board from time to time but do not have any entitlement to hold the office of Director, Councillor or Committee Member of the Company, to receive notice of General Meetings or to vote at any General Meeting.

7.6 Company Members

- (a) The following categories of organisation may be admitted as Company Members:
 - (i) companies;
 - (ii) corporations;
 - (iii) associations;
 - (iv) societies;
 - (v) firms;
 - (vi) government departments, government instrumentalities or government owned corporations.

These categories are not exclusive and the Board may admit any other category of organisation it decides from time to time as a Company Member subject to **clause 7.11**.

- (b) Company Members will enjoy such entitlements of Membership as determined by the Board from time to time but do not have any entitlement to hold any office of the Company, to receive notice of General Meetings or to vote at any General Meeting.

7.7 Visiting Members

- (a) Any fully paid member of the Australian Institute of Management in another State or Territory may be admitted as a Visiting Member for a period not exceeding twelve (12) months.
- (b) Visiting Members will enjoy such entitlements of Membership as determined by the Board from time to time but will not have any entitlement to hold any office of the Company, to receive notices of General Meetings or to vote at any General Meeting.

7.8 Membership Qualifications

A person cannot become a Member of the Company unless the person:

- (a) applies to become a Member in the form and manner prescribed by the Board from time to time;
- (b) pays the Entrance Fee and Annual Subscription; and
- (c) is over 18 years of age.

7.9 Admitting Members

No applicant will be admitted to membership and have their name entered in the Register unless the applicant agrees in writing to be bound by this Constitution and has paid the Entrance Fee and Annual Subscription.

7.10 Upgrade of Memberships

- (a) A Professional Member may at any time apply, or the Board at any time may invite a Professional Member to apply for an upgrade in Membership status. For example, an Associate Fellow may apply for upgrade to Fellow.
- (b) The Board will consider applications for upgrade in Membership in the manner in which it considers applications for Membership.

7.11 Discretion to Admit

- (a) The Board will consider the application for Membership or for Membership upgrade at the next meeting of the Board after receipt of the application.
- (b) The Board may refuse to admit any person as a Member or to grant any Membership upgrade. If the Board refuses to admit a person as a Member or refuses to grant a Membership upgrade, the Board is not obliged to give reasons for so refusing.
- (c) In the event of any refusal under **clause 7.11 (b)** a candidate may not renew the application within one year of the date of notification.

- (d) Any person who is refused Membership of the Company may lodge a written appeal to AIM National whose decision will be final.

7.12 **Delegation**

The Directors may at any time delegate, on such terms as they think fit, to such persons or committees as they may determine, the power to:

- (a) admit persons as Members;
- (b) re-admit such persons;
- (c) refuse applications for Membership;
- (d) grant or refuse applications for Membership upgrade.

7.13 **Certificate of Membership**

Professional Members and Company Members will be entitled to a certificate of Membership. All certificates issued will remain the property of the Company and must be returned upon cessation or resignation of Membership. The fee payable for certificates may be determined by the Board from time to time.

8. FEES TO BE PAID BY MEMBERS

8.1 **Entrance Fee**

The Entrance Fee payable by Members is such amount as determined by the Board of the Company from time to time.

8.2 **Annual Subscription**

- (a) The Annual Subscription payable by Members is such amount as determined by the Board from time to time.
- (b) Annual Subscriptions must be paid in each calendar year on a date determined by the Board from time to time.

8.3 **Waiver**

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

8.4 **Annual Subscription in Arrears**

If any Professional Member fails to pay his or her Annual Subscription within one month of the date on which the Annual Subscription falls due, the Professional Member is not entitled, while the Annual Subscription remains due, to:

- (a) vote in any ballot;
- (b) receive notices of meetings of Professional Members; or
- (c) attend, be counted in forming a quorum for, exercise any vote at, or be proxy for any Professional Member for any General Meeting.

9. RIGHTS OF MEMBERS

9.1 Members

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

9.2 No Joint Members

Joint memberships of the Company are not permitted.

10. CESSATION OF MEMBERSHIP

10.1 Cessation

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

- (a) dies;
- (b) resigns from that Membership under **clause 10.3**;
- (c) ceases to be eligible to be a Member;
- (d) fails to pay that person's Annual Subscription within two months from the date the Annual Subscription is due;
- (e) subject to **clause 11** is expelled from the Company under this Constitution;
- (f) subject to **clause 11**, is a person whose actions in the opinion of the Directors brings the Company into serious disrepute;
- (g) is a natural person and is adjudicated bankrupt, or makes a composition or enters into a scheme of arrangement with his or her creditors under the *Bankruptcy Act*;
- (h) is a body corporate and becomes insolvent or makes an assignment for the benefit of its creditors, or takes or attempts to take the benefit of any statutory provisions regarding the winding up of its affairs or has a liquidator, receiver, receiver and manager, or administrator or other person appointed to manage its affairs; or
- (i) has their contract of membership rescinded on grounds of misrepresentation or mistake in the application for Membership.

10.2 Appointment as Member not Transferable

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

- (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 Member of the Company may not resign from that Membership except in accordance with this clause. A Member of the Company who has paid all amounts payable by the Member to the Company in respect of the Member's Membership may resign that Membership by first giving notice in writing to the Board of the Member's intention to

resign. Once the period of notice (if any) as specified in the document expires, the Member ceases to be a Member.

10.4 Unexpired portion of Annual Subscription

A person who ceases to be a Member or resigns from Membership of the Company except for reasons related to ill health, forfeits the unexpired portion of their Annual Subscription.

11. DISCIPLINE OF MEMBERS

11.1 Initial Resolution of Directors

Where the Directors are of the opinion that a Member of the Company:

- (a) has refused or neglected to comply with the provisions of the Constitution or the rules and regulations of the Company; or
- (b) has acted in a manner prejudicial to the reputation or interests of the Company,

the Directors may, by Ordinary Resolution (**Initial Resolution**):

- (i) reprimand the Member;
- (ii) suspend the Member from Membership for a specified period; or
- (iii) expel the Member from Membership.

11.2 Suspended Operation

An Initial Resolution is of no effect unless it is confirmed at a meeting of the Directors in accordance with the following clauses. For that purpose, the meeting of Directors must be held not earlier than seven days and not later than twenty-one (21) days after service on the Member of a notice under **clause 11.3**.

11.3 Notice to Member

The Secretary must, as soon as practicable following the passing of the Initial Resolution, cause a notice in writing to be served on the Member. The notice must:

- (a) set out the Initial Resolution and the grounds on which it is based;
- (b) state that the Member may personally address the Directors in relation to the Initial Resolution at a meeting of the Directors to be held not earlier than seven days and not later than twenty-one (21) days after service of the notice;
- (c) state the date, place and time of that meeting of Directors; and
- (d) inform the Member that the Member may submit to the Directors at or prior to the date of that meeting a written representation relating to the resolution and speak to the representation;
- (e) inform the Member that the Member may attend by representation and may call witnesses.

11.4 **Confirming Resolution of Directors**

At a meeting of the Directors held as referred to in the preceding clause, and at which a minimum of six (6) Directors are present, the Directors must:

- (a) give the Member an opportunity to speak to the written representation;
- (b) give due consideration to any written representation submitted to the Directors by the Member at or prior to the meeting; and
- (c) by Ordinary Resolution (**Confirming Resolution**) confirm, vary or revoke the Initial Resolution.

11.5 **Immediate or Suspended Effect**

The Confirming Resolution may take effect immediately, after any period of time or only on conditions specified in the Confirming Resolution.

11.6 **Right of Appeal**

There is no right of appeal against the Confirming Resolution of the Directors.

11.7 **Notice to a Member**

The Secretary must, within seven (7) days of the passing of the Confirming Resolution, by notice in writing, inform the Member of the fact that there is no right of appeal under the Constitution.

11.8 **Forfeiture**

Any Member who is expelled from the Company will forfeit all claim to the return of the money paid to the Company on admission as a Member or by way of Annual Subscription as the case may be, and will cease to be a Member.

11.9 **Natural Justice**

In exercising its powers under this **clause 11** the Directors must observe the principles of natural justice.

12. **REGISTER OF MEMBERS**

The Chief Executive must maintain at the Company'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; and
- (e) date on which the entry of the Member's name in the Register is made.

13. MEETINGS OF MEMBERS

13.1 Calling of Meetings

The Directors may call a General Meeting of the Company's Members at a time and place as the Directors resolve.

13.2 Requisition of Meetings

- (a) The Directors must call and arrange to hold a General Meeting of the Company on the request of Members made in accordance with the Corporations Act.
- (b) The Members may call and arrange to hold a General Meeting of the Company as provided by the Corporations Act.

13.3 Annual General Meeting

The Company must hold an Annual General Meeting at least once every calendar year and no later than five (5) months after the end of its financial year.

13.4 Notice of Meeting

Every notice of a General Meeting must:

- (a) set out the place, date and time of the 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 has a right to appoint a proxy; and
 - (ii) that a proxy does not need to be a Member.

13.5 Entitlement to Notice

Notice of a General Meeting must be given to:

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

13.6 Notice Period

- (a) Notice of a General Meeting must be given not less than twenty-one (21) days in advance.
- (b) Notice of the Annual General Meeting must be given not less than thirty-five (35) days in advance.

13.7 Proxy Voting by Members

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

13.8 Form of Proxy

Every instrument of proxy must be in the following form or in any other form which the Board may approve:

PROXY FORM

I (Name).....
of (Address)
being a voting Member of the Australian Institute of Management – Qld and NT, hereby appoint
.....
of
(or failing him/her)
of
(or failing him/her), the Chairman of the meeting as my proxy vote for me on my behalf at the
General Meeting of the company to be held on the.....day of..... 20....
at.....am/pm and at any adjournment thereof.

13.9 Proxy Vote Valid

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by a proxy will be valid even if, before the proxy votes:

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

13.10 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.

13.11 Consent to Short Notice

With the consent in writing of such number of Members of the Company required by the Corporations Act, any General Meeting may be called on short notice and the provisions of this Constitution are modified accordingly.

13.12 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.

13.13 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 twenty-eight (28) days or more, then no less than five (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.

13.14 Venue

Despite any other rule, the Company may hold a General Meeting of its Members at two (2) or more venues using technology that gives the Members as a whole a reasonable opportunity to participate in the meeting.

14. REPRESENTATION AT MEETINGS OF MEMBERS

14.1 Persons Entitled to Attend

The following persons only may attend a General Meeting:

- (a) each Professional Member apart from any Member who under this Constitution or by the terms of issue of any membership is not entitled to attend;
- (b) the Secretary and auditor of the Company;
- (c) each person, whether a Member or not, who is a proxy or attorney of a Member;
- (d) other persons only with leave of the meeting or its Chairperson and then only while the leave has not been revoked in accordance with the terms of the leave.

14.2 Powers of the Chairperson

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

15. PROCEEDINGS AT MEETINGS OF MEMBERS

15.1 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 15.2**, ten (10) Members present constitutes a quorum.

15.2 Failure of quorum

If a quorum is not present within thirty (30) minutes from the time appointed for a General Meeting:

- (a) where the meeting was called by, or in response to, the requisition of Members made under the Corporations Act, the meeting is dissolved; or

- (b) in any other case, the meeting stands adjourned to such day, and such time and place as the Directors determine.

If no determination of an adjourned meeting is made by the Directors, the meeting stands adjourned to the same day and in the second week following, at the same time and place. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, three (3) members constitute a quorum, or where three (3) Members are not present, the meeting is dissolved.

15.3 Business of Annual General Meeting

The business of an Annual General Meeting is:

- (a) to receive the Company's financial report, the Directors' report and the Auditor's report on the financial statements;
- (b) to elect the Directors (if necessary); and
- (c) to transact any other business which under this Constitution or the Corporations Act ought to be transacted at an Annual General Meeting.

15.4 Report on Company's Activities

The Board must at each General Meeting in addition to the matters in **clause 15.3** submit to the Members a report on the activities of the Company in the period since the previous General Meeting.

15.5 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 Corporations Act to be transacted at such a meeting.

15.6 Chairperson of Meeting

The Chairperson or in the Chairperson's absence, the Deputy Chairperson of the Company, is entitled to take the chair at each General Meeting. If neither of those persons is present at any General Meeting within thirty (30) minutes after the time appointed for holding such meeting, or neither of them is willing to take the chair, the Members present must elect one of their number, to be Chairperson of the meeting.

15.7 Passing the Chair

If the Chairperson of a General Meeting is unwilling or unable to be the Chairperson for any part of the business of the meeting:

- (a) the Chairperson may withdraw as Chairperson 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 Chairperson. The prior Chairperson is then entitled to resume as Chairperson of the meeting.

15.8 Responsibilities of Chairperson

The Chairperson of a General Meeting is responsible for the general conduct of the meeting and consideration of any item of business which is properly before the meeting. For these purposes, the Chairperson 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) may 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.

15.9 Admission to Meetings

The Chairperson 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 chairperson to be dangerous, offensive or liable to cause disruption;
- (d) who refuses to produce or 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 this Constitution to attend the meeting.

15.10 Adjournment of Meeting

The Chairperson 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 Chairperson determines.

15.11 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 ten (10) business days or more, notice of the adjourned meeting must be given.

16. VOTING AT MEETINGS OF MEMBERS

16.1 Entitlement to Vote

Subject to this Constitution and the terms of issue of any Membership, each natural person who is present at a General Meeting may vote if he or she is a Professional Member, or an attorney or proxy of a Professional Member.

16.2 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) one (1) vote; and
- (b) on a poll, one (1) vote.

16.3 Voting Restrictions

If permitted or contemplated by the Corporations Act or this Constitution, 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 person are to be disregarded.

16.4 Method of Voting

- (a) Every resolution put to a vote at a General Meeting must be determined by the voices or a show of hands (as determined by the Chairperson of the meeting) unless a poll is properly demanded either before or on the determination of the result of the voices or the show of hands.
- (b) Before a vote is taken the Chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

16.5 Demand for Poll

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

- (a) the Chairperson of the meeting; or
- (b) at least five (5) Members present having the right to vote on the resolution.

16.6 Declaring a Result of Vote on Show of Hands

In respect of any General Meeting (unless a poll is so demanded):

- (a) a declaration by the Chairperson 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 the proceedings of the Company,

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

16.7 Conduct of Poll

A demand for a poll may be withdrawn. If a poll is duly demanded (and the demand is 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 Chairperson 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 Chairperson or 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.

16.8 Casting Vote of Chairperson

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

16.9 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.

16.10 Ruling on Votes

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

17. APPOINTMENT AND REMOVAL OF DIRECTORS

17.1 Board of Directors

The Board must comprise of not less than six (6) nor more than nine (9) Directors. From time to time the Board may appoint the then current Chief Executive as an additional Director.

17.2 Term as Director

- (a) Subject to **clauses 17.6, 17.7 and 21.4**, all Directors (other than the Chief Executive if appointed as a Director) are appointed for a term of three (3) years and must retire at the conclusion of the third annual General Meeting following their appointment.
- (b) The Chief Executive (if appointed as a Director) will hold office as a Director only for such time as the Board decide and the Board may resolve to determine the Chief Executive's Office at any time.

17.3 Maximum Terms

A Director may be appointed for a further term. Subject to **clause 21.4** the maximum number of terms for which a Director may hold office is two (2).

17.4 Director's Qualification

A Director must be a Professional Member. At least five (5) Directors must be Fellows.

17.5 Casual Appointment

The Directors may at any time appoint any Professional Member as a Director to fill a casual vacancy on the Board. Until that person is re-elected at a General Meeting, that Director is a "casual appointee".

17.6 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.

17.7 Retirement by Rotation

- (a) Subject to **clauses 17.6** and **21.4**, at the conclusion of every Annual General Meeting, up to three (3) Directors must retire from office. The Directors who have served longest since they were last elected must retire first. If there are equally serving Directors, those equally serving Directors may, among themselves, agree who is to retire by rotation. If those Directors are unable to decide, the Directors to retire by rotation will be chosen by drawing lots;
- (b) A Director who is required to retire under this rule retains office until dissolution or adjournment of the meeting at which the retiring Director retires;
- (c) Subject to **clause 21.4** a retiring Director is eligible for re-election provided that the Director has not served more than two (2) three (3) year terms in total.

17.8 Candidates requiring Nomination

No person is eligible for election to the office of Director at any Annual General Meeting unless duly nominated.

17.9 Call for Nominations

- (a) The Secretary must, no later than thirty-five (35) days prior to the Annual General Meeting call for nominations for the office of Director.
- (b) Nominations for the office of Director must be made to the Secretary at the Registered Office. Nominations close at 5.00pm local time on the day which is no later than twenty-eight (28) days prior to the Annual General Meeting;
- (c) For a nomination to be valid:
 - (i) the nomination must name the candidate and be signed by not less than two (2) Professional Members;
 - (ii) the person nominated must consent to act if elected; and
 - (iii) the nomination and consent must be received before the close of nomination;
- (d) 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 accompanied by the nomination paper, that the Secretary deemed satisfactory, and such acceptance is final.

17.10 Voting Lists

If the number of persons nominating for the office of Director exceeds the number of positions to be filled then no later than twenty-one (21) days prior to the annual General Meeting, the Secretary must distribute to the Professional Members a list of candidates and relevant information along with voting forms.

17.11 Voting

Voting papers must be returned to the Secretary at the Registered Office by 5.00pm local time on the day which is seven (7) days before the holding of the Annual General Meeting.

17.12 Statement of Result

- (a) After the voting is counted, the Secretary must prepare and deliver a statement to the Chairperson of the Annual General Meeting outlining the elected Directors.
- (b) If the votes of two (2) or more candidates are equal the Chairperson of the Annual General Meeting has a casting vote.

17.13 Deemed Reappointment

If there are fewer or an equal number of persons standing for election or re-election than vacancies, all persons will be deemed to be elected at the Annual General Meeting without the need for an actual election.

17.14 Resignation of Director

Any Director may resign from office by giving notice in writing to the Company 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 three (3) months from the date of the giving of the notice.

17.15 Removal of Director

- (a) The Directors may, by unanimous resolution of all other Directors, advise a Director that he or she is unsuitable and seek their resignation.
- (b) The Directors may, by unanimous resolution of all other Directors, resolve to recommend to a General Meeting or Annual General Meeting that a Director be removed from office.
- (c) Subject to the Corporations Act, the Company may by ordinary resolution passed at a General Meeting or Annual General Meeting remove any Director, and if thought fit, appoint another person to replace that Director.

17.16 Vacation of Office

In addition to the circumstances in which the office of Director becomes vacant by virtue of the Corporations 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 Corporations Act relating to mental health; or
- (b) is absent from more than three (3) consecutive meetings of Directors without the prior leave of the Directors.

17.17 Less than Minimum Number of Directors

The continuing Directors may act despite any vacancy in their body.

18. POWERS AND DUTIES OF DIRECTORS

18.1 Powers generally

Subject to the Corporations Act and to any other provisions of this Constitution, the management in control of the Company and of the business and affairs of the Company is vested in the Directors who may exercise all such powers of the company and do all

such acts or things not expressly required by this Constitution or by the Corporations 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.

18.2 **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 other obligations or liability of the Company 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 Company charged upon all or any property of the Company (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.

18.3 **Execution of negotiable instruments**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and/or receipts for money paid to the Company may be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two (2) Directors or in such manner as the Directors at any time determine.

18.4 **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 Company 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.

18.5 **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, with draw, alter or vary all or any of such powers.

18.6 **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 but for such omission would have been valid.

19. PROCEEDINGS OF DIRECTORS

19.1 Frequency of Board Meetings

The Board may meet at such times as the Board may determine provided that at least one Board meeting is held in every period of three (3) consecutive months.

19.2 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.

19.3 Quorum

A quorum for the Board comprises four (4) Directors.

19.4 Chairperson calling a Meeting

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

19.5 Secretary calling a Meeting

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

19.6 Notice of Meeting

Notice of each meeting of the Directors:

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

19.7 Omission to Give Notice

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 such meeting.

19.8 Chairing Meetings of the Directors

The Chairperson will act as chairperson of meetings of the Directors. If, at any meeting of the Directors the Chairperson is not present within ten (10) minutes of the time appointed for holding the meeting then the Deputy Chairperson must act as chairperson of the meeting. If the Deputy Chairperson is not present within fifteen (15) minutes of the time appointed for holding the meeting the Directors present must choose one of their number to be Chairperson of such meeting.

19.9 **Votes of Directors**

Questions arising at any meeting of the Directors must be decided by a majority of votes cast by Directors entitled to vote. Each Director has one vote. If there is an equality of votes, the Chairperson has a second or casting vote.

19.10 **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 document 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 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.

19.11 **Signing of Circular Resolution**

For the purposes of the preceding clause:

- (a) each Director, other than one not entitled to vote on the resolution, may sign the document;
- (b) 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;
- (c) an electronic transmission purporting to be signed by a Director is treated as being in writing signed by such person; and
- (d) two (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.

19.12 **Deemed Minute**

The document or documents referred to in the two (2) preceding clauses are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

19.13 **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) any person purporting to act as an attorney under power of the company,

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, are 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.

19.14 Remuneration of Directors

The Company may pay fees to a Director for performing that person's duties and responsibilities as a Director as determined from time to time by the Board.

The Company may pay all reasonable travelling, accommodation and other expenses that a Director properly incurs:

- (a) for the reimbursement of out of pocket expenses incurred on reasonable commercial terms in carrying out the duties of a Director;
- (b) for any service rendered to the Company in a professional or technical capacity, where the terms of service are on reasonable commercial terms and have been previously approved by resolution of the Directors; or
- (c) where the Chief Executive holds the office of Director and is remunerated in his or her capacity as Chief Executive and not as a Director.

20. DIRECTORS' CONTRACTS AND CONFLICTS OF INTEREST

20.1 Directors Contracts with Company

In relation to Directors' contracts and conflicts of interest, but subject at all times to **clause 19.14**:

- (a) despite any rule under the Corporations Act or equity to the contrary, no Director is disqualified by that office from contracting with the Company;
- (b) no Director (other than the Chief Executive) may be an employee of the Company;
- (c) any such contract, or any contract entered into by way or on behalf of the Company 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 Company 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 interest 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 Corporations Act from doing so. However, such Director may, despite that interest, participate in the execution of any instrument by or on behalf of the Company, when through signing or sealing it or otherwise.

20.2 Material Personal Interest

A Director must notify other directors of a material personal interest in a matter that relates to the affairs of the Company except where the conflict of interest is listed under section 191(2) of the Corporations Act.

20.3 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 Corporations Act (and every other mandatory law) as it may apply from time to time to the Company.

20.4 **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 19.14** (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 may present their case to the meeting of Directors or General Meeting (as the case may be) however, the 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.

20.5 **Notice of Interest**

A general notice given to the Directors by any Director in accordance with section 192 of the Corporations 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;
- (b) is to be regarded as interested in all transactions with such firm or body, is sufficient disclosure as required by the Corporations 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.

20.6 **Office in another company**

- (a) A Director of the Company may be, or become, a Director or other officer of, or otherwise interested in, any body corporate promoted by the Company or in which the Company may be interested, or which holds any membership in the Company;
- (b) No such Director is accountable to the Company 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 owned by the Company, or exercisable by them as Directors of such other body corporate in such a 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 body corporate and as such, is, or may become, interested in the exercise of such voting power in that manner.

20.7 Director of wholly owned subsidiary

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

21. CHAIRPERSON AND DEPUTY CHAIRPERSON

21.1 Qualification of Chairperson and Deputy Chairperson

The Chairperson and Deputy Chairperson must be Fellows of AIM – Qld & NT.

21.2 Appointment

- (a) The Directors must appoint from among their number a Chairperson and Deputy Chairperson at the first Board meeting following the Annual General Meeting each year.
- (b) For the avoidance of doubt, the Chairperson and Deputy Chairperson hold office until the first Board meeting following the Annual General Meeting.

21.3 Term of Office

The Chairperson and Deputy Chairperson may hold office in each role for a period not exceeding three (3) consecutive years.

21.4 Extension of Directorship

The Chairperson and Deputy Chairperson's term as a Director will extend for such period (if necessary) to allow the person to complete his or her full term as Chairperson or Deputy Chairperson.

21.5 Fill Vacancy

Upon expiry of any such extended term of directorship, the vacancy created on the Board may be filled as a casual vacancy.

21.6 Removal of Chairperson or Deputy Chairperson

The Directors may if they consider that the Chairperson or Deputy Chairperson has failed to perform to an adequate level, remove the Chairperson or Deputy Chairperson from office and appoint one of their number as a replacement. Any replacement appointed under this clause will hold office until the first Board meeting following the Annual General Meeting.

22. CHIEF EXECUTIVE

22.1 Appointment of Chief Executive

The Board may at any time:

- (a) appoint a Chief Executive of the company;
- (b) define, limit and restrict that person's powers;

- (c) fix that person's remuneration and duties; and
- (d) subject to the provisions of any contract between that person and the Company, vary any of the powers so conferred;
- (e) remove that person from that office and appoint another person in that person's place.

23. SECRETARY

23.1 Appointment and Duties

The Board may at any time appoint a Secretary of the Company who will comply with the secretarial duties and obligations imposed by the Corporations Act and perform such duties as are determined by the Directors from time to time.

23.2 Restrictions on Voting

The Secretary does not have voting rights at Directors Meetings, but may have voting rights at General Meetings according to his or her level of Membership of the Company.

24. ADVISORY COUNCIL

24.1 Establishment of Advisory Council

The Directors may establish an Advisory Council comprising up to twelve (12) Professional Members to be appointed by the Directors.

24.2 Role and Functions of Council

The role and functions of the Advisory Council are:

- (a) to promote management as a profession;
- (b) to consult and inform the Directors and the Company on management trends and practices;
- (c) to serve as an important communication channel between Members and Directors;
- (d) to participate in Committees and in special projects; and
- (e) to enhance the practice of management.

24.3 Advisory Council Meetings

The Deputy Chairperson or another Director of the Board will act as chairperson of the Advisory Council meetings. The meetings and proceedings of the Advisory Council are governed by the provisions in this Constitution for regulating the meetings and proceedings of the Directors so far as those provisions are applicable.

25. COMMITTEES

25.1 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 powers of Directors) consisting of such person or persons as they think fit.

25.2 **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 Directors.

25.3 **Committee Meetings**

The meetings and proceedings of any Committee, consisting of two (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 proceeding clause.

25.4 **Committee Members as Officers**

Each person appointed to a Committee under **clause 26.1(a)**, if not otherwise an Officer of the Company, is, when exercising the powers so delegated or functions entrusted, an officer of the Company.

26. **REGIONS AND BY-LAWS**

26.1 **Establishment of Regions**

The Board may from time to time as it decides establish or dissolve regions for the purpose of promoting the Objects of the Company.

26.2 **Governance of Regions**

The Board may from time to time impose or vary by-laws which govern the management and operation of regions. Regions must comply with the applicable by-laws in operation from time to time.

26.3 **Breach of By-Law**

If a region breaches any by-law in operation, the Board may, if it decides, dissolve the region.

26.4 **Removal of Regional Management**

If any Professional Member engaged in the management or operation of a region:

- (a) acts in a manner which in the opinion of the Directors brings the Company into serious disrepute; or
- (b) fails to perform at an adequate level,

the Directors may remove such person from the relevant position and appoint another Professional Member as his or her replacement.

27. PATRON

The Board may at its discretion appoint a patron to represent the Company and promote the Objects of the Company throughout the community.

28. MINUTES

If any minutes of a General Meeting or of the Directors are signed by any person purporting to be either the Chairperson of such meeting or the Chairperson 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.

29. SEAL

29.1 Use of Common Seal

The Seal must not be affixed to any document unless it is done by the authority of the Directors or a Committee of them.

29.2 Mode of Execution by Common Seal

Every document to which the Seal is affixed must be signed, to attest the affixing of the Seal, by two (2) persons. One must be a Director, the other must be the Secretary, another Director, or such other person as the Directors may appoint for that purpose. No person may sign in more than one capacity.

30. ACCOUNTS

30.1 The Company must keep proper books of accounts (which may include computer records) of the Company 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.

30.2 The Company must arrange for the accounts to be audited in accordance with the Corporations Act and the applicable State or Territory legislation.

31. NOTICES

31.1 Service of notices

Where this Constitution, the Corporations 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) the 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 Corporations Act, by publication in a newspaper circulating generally in the State in which the Registered Office is located.

31.2 Date of Deemed Service

A document served under **clause 32.1** is treated as having been duly served, regardless of whether it is actually received:

- (a) where clause (b) applies - if the dispatching method is electronic then the next business day after it was dispatched or if another method then two (2) business days following the business day when dispatch occurred;
- (b) where clause (c) applies – on the day the newspaper is first published.

31.3 Counting of Days

- (a) Subject to the Corporations Act, where a specified number of days 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.
- (b) Where a time period ends on a day which is not a Business Day the time period will be deemed to end on the next Business Day.

31.4 Service on Company or its Officers

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

31.5 Signature

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

32. INDEMNITY AND INSURANCE

32.1 Indemnity for officers

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

32.2 Insurance Premiums

The Company 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 Company 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 Corporations Act prohibits. Any such premium in relation to a Director is not regarded, as remuneration approved by Members under this Constitution.

33. WINDING UP OR DISSOLUTION

33.1 Surplus

If on the winding up or dissolution of the Company after the satisfaction of all its debts and liabilities, any property remains (**Surplus**), the Surplus must not be paid or distributed among the Members.

33.2 Transfer of Surplus

The Surplus must be transferred to an institution, body, entity or organisation (**Transferee Entity**):

- (a) having objects similar to the Objects of the Company; and
- (b) whose Constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Company under **clauses 5 and 6**.

33.3 Choice of Transferee Entity

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, Members with at least 5% of the votes that may be cast at a General Meeting of the Company or the liquidator may apply to the Supreme Court of Queensland to choose the Transferee Entity.

34. ALTERATION TO THE CONSTITUTION

The Members of the Company may, from time to time, at an Annual General Meeting or General Meeting modify or alter this Constitution by special resolution, provided that such modification or alteration is made in accordance with the Corporations Act and does not contravene any condition of the Company's licence from the ASIC to omit the word "Limited" from its name.