

CONSTITUTION

Renal Society of Australasia Limited

ACN 092 517 925
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Ratified at the General Meeting on 17 August 2023

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Renal Society of Australasia Limited Constitution

Part A – The Company

1. Name and type of company

- 1.1. The name of the Company is Renal Society of Australasia Limited.
- 1.2. The Company is a not-for-profit public company limited by guarantee which is established to seek to be, and continue to be, a charity.
- 1.3. The liability of Members is limited to the guarantee amount in clause 1.4.
- 1.4. Each Member must contribute an amount not more than \$1.00 (the guarantee) to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:
 - a. debts and liabilities of the Company incurred before the Member stopped being a Member, or
 - b. costs of winding up.

2. Definitions and interpretation

- 2.1. In this Constitution unless contrary intention appears:

"ACNC Act" means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

"Board" means the Board of Directors that is constituted by the persons who hold office as Directors, from time to time.

"Chair" means the person appointed to chair:

- a. a General Meeting under clauses 21.1 and 21.2; or
- b. a Board meeting under clause 42.1.

"Company" means Renal Society of Australasia Limited.

"Constitution" means this Constitution as amended or supplemented from time to time."Corporations Act" means the Corporations Act 2001 (Cth).

"Director" means any person holding a position of Director of the Company, including the President and the Vice-President, as appointed or elected pursuant to this Constitution.

"Elected Director" means a person elected as a Director by the Members as described in clause 29.1.

“General Meeting” means a formal meeting of Members as described in Part C of this Constitution.

“Member” means a Member of the Company pursuant to clause 7.

“Non-voting Member” means a Member without voting rights pursuant to clause 7.3.

“Objects” mean the objects of the Company as set out in clause 3.

“Office Bearer” means a person holding the position of President or Vice-President of the Company in accordance with this Constitution.

“Officer” has the same meaning as is used in the Corporations Act.

“President” means the person elected or appointed as President of the Company in accordance with this Constitution.

“Register” means the register of Members kept by the Company in accordance with the Corporations Act.

“Special Resolution” means a resolution for which notice has been given under clause 18.2.c and that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

“Tax Act” means the *Income Tax Assessment Act 1997 (Cth)* and related tax legislation applicable to not-for-profit entities.

“Vice-President” means the person elected or appointed as Vice-President of the Company in accordance with this Constitution.

“Voting Member” means a Member with voting rights pursuant to clause 7.2.

2.2. Reading this constitution with the Corporations Act:

- a. The replaceable rules set out in the Corporations Act do not apply to the Company.
- b. While the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts.
- c. If the Company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.
- d. A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.

2.3. The following rules of interpretation apply unless contrary intention appears:

- a. a reference to any legislation or to any provision of any legislation includes any regulations made under it and any statutory modification or replacements thereto for the time being in force;
- b. a reference to a clause is a reference to a clause of this Constitution and includes any further embedded content;
- c. the word *person* means a natural person and any company, corporation, association, body or entity whether incorporated or not;
- d. the words *writing* and *written* means printing, typewriting and all other means of representing or reproducing words in visible form;
- e. a gender includes all genders;
- f. singular includes plural and vice versa;
- g. where a word or phrase is defined, its other grammatical forms have corresponding meaning;
- h. headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

3. Objects

- 3.1. The Company is a charitable institution that exists to provide a range of services and support for promoting and improving the treatment and care of people with kidney disease and thus reducing the impact that kidney disease and its treatment can have on individuals, their families and the quality of their life generally.
- 3.2. The Company pursues these Objects through a range of activities and services which may include but are not limited to:
 - a. providing professional development for renal nurses, related allied health professionals and other relevant parties;
 - b. communicating knowledge and information about kidney disease and related health complications and associated treatments and care aimed to address or reduce those complications;
 - c. advocating for the interests of people with kidney and/or associated diseases and for the nurses and health professionals treating and caring for them for better outcomes;
 - d. supporting practice development, research, quality improvement and innovation in the practices and care of treating kidney disease and reducing related complications;
 - e. setting standards for nurses and health professionals caring for people with kidney disease to improve the effectiveness and reduce the discomfort and unwanted effects of the care and treatment; and
 - f. doing all such other things as are incidental or conducive to the attainment of the Objects.

4. Powers

- 4.1. The Company has the legal capacity and powers of a company set out under section 124(1) of the Corporations Act and may only exercise such powers to:
- a. pursue its Objects; and
 - b. do all things incidental or convenient in relation to the exercise of power under sub-clause (a).

5. Application of income and property

- 5.1. The income and property of the Company will only be applied towards the promotion of the Objects.
- 5.2. The Company must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividends or distribution of profits.
- 5.3. Clause 5.2 does not prevent the Company from paying a Member:
- a. by way of reimbursement for expenses properly incurred by the Member on behalf of the Company;
 - b. in return for any services rendered or goods supplied in the ordinary course of business to the Company;
 - c. as a Director in accordance with clause 38; or
 - d. for any other bona fide reason or purpose for the attainment of the Objects.

Part B – Membership

6. Admission

- 6.1. Any person who:
- a. is committed to the Objects; and
 - b. satisfies the eligibility criteria of the relevant class and category of membership as set out in this Constitution and the by-laws;
- may apply to become a Member.

7. Membership classes

- 7.1. The membership classes of the Company are:
- a. Voting Members; and
 - b. Non-voting Members.
- 7.2. Voting Members comprise Ordinary Members and Life Members and any other category of membership with voting rights as determined by the Board from time to time.

- a. Ordinary Members shall be health professionals, academics or allied health professionals engaged in or interested in the care and prevention or treatment of people with kidney and/or associated diseases.
 - b. Life Members shall be those Members who have been awarded Life Membership by the Board in recognition of special services rendered to the Company or for outstanding development in the field of renal care.
- 7.3. Non-voting Members comprise Honorary Members, Corporate Members and any other category of membership without voting rights as determined by the Board from time to time.
- a. Honorary Members shall be individuals who are not Members and have been awarded Honorary Membership by the Board in recognition of special services rendered to the Company or for outstanding development in the field of renal care.
 - b. Corporate Members shall be any corporation or institution concerned with or interested in the renal field or associated areas.
- 7.4. The Board may from time to time determine:
- a. the various categories under each class of membership;
 - b. the various sub-categories under each category of membership; and
 - c. the eligibility criteria for such categories and sub-categories.
- 7.5. The Board may transfer a Member from one category of membership to another category provided the Member consents to the transfer and satisfies the eligibility criteria for the new category.

8. Applications for Membership

- 8.1. Applications for membership must be made in the form and manner prescribed by the Board from time to time.
- 8.2. The Board may at its discretion accept or reject an applicant as a Member.
- 8.3. The Board does not have to give any reason for rejecting an application for membership.
- 8.4. The Company must notify the applicant of the Board's decision to accept or reject the application for admission to membership in accordance with the procedures determined by the Board from time to time.
- 8.5. Upon acceptance of an applicant to be a Member, the applicant must pay any subscriptions in accordance with clause 14.1 within a period as determined by the Board. If any such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of the Company.

- 8.6. Subject to clause 8.5, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

9. Rights and obligations of Members

- 9.1. Voting Members are entitled to:
- a. receive notices of and attend and speak at General Meetings;
 - b. vote at a General Meeting in a manner permitted by this Constitution;
 - c. be eligible for election as a Director; and
 - d. vote in elections for Directors.
- 9.2. Non-voting Members are entitled to attend General Meetings but are not entitled to vote and subject to clause 31 are not eligible for election as a Director nor to vote in elections for Directors.
- 9.3. Every Member shall be bound to further to the best of the Member's ability the Objects, interests, influence and standing of the Company and shall observe the Constitution and the by-laws and regulations of the Company in force from time to time.

10. Legal effect of Constitution

- 10.1. This Constitution constitutes a contract between:
- a. the Company and each Member;
 - b. the Company and each Director and other Officer; and
 - c. each Member and each other Member
- under which each person referred to above agrees to comply with and be bound by the provisions of this Constitution so far as they apply to that person.

11. Cessation of Membership

- 11.1. A Member's membership of the Company will cease:
- a. upon receipt by the Company of written notice of the Member's resignation from membership;
 - b. when the Member no longer meets the criteria for their respective category of membership, unless transferred to another category of membership by the Board;
 - c. if membership lapses under clause 14.2;
 - d. if the Member is expelled from the Company;
 - e. if the Member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - f. upon the death, bankruptcy or insolvency of that Member; or

- g. if the Member is convicted of an indictable offence unless the Board resolves otherwise.

11.2. Any Member who ceases to be a Member:

- a. will not be entitled to any refund or part refund of any membership fee; and
- b. will not be readmitted as a Member until any unpaid monies outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding monies.

12. Disciplining Members

12.1. The Board may take disciplinary action against a Member who:

- a. fails to comply with this Constitution; or
- b. engages in conduct prejudicial to the interests of the Company or behaves in a way that causes or is likely to cause harm to the Company.

12.2. The Board may determine the procedures and rules relating to the disciplining of Members and any appeals process. This may include appointing a disciplinary committee to hear the matter and to recommend what penalties to impose, if any, against the Member.

12.3. The Board must ensure that procedural fairness is applied to any procedures and rules relating to the disciplining of Members and any appeals process. This includes ensuring that the Member:

- a. is informed of the grounds upon which the disciplinary action is proposed to be taken; and
- b. has been given an opportunity to be heard in relation to the matter.

12.4. The penalties that may be imposed by the Board include, but are not limited to:

- a. suspension of the membership rights of the Member for a specified period; or
- b. expulsion of the Member from the Company.

13. Rights not transferable

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

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon the person ceasing to be a Member.

14. Membership fees

- 14.1. The Board may from time to time charge fees to Members that may include joining fees and annual membership fees. The Board may determine the amounts of such fees for each Member or each class or category of membership and the time and manner of payment of such fees.
- 14.2. If a Member fails to pay the fees when they are due, the Member will be notified of the default and if the default is not rectified within 30 days of the Member being notified, then membership will lapse and their name will be removed from the Register. The Board may make exceptions to this rule in special circumstances.
- 14.3. The Board may at its discretion determine that no fee, in full or in part, is payable by a Member or a particular category of membership.

Part C - General Meetings

15. Calling of General Meetings

- 15.1. The Board may convene a General Meeting at any time it thinks fit.
- 15.2. Annual General Meetings will be convened by the Board in accordance with the Corporations Act.
- 15.3. Members may request or call and arrange to hold a General Meeting in accordance with the provisions of the Corporations Act applicable to a public company limited by guarantee that is not subject to the ACNC Act.

16. Using technology to hold meetings

- 16.1. A General Meeting may be held at 2 or more places using any technology that gives the Members present at those places a reasonable opportunity to participate in the meeting, including to hear and be heard.
- 16.2. Anyone using this technology is taken to be present in person at the meeting.

17. Business at Annual General Meetings

- 17.1. The business of the Annual General Meeting may include the following matters even if not referred to in the notice of meeting:
 - a. consideration of the annual financial report, Directors' report and auditor's report;
 - b. election or announcement of Directors; and
 - c. appointment of the auditor.

18. Notice of General Meeting

- 18.1. Except where a shorter notice period is permitted by the Corporations Act, at least 21 days' notice of any General Meeting must be given to
- a. each Voting Member;
 - b. each Director; and
 - c. the auditor.
- 18.2. A notice of a General Meeting must specify:
- a. the date, time and place of the meeting;
 - b. the general nature of the business to be transacted at the meeting;
 - c. if a Special Resolution is to be proposed, state in full the proposed resolution and the intention to propose it as a Special Resolution;
 - d. if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this; and
 - e. a statement that Voting Members have the right to appoint proxies and the relevant proxy form.
- 18.3. The non-receipt of a notice of a General Meeting or the accidental omission to give notice to any person entitled to receive the notice does not invalidate anything done or any resolution passed at the General Meeting.

19. Cancellation or postponement

- 19.1. The Board may cancel, postpone or change the venue of a General Meeting (other than a meeting requisitioned by Members) at any time prior to the meeting. The Board must endeavour to notify each person entitled to receive notices of the meeting of the cancellation, postponement or change of venue.

20. Quorum

- 20.1. No business shall be transacted at a General Meeting unless a quorum is present.
- 20.2. The quorum for any General Meeting is the lesser of:
- a. 50 Voting Members; or
 - b. 5% of Voting Members;
- entitled to vote at that General Meeting and present in person or by proxy.
- 20.3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present:
- a. the meeting if convened upon the requisition of Members shall be dissolved;

- b. in any other case the meeting shall stand adjourned to such other day and at such other time and place as the President may determine.
- 20.4. If at the adjourned meeting the quorum is not present within half an hour after the appointed time for the commencement of the meeting, then the meeting will lapse.

21. Chair for General Meetings

- 21.1. The President will be the Chair for each General Meeting.
- 21.2. If the President is not present within 15 minutes after the time appointed for the commencement, or is unable or unwilling to act, the following may chair the meeting (in order of precedence):
 - a. the Vice-President;
 - b. if the Vice-President is not present or is unable or unwilling to act, any other Director present who has been appointed as Chair by those other Directors present;
 - c. if none of the Directors are present or are able or willing to act, then a Voting Member present chosen by a majority of the Voting Members present.
- 21.3. Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chair of the meeting whose decision is final.

22. Adjournment

- 22.1. The Chair of a General Meeting at which a quorum is present may in accordance with the law or with the consent of the majority of Voting Members present at the meeting adjourn the meeting from time to time and place to place.
- 22.2. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 22.3. When a General Meeting is adjourned for 28 days or more, new notice must be given of the adjourned meeting to each Member and person entitled to receive the notice.

23. Voting and decisions

- 23.1. Decisions made at a General Meeting shall be determined by a majority of the votes cast by Voting Members eligible to vote at that meeting, except in the case where a Special Resolution is required by law or this Constitution.
- 23.2. If the votes are equal, the motion is not carried.

- 23.3. Each Voting Member will have 1 vote only on a matter, whether on a show of hands or a poll.
- 23.4. A Voting Member will not be entitled to exercise their right to vote if at the time of the meeting, their membership fee is overdue and unpaid pursuant to clause 14.2.
- 23.5. A Member or the Chair may only challenge a person's right to vote at a General Meeting at that meeting. If a challenge is made, the Chair must decide whether or not the person may vote. The Chair's decision is final.
- 23.6. At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- a. the Chair; or
 - b. the lesser of at least 5 Voting Members entitled to vote on the resolution, or Voting Members with at least 5% of the votes that may be cast on the resolution on a poll.
- 23.7. On a show of hands, the Chair's decision is conclusive evidence of the result of the vote. The Chair and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 23.8. If a poll is duly demanded it will be taken when and how the Chair directs unless clause 23.9 applies.
- 23.9. A poll demanded on the election of a Chair or on the question of an adjournment must be taken immediately.
- 23.10. A demand for a poll may be withdrawn.

24. Proxies

- 24.1. A Voting Member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 24.2. A proxy does not need to be a Member.
- 24.3. A proxy appointed to attend and vote for a Voting Member has the same rights as the Voting Member to:
- a. speak at the meeting;
 - b. vote on a poll (but only to the extent allowed by the appointment); and
 - c. join in to demand a poll under clause 23.6
- 24.4. An appointment of proxy (proxy form) must be signed by the Voting Member appointing the proxy and must contain:
- a. the Voting Member's name and address;

- b. the proxy's name or the name of the office held by the proxy; and
 - c. the meeting(s) at which the appointment may be used.
- 24.5. A proxy appointment may be a standing one.
- 24.6. Proxy forms must be received by the Company at the address stated in the notice under clause 18.2 or at the Company's registered address at least 48 hours before a General Meeting.
- 24.7. A proxy does not have the authority to speak and vote for a Voting Member at a meeting while the Voting Member is at the meeting.
- 24.8. Unless the Company receives written notice at least 48 hours (or any shorter period the Board may permit) before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Voting Member:
 - a. dies;
 - b. is mentally incapacitated;
 - c. revokes the proxy's appointment; or
 - d. revokes the authority of a representative or agent who appointed the proxy.
- 24.9. A proxy appointment may specify the way the proxy must vote on a particular resolution.
- 24.10. If a person attends a General Meeting:
 - a. both as a Voting Member and as a proxy; or
 - b. representing more than 1 Voting Member,then:
 - c. on a show of hands, the person is entitled to 1 vote only regardless of the number of Voting Members the person represents; and
 - d. on a poll taken on a resolution, the person has 1 vote for each Voting Member the person represents and if the person is also a Voting Member, they have a separate vote as a Voting Member.
- 24.11. When a poll is taken on a resolution, a proxy does not need to vote, unless the proxy appointment specifies the way they must vote and if the way they must vote is specified on the proxy form, they must vote that way.
- 24.12. In the event of a Voting Member not nominating a particular person as proxy on the proxy form, the proxy may be exercised by the Chair unless the Voting Member indicates otherwise.

25. Direct voting

- 25.1. The Board may determine that at any General Meeting, a Voting Member who is entitled to vote at that meeting is entitled to a direct vote. A 'direct vote' includes a vote delivered to the Company by post, fax or other electronic means approved by the Board. The Board may specify the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.
- 25.2. If a Voting Member casts a direct vote on a particular resolution that is put to a vote at a General Meeting, and the Voting Member or their proxy attends the meeting, then they are not entitled to vote and must not vote on the matter at the General Meeting.
- 26. Attendance of non-members at General Meetings**
- 26.1. The Board may invite any person, whether a Member or not, to attend and/or speak at a General Meeting.

Part D - Board of Directors

27. Powers of the Board

- 27.1. The Board will govern the business and affairs of the Company and may exercise all powers and do all such things that may be exercised or done by the Company, except for anything which must be exercised by the Company in General Meeting as required by the Act or by this Constitution.
- 27.2. The Board may by resolution make, amend or revoke by-laws for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Company. These by-laws are binding on the Board and the Members.
- 27.3. Any question, issue or dispute relating to or arising in consequence from this Constitution shall be determined by the Board.

28. Delegation of powers

- 28.1. The Board may delegate any of its powers and/or functions to one or more committees or any employee of the Company or any other person as the Board thinks fit.
- 28.2. In exercising any powers so delegated, the committee, employee or person must comply with any terms and conditions that may be set by the Board.

29. Number of Directors

- 29.1. The Board will comprise:
- a. up to 7 Elected Directors; and
 - b. up to 3 External Directors appointed in accordance with clause 31.1.

- 29.2. The minimum number of Elected Directors shall be 5.
- 29.3. At least 1 of the Elected Directors will be resident in New Zealand.
- 29.4. The Board will not be irregularly constituted by reason that there is not an Elected Director resident in New Zealand.
- 29.5. In the event that a Voting Member resident in New Zealand is not elected as a Director, the Board will appoint to the Board a Voting Member in New Zealand who will have full voting rights.

30. Director eligibility

- 30.1. An Elected Director must be a Voting Member.
- 30.2. A person is not eligible to be a Director if they are ineligible to be a director under the Corporations Act or the ACNC Act.

31. External Director

- 31.1. The Elected Directors may by resolution appoint up to 3 additional persons as External Directors to serve on the Board at any one time, where appropriate skill, experience or knowledge is sought that complement the existing skills on the Board and to enhance the ability of the Board to discharge its duties and advance the Objects of the Company.
- 31.2. An External Director may be, but is not required to be, a Member.
- 31.3. At least 1 of the External Directors will be a consumer representative from Kidney Health Australia or Kidney Health New Zealand, who will not hold any voting rights.
- 31.4. The Board will not be irregularly constituted by reason that there is not an External Director who is a consumer representative from Kidney Health Australia or Kidney Health New Zealand.
- 31.5. The Board will seek nominations for a consumer representative from the Kidney Health Australia or Kidney Health New Zealand. In the event that a consumer representative from Kidney Health Australia or Kidney Health New Zealand is not elected as an External Director, the Board may by resolution appoint a consumer representative as External Director to serve on the Board.

32. Elections

- 32.1. Elections when required will be held prior to the Annual General Meeting in accordance with the procedures determined by the Board and set out in the by-laws.
- 32.2. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held prior to the Annual General Meeting, which may include an electronic ballot as determined by the Board.

- 32.3. If insufficient nominations are received to fill all vacancies on the Board:
- a. the candidates nominated shall be declared elected at the Annual General Meeting; and
 - b. any unfilled positions remaining on the Board shall be deemed casual vacancies.
- 32.4. If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated shall be declared elected at the Annual General Meeting.

33. Terms of office

- 33.1. Results of an election or of the nomination process will be announced at the Annual General Meeting and Elected Directors will hold office for a term of up to 3 years commencing from the end of that Annual General Meeting until the end of the third following Annual General Meeting.
- 33.2. At each Annual General Meeting, at least one of the Elected Directors will retire. The Elected Directors to retire are those elected or appointed in association with the Annual General Meeting three years prior and those appointed to fill casual vacancies prior to the last Annual General Meeting.
- 33.3. An External Director will hold office for a term determined by the Elected Directors of up to 3 years from the date of appointment.
- 33.4. Subject to clause 33.5, a Director may not serve more than 9 consecutive years as a Director. Upon serving 9 consecutive years, a Director may only stand for re-election or reappointment after a period of at least 2 years following the expiration of their 9th year.
- 33.5. Any time served by a Director as President will suspend the counting of the 9 years in clause 33.4 but will resume again if after their term as Office Bearer the individual remains a Director.

34. Alternate Directors

- 34.1. Alternate Directors are not permitted.

35. Casual vacancies

- 35.1. The Directors may appoint a person as an Elected Director to fill a casual vacancy if that person is an eligible Voting Member.
- 35.2. Any individual so appointed to fill a vacancy of an Elected Director will hold office for the remainder of the term of that vacancy.
- 35.3. The Board may act even if there are vacancies on the Board. However, if the number of Directors is reduced below the minimum of 5 Elected Directors, the continuing Directors may act only:

- a. in an emergency; or
 - b. for the purposes of appointing additional eligible Voting Members as Elected Directors up to the minimum number; or
 - c. to convene a General Meeting.
- 35.4. A Director stops being a Director if they:
- a. die;
 - b. are an Elected Director who ceases to be a Voting Member; or
 - c. become bankrupt or makes any arrangement or composition with creditors generally unless the Board resolves otherwise;
 - d. become ineligible to be a director of a company under the Corporations Act or the ACNC Act;
 - e. resign their office by written notice given to the Company;
 - f. are removed from office pursuant to clause 36.1;
 - g. become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - h. are absent from two consecutive meetings of the Board, unless at the next Board meeting the Board resolves otherwise;
 - i. are convicted on indictment of an offence and the Board does not resolve to confirm the Director's appointment following the conviction; or
 - j. fail to disclose a material personal interest in breach of the law unless at the next meeting of the Board the Board resolves otherwise.

36. Removal of Director

- 36.1. Voting Members may by ordinary resolution in a General Meeting remove any Director from office in accordance with the Corporations Act.

37. Office Bearers

- 37.1. The Office Bearers of the Company are:
- a. President; and
 - b. Vice-President.
- 37.2. The Board will appoint the Office Bearers from amongst its number at the first Board meeting held after the Annual General Meeting or at any time after a vacancy arises.
- 37.3. Each Office Bearer will hold their position:

- a. for a period of approximately 1 year or until the first board meeting after the next Annual General Meeting following their appointment, but will be eligible for reappointment;
 - b. until they resign from their position as Office Bearer by written notice to the Company; or
 - c. until they are removed from their position as Office Bearer by resolution of the Board, in which case they will remain an Elected Director.
- 37.4. The President and the Vice-President must each be Voting Members.
- 37.5. There will be a term limit on the President of 4 consecutive years. Upon serving 4 consecutive years as President an individual may stand again as President after a period of 1 year has expired following the expiration of their 4th year.
- 37.6. There will be a term limit on the Vice-President of 4 consecutive years. Upon serving 4 consecutive years as Vice-President an individual may stand again as Vice-President after a period of 1 year has expired following the expiration of their 4th year.
- 37.7. Office Bearers will not hold office beyond their retirement or removal from the Board as a Director.

38. Payments to Directors

- 38.1. The Board may resolve to pay remuneration to any Director for ordinary services as a Director including services performed by a Director in their position as President. However, the total amount paid in any year to all Directors must not exceed the maximum amount if any fixed by the Voting Members in General Meeting and payments may only be made if a maximum amount is so fixed.
- 38.2. Directors are also entitled to receive payments for:
- a. out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board; or
 - b. any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and is on reasonable commercial terms;

and any such payment under this clause 38.2 is in addition to the maximum amount fixed by the Voting Members in General Meeting.

Part E - Board meetings

39. Calling of Board meetings

- 39.1. The Board will meet for the dispatch of business, adjourn and otherwise regulate its meetings at such place and time as the Board may determine.
- 39.2. The President or any 2 or more Directors may at any time, and the Company Secretary must on the request of the President or any 2 or more Directors, call a Board meeting.

40. Notice

- 40.1. Subject to clause 40.2, all Directors must be given at least 7 days' notice of a Board meeting.
- 40.2. In cases of urgency, a meeting can be held without notice being given in accordance with clause 40.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 40.3. Notice may be given orally or in writing and using any technology.

41. Quorum

- 41.1. No business shall be transacted by the Board unless a quorum is present. The quorum for a meeting of the Board shall be half of the number of Directors currently in office and in Australasia, rounded up if not a whole number.

42. Chair

- 42.1. At a meeting of the Board, the President shall preside as Chair. If the President is absent or unwilling to act, then the Vice-President shall preside and if the Vice-President is not present or is unwilling to act, the remaining Directors shall choose another Director to preside as Chair at the meeting.
- 42.2. Despite anything in clause 42.1, if the President (or as applicable the Vice-President) later attends a meeting of Directors or is later willing to act then they must take the role of Chair of the meeting.

43. Voting and decisions

- 43.1. Decisions made at a meeting of the Board will be determined by a majority of votes cast by Directors present and eligible to vote at the meeting. Each Director has 1 vote.
- 43.2. In the event of an equality of votes on any question, the Chair does not have a second or casting vote.

44. Conflicts of interest

- 44.1. A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being

considered at a Board meeting (or that is proposed in a resolution made outside of a Board meeting):

- a. to the other Directors and, where applicable, to the Members in General Meeting; or
- b. if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.

44.2. The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

44.3. Each Director who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a resolution made outside of a Board meeting) must not, except as provided under clause 44.4:

- a. be present at the meeting while the matter is being discussed, or
- b. vote on the matter.

44.4. A Director may still be present and vote if:

- a. their interest arises because they are a Member of the Company, and the other Members have the same interest;
- b. their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see clause 57);
- c. their interest relates to a payment by the Company under clause 57 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
- d. the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
- e. the Directors who do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and
 - ii. says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

45. Use of technology

45.1. A Board meeting may be held using any technology consented to by all the Directors. The consent may be a standing one provided it is reviewed annually.

45.2. A Director may only withdraw their consent to the use of technology proposed for a Board meeting if they do so at least 48 hours before the meeting.

- 45.3. A Board meeting held by means of technology is taken to be held at the place where Chair of the meeting is, or at such other place as determined by the Chair of the meeting provided that at least 1 of the Directors involved was at that place for the duration of the meeting.
- 45.4. A Director who participates in a Board meeting permitted under clause 45.1 is taken to be present at the meeting and is entitled to vote.

46. Resolutions made outside of Board meetings

- 46.1. The Board may pass a resolution without a Board meeting being held. The resolution may be passed by written or electronic communication.
- 46.2. The resolution is passed if at least a majority of Directors entitled to vote on the resolution sign or authorise a document stating that they are in favour of the resolution proposed. The resolution is taken to be passed when the last Director who constitutes a majority in favour signs or authorises the document.
- 46.3. Any such resolution may consist of multiple copies of the same document, each signed or authorised by one or more of the Directors. The document may be in the form of a facsimile transmission or electronic communication.

47. Validity of acts

- 47.1. Any act done by the Board is valid and effective despite any defect that may afterwards be discovered in the appointment or qualification of any Director.
- 47.2. A procedural defect in decisions made by the Board will not result in such decisions being invalidated.

Part F – Branches

48. Branches

- 48.1. The Board may establish, dissolve and amend Branches according to the needs of the Company, the geographic location of a particular group of Members or any other criteria as determined by the Board.
- 48.2. A Branch must comply with any by-laws or terms or conditions set by the Board to govern the operations of the Branch.

Part G - Records

49. Minutes

- 49.1. The Board must ensure that minutes are made and kept of

- a. proceedings and resolutions of Board meetings;
- b. proceedings and resolutions of General Meetings of Members;
- c. resolutions passed by the Board without a meeting; and
- d. proceedings and resolutions of any committees of the Board.

50. Registers

- 50.1. The Company must keep all registers required by this Constitution and the Corporations Act.
- 50.2. The registers must be made available as required by the Corporations Act.

51. Financial records

- 51.1. The Company must keep written financial records that:
 - a. correctly record and explain its transactions and financial position and performance; and
 - b. would enable true and fair financial statements to be prepared and reviewed or audited.

52. Inspection of records

- 52.1. A Member is not entitled to inspect the financial records or other documents of the Company unless authorised by the Board or the Corporations Act.

Part H - Administration

53. Company Secretary

- 53.1. There must be at least 1 Company Secretary appointed by the Board on any terms as the Board sees fit. The Board may remove or terminate such appointment subject to law.
- 53.2. If the Company is subject to the ACNC Act and the Company Secretary is not a Director and not a responsible entity in accordance with the ACNC Act, prior to being appointed they must enter into a deed with the Company to act in accordance with the duties and obligations of an Officer.

54. Auditor

- 54.1. Subject to the provisions of the Corporations Act, the Company shall appoint an auditor, whose appointment, removal and duties shall be regulated by the Corporations Act.
- 54.2. The accounts of the Company shall be examined by the auditor at least once in every year and a report prepared by the auditor in such

form as is required by the ACNC Act or by any resolution of the Board.

55. Alteration of Constitution

55.1. This Constitution may only be altered by the Voting Members passing a Special Resolution.

56. Notices

- 56.1. Any notice required to be given to a Member under this Constitution may be given:
- a. by handing the notice to the Member personally; or
 - b. by sending it by post to the Member at the address recorded in the Register; or
 - c. by email or facsimile transmission to an address or number provided by the Member.
- 56.2. Any notice required to be given to the Company may be given:
- a. by sending the notice by post to the registered address; or
 - b. by leaving the notice at the registered address; or
 - c. by email to the email address nominated by the Company for that purpose; or
 - d. by facsimile transmission to the facsimile number of the Company.
- 56.3. A notice is taken, unless the contrary is proved, to have been given or served:
- a. in the case of a notice given or served personally, on the date on which it is received by the Member or the Company;
 - b. in the case of a notice sent by post to a Member in Australia, on the next business day after posting;
 - c. in the case of a notice sent by post to a Member outside Australia, on the day it would be delivered in the ordinary course of post; and
 - d. in the case of a notice sent by electronic or facsimile transmission, on the date it was sent.

57. Indemnity and insurance

- 57.1. For the purposes of this clause 57, 'officer' has the same meaning as in the Corporations Act including a person who is or has been a Director or Company Secretary.
- 57.2. The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 57.3. In clause 57.2, 'to the relevant extent' means:

- a. to the extent that the company is not precluded by law (including the Corporations Act) from doing so; and
 - b. for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 57.4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.
- 57.5. To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

58. Seal and execution of documents

- 58.1. If the Company has a common seal, the seal shall be kept in the custody of the Company Secretary or their nominee.
- 58.2. The seal shall not be affixed to any instrument except by authority of the Board and the affixing thereof shall be attested by the signatures of:
 - a. 2 Directors; or
 - b. a Director and the Company Secretary,and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.
- 58.3. Notwithstanding clauses 58.1 and 58.2, the Company may execute a document without use of the seal or in any other manner as permitted by law.

59. Winding Up

- 59.1. In the event of the winding up or the cancellation of the incorporation of the Company, the surplus assets of the Company must not be distributed to any Members or former Members.
- 59.2. Subject to the Act and any court order made under the Act, the surplus assets must be given to a body that:
 - a. has similar objects to the Company and whose constitution requires it to apply its income in promoting those objects; and
 - b. whose constitution prohibits it from making distributions to its members to at least the same extent as in clause 5.
- 59.3. The body to which the surplus assets are to be given is to be determined by Voting Members at or before the time of winding up, or failing that, by the Board at or before the time of winding up, and

failing such determination, by application to a court that has jurisdiction in the matter.

- 59.4. If the Company is endorsed or duly authorised in any way as a deductible gift recipient in accordance with the Tax Act and the Company maintains accounts or a gift fund pursuant to such endorsement or authorisation, the Company must on the earlier of the winding up of such accounts or gift fund or of the Company having its deductible gift recipient endorsement or authorisation revoked transfer any surplus assets of those accounts or gift fund to another institution or body corporate in Australia that has:
- a. objects that are similar to the Objects;
 - b. a constitution that requires its income and property to be applied to promoting its objects;
 - c. a constitution that prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by clause 5; and
 - d. that satisfies specific requirements of the Tax Act related to the management of a gift fund or of accounts used for the handling of deductible gift recipient funds.
- 59.5. The identity of the institution or body corporate under clause 59.4 is to be determined by the Members and failing such determination being made, by the Directors.

