

CONSTITUTION

of

AUSTRALASIAN GYNAECOLOGICAL ENDOSCOPY AND SURGERY SOCIETY LTD ACN 75 573 367

A Company Limited by Guarantee

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1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution, and any Regulations unless the context otherwise requires:

“**Act**” means the *Corporations Act 2001* (Cth);

“**Associate Member**” means any person who becomes an Associate Member of the Company in accordance with this Constitution;

“**Board**” means the Board of Directors of the Company;

“**Chair**” in reference to:

- (a) a General Meeting refers to the chair of the meeting as referred to in clause 12.3;
- (b) a Board Meeting refers to the chair of the meeting as referred to in clause 15.6; and
- (c) a Board Committee Meeting refers to the chair of the meeting as referred to in clause 16.2.

“**Company**” means Australasian Gynaecological Endoscopy and Surgery Society Ltd, formerly known as Australian Gynaecological Endoscopy Society Ltd;

“**Director**” means any person appointed to the Board;

“**Executive**” means the positions on the Board nominated as “President”, “Vice President”, “Secretary” and “Treasurer” collectively;

“**Financial Member**” means any Member who has paid membership fees within 90 days of them becoming due as required by this Constitution and does not include an Honorary Member;

“**General Meeting**” means a meeting of Members of the Company;

“**Honorary Member**” means any person who becomes an Honorary Member of the Company in accordance with this Constitution;

“**Life Member**” means any Ordinary Member who is made a Life Member in accordance with this Constitution;

“**Member**” means a person approved by the Board to be a Member and includes an Ordinary Member, Trainee Member, Associate Member, Life Member and an Honorary Member;

“**Ordinary Directors**” means those Directors that are not members of the Executive or the Trainee Member Director;

“**Ordinary Member**” means any person who becomes an Ordinary Member of the Company in accordance with this Constitution;

“**Recognised Specialist**” means a member of RANZCOG (as defined in clause 3.1(d)) or a person otherwise accepted by the Board as a recognised specialist in gynaecology, endoscopy and surgery;

“**Register of Members**” refers to the register of members referred to in clause 8.6;

"Regulations" means the regulations made by the Board pursuant to clause 29;

"Trainee Member" means any person who becomes a Trainee Member of the Company in accordance with this Constitution;

"Trainee Member Director" means a Trainee Member who is appointed to the Board;

"Voting Member" means any Member who is entitled to vote at General Meetings, and includes Ordinary Members who are Financial Members at the time of voting but does not include Associate Members or Trainee Members.

"Voting Regulations" means the voting regulations annexed to this Constitution, as amended from time to time in accordance with clause 15.2(e).

1.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender and vice versa;
- (c) words importing persons include corporations;
- (d) expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (e) all headings contained in this Constitution are for guidance and do not form part of the substance of this Constitution.
- (f) Where any matter arises in the conduct of the affairs of the Company which is not provided for in this Constitution or where any difficulty arises in respect to the interpretation or application of any clauses within this Constitution the Board shall determine the course to be adopted.

1.3 Name of Company

The name of the Company is Australasian Gynaecological Endoscopy and Surgery Society Ltd.

2 EXCLUSION OF REPLACEABLE RULES

Subject to Part 2B.4 of the Act, the replaceable rules shall not apply to the Company.

3 OBJECTS AND POWERS

3.1 Objects

The objects of the Company are to provide a forum for education and for the dissemination of knowledge and for research in relation to gynaecological endoscopy and surgery, and in furthering these objects:

- (a) To promote training and education in the field of gynaecological endoscopy and surgery;

- (b) To promote the creation and setting of a curriculum for training and education in the field of gynaecological endoscopy and surgery;
- (c) To promote or sponsor seminars, conferences, educational courses or training programs in or out of Australasia either alone or in conjunction with any affiliated body; and
- (d) To seek affiliation with the Royal Australian and New Zealand College of Obstetricians and Gynaecologists ("**RANZCOG**"), the Australian Medical Company or other similar professional bodies and any body or company having in whole or in part similar objects, including educational institutions.

3.2 Powers

The Company shall have the legal capacity and all the powers of a natural person. The powers in subsection 124(1) of the Act shall apply to the Company except insofar as they are inconsistent with the objects of the Company or this Constitution.

4 INCOME AND PROPERTY

- (a) Except as otherwise provided by this Constitution, the income and property of the Company shall be applied solely towards the promotion of the objects of the Company and other than as provided by this Constitution or at law, no portion of it shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to Members.
- (b) The Company may make a payment in good faith of remuneration to any Member in return for any services rendered to the Company or for goods supplied to the Company in the ordinary and usual way of business.
- (c) No Director shall be appointed to any salaried office of the Company or any office of the Company paid by fees and no payment shall be made or other benefit in money or money's worth shall be paid or given by the Company to any Director except in respect of:
 - (i) repayment of out-of-pocket expenses incurred by the Director in the performance of any duty as a director of the Company where the amount payable does not exceed an amount previously approved by the Board;
 - (ii) payment for any service rendered to the Company by the Director in a professional or technical capacity, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be a reasonable payment for the service, and
 - (iii) payment of any stipend which has been approved by the Board to be paid to any Director.
- (d) Every Member of the Company undertakes to contribute to the assets of the Company if the Company is wound up during the time they are a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which they cease to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of contributories among themselves, provided such amount as may be required does not exceed ten dollars (\$10.00).

5 NO DISTRIBUTION TO MEMBERS

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities of the Company, any property remaining, that property shall not be paid to or distributed among the Members, but shall be given or transferred to:

- (a) RANZCOG; or in the event RANZCOG no longer exists
- (b) to any other institution or institutions as determined by the Voting Members of the Company at or before the time of dissolution (or in default of such determination, by determination of a court of competent jurisdiction), provided the objects of such institution or institutions are similar to the objects of the Company and this constitution of such institution or institutions prohibits the distribution of their income and property among their members.

6 LIMITED LIABILITY

The liability of members is limited to the payment of the amount referred to in clause 4(d).

7 ORGANISATION CONTROL AND POLICY

7.1 Control with Board

- (a) The management and control of the Company shall be vested in the Board.
- (b) The Board may, subject to the provisions of this Constitution and the decisions of any General Meeting, exercise every power of the Company.

8 MEMBERSHIP

8.1 Classes of Membership

There shall be the following classes of Members, namely:

- (a) **Ordinary Members** consisting of medical practitioners who are or have been Recognised Specialists and who apply for and are admitted to such membership by the Board and includes those members that are admitted to membership as Life Members;
- (b) **Trainee Members** consisting of medical practitioners in training to be specialists or for a further subspeciality in obstetrics and gynaecology endoscopy surgery who apply for and are admitted to such membership by the Board;
- (c) **Associate Members** consisting of medical practitioners (who are not Recognised Specialists), nurse practitioners, or any other professionals who, in the opinion of the Board, have an interest in the objects of the Company and who apply for and are admitted to such membership by the Board. Associate Members will not be Voting Members;
- (d) **Honorary Members** consisting of medical practitioners, or other persons, who, in the opinion of the Board, have made an outstanding contribution to the field of gynaecological endoscopy and surgery and who have been nominated for membership as an Honorary Member by an Ordinary Member and are admitted to such membership by a unanimous resolution of the Board. An Honorary Member will

not be a Financial Member entitled to vote at any general meeting unless the Honorary Member is otherwise an Ordinary Member and pays membership fees; and

- (e) **Life Members** consisting of Ordinary Members or former Ordinary Members, who have made an outstanding contribution to furthering the objects of the Company through service as a Member or Director or former Director of the Company in such a manner as the Board considers warrants such an honour being bestowed, who have been nominated by any two Directors, and who have been appointed as Life Members by unanimous decision of the Board.

An Ordinary Member admitted as a Life Member will enjoy all the rights obligations and privileges of an Ordinary Member and will be deemed to be a Financial Member whilst remaining an Ordinary Member without being liable to pay any membership fees.

8.2 Admission to Membership

- (a) An application for membership shall be made in writing, and shall be in such form as the Board from time to time prescribes.
- (b) At the meeting of the Board held after receipt of an application for membership and payment of any the membership fee applicable for the relevant class of membership, the application shall be considered by the Board.
- (c) Upon the Board accepting or rejecting an application, the Secretary shall forthwith notify the applicant in writing.
- (d) A person will not be a member until the Board has approved their application as a member and their details are recorded in the Register of Members.

8.3 Membership Fees

- (a) The annual membership fees for each class of membership shall be determined by the Board provided that:
 - (i) The membership fees for each class of membership shall be payable annually at the commencement of each calendar year or at such other time and in such manner as the Board shall from time to time determine;
 - (ii) Any Ordinary Member who is a Life Member will not be required to pay a membership fee;
 - (iii) A membership fee will not be levied on an Associate Member or Trainee Member and will not be levied on an Honorary Member, unless the Honorary Member is also an Ordinary Member.
- (b) A Member who is liable to pay membership fees, who fails to pay their membership fees within 90 days of such fees being due for payment shall be deemed to be an un-financial member.

8.4 Termination of Membership

- (a) Members may resign their membership by written notice to the Secretary.
- (b) If a Member:
 - (i) is convicted of an indictable offence;

- (ii) fails to comply with any of the provisions of this Constitution;
- (iii) has ceased to become a Financial Member and, having been notified in writing by the Secretary that the Member is no longer a Financial Member, fails to pay their membership fees within a further 90 days of the date of such notice; or
- (iv) acts in a manner considered by the Board to be injurious or prejudicial to the character or interests of the Company;

the Board shall consider whether their membership shall be terminated or suspended for such period as the Board shall think proper.

- (c) If the Board resolves to terminate or suspend the membership of a Member it shall instruct the Secretary to advise that Member in writing and the Secretary shall amend the Register of Members to record that the Member has ceased or been suspended as a Member and the date they ceased to be or were suspended as a Member.
- (d) A person who has resigned as a Member may be readmitted to membership in accordance with the normal requirements for membership.

8.5 Review

- (a) A person ("**Applicant**") whose membership has been terminated or suspended may within 7 days of receiving written notification seek a review of the decision of the Board by lodging with the Secretary a written notice ("**Applicant's Notification**") seeking such review.
- (b) Upon receipt of an Applicant's Notification the Secretary shall convene a meeting of the Board, to be held not less than 14 days and not more than 28 days after receipt of the Applicant's Notification. At the Board meeting the Applicant shall be given the opportunity to fully present their case orally and/or in writing and the Board will consider the Applicant's application for review. Subject to any Regulations providing for any further review procedures, the decision of the Board on the review shall be final and conclusive.
- (c) If a Member's membership is terminated that person shall not be entitled to a refund of any membership fees paid by that person, and that person shall remain liable to pay any membership fees which are in arrears due and unpaid as at the date of the termination.
- (d) Unless otherwise resolved by unanimous resolution of the Board any Member whose membership has been terminated will not be entitled to apply for membership for a period of two years from the date the membership was terminated.

8.6 Register of Members

- (a) The Board shall cause a register of members to be kept in accordance with the Act.
- (b) Each Member must promptly notify the Company of any change in their residential or contact address to be recorded in the Register of Members.
- (c) The Register of Members shall be open for inspection at all reasonable times by any Member who applies in writing to the Secretary.

9 PROXIES

9.1 Appointment of Proxies

- (a) Any Voting Member ("**Appointor**") may appoint another person to act as their proxy at any meeting of members, which that the Appointor may be entitled to attend and the proxy shall be entitled to exercise all rights and to discharge all duties which the Appointor might have at that meeting.

9.2 Instrument Appointing Proxies

The instrument appointing a proxy:

- (a) shall be in writing executed by the Appointor or an attorney for the Appointor duly authorised in writing. The appointment of a proxy may be revoked by the Appointor at any time;
- (b) may be in or to the effect of the following form or any other form which the Board may approve:

<i>Form of General Proxy</i>
<i>I,</i>
<i>of being an *Ordinary/Life Member of Australasian Gynaecological Endoscopy and Surgery Society Limited, hereby appoint</i>
<i>.....</i>
<i>of..... or failing him/her the Chairperson of the meeting as my proxy to vote for me on my behalf at the general meeting of the Company, to be held on the day of..... 20..... and at any adjournment thereof. My proxy is hereby authorised to vote *in favour of/against the following resolution/s*:</i>
<i>.....</i>
<i>.....</i>
<i>.....</i>
<i>Signed thisday of</i>
<i>.....20.....</i>
<i>.....</i>
<i>(Signature)</i>
<i>NOTE: If the Member desires to vote for or against any resolution the Member shall instruct the proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit.</i>
<i>Delete whichever is not desired.</i>

9.3 Vote by Proxy Valid Notwithstanding Intervening Death or Revocation

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the Appointor or revocation of the instrument or by the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation has been received at the office of the Company before the commencement of the General Meeting or adjourned meeting at which the instrument is used.

10 CONDITIONS OF MEMBERSHIP

10.1 Members Bound

Each Member shall be bound by this Constitution and any Regulations.

11 GENERAL MEETINGS

11.1 Annual General Meeting

The Company shall hold a General Meeting to be the annual general meeting ("**AGM**") at least once in every calendar year and within five months of the end of each of the Company's financial years (or such reasonable extension of time thereafter as the Board may resolve). The election of directors to fill vacancies whether arising by the expiry of a Director's term of appointment in accordance with clause 13.2 or in respect of a casual vacancy in accordance with clause 15.5 shall take place at the AGM.

11.2 Extraordinary General Meetings

A General Meeting other than an AGM shall be called an extraordinary general meeting ("**EGM**").

11.3 Convening Meetings

- (a) The Board may, by giving appropriate notice, convene an EGM.
- (b) At least 5% in number of Voting Members may convene an EGM of the Company by giving notice in writing requisitioning the meeting and stating the business to be transacted at the EGM ("**Members Requisition**").
- (c) In accordance with the provisions of the Act, upon receipt of a Members Requisition, the Board shall convene an EGM to consider the business notified in the Members Requisition.

11.4 Notice of General Meetings

Subject to the provisions of the Act relating to agreements for shorter notice, or any requirement under the Act for longer notice for any special resolution, a minimum of 21 days' notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) shall be given to:

- (a) every Member except those who have not supplied to the Company an address for the giving of notices to them. Notice may be sent to Members via email where a Member has requested the Secretary to give notice by email;
- (b) the auditor or auditors for the time being of the Company; and

- (c) each Director.

11.5 Contents of Notice

A notice of a General Meeting will:

- (a) set out the place, date and time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) subject to the Act, state the general nature of the business of the meeting;
- (c) if a special resolution is to be proposed at the meeting, set out the intention to propose the special resolution and state the resolution;
- (d) contain a statement that the Voting Member has a right to appoint a proxy in accordance with the Act;
- (e) set out or include any other additional information or documents required by the Act.

11.6 Failure to Give Notice

The accidental omission to give notice of a General Meeting or the non-receipt of such notice by any person entitled to receive notice will not invalidate any resolution or the proceedings at a General Meeting.

12 PROCEEDINGS AT GENERAL MEETINGS

12.1 Quorum

No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business. Twenty Voting Members present in person or by proxy shall constitute a quorum.

12.2 If Quorum Absent

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon a Members Requestion, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors present may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Voting Members present shall be a quorum unless, where the Company has more than one Voting Member, there is only one Voting Member present, in which case the meeting shall be dissolved.

12.3 Chair

- (a) The President shall preside as the chair at every General Meeting or if the President is not at the meeting or is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall chair the meeting or if the Vice President is not present or is unwilling to act then the Voting Members present shall elect one of their number to chair the meeting.
- (b) The Chair of a General Meeting shall conduct the meeting in a proper and orderly manner, and shall maintain order and may eject from the meeting any person who behaves or threatens to behave in a disorderly manner or to disrupt the meeting, as determined in the Chair's discretion.

12.4 Adjournment of Meeting

The Chair of a General Meeting may with the consent of the meeting at which a quorum is present, and shall if so directed by resolution of Voting Members present at the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, a new notice of the adjourned meeting shall be given to Members.

12.5 Voting Members

Each Voting Member shall have the right to vote at any General Meeting.

12.6 Voting: Show of Hands or Poll

- (a) Unless a Secret Ballot is demanded, any resolution, other than a resolution for the election of candidates to the Board, put to the vote at a General Meeting shall be decided by a show of hands ("**Show of Hands**").
- (b) A declaration by the Chair of a General Meeting that a resolution has on a Show of Hands been carried, or lost, shall be conclusive evidence of the voting on the resolution without need to record the number or proportion of votes recorded in favour or against the resolution.

12.7 Secret Ballot

A secret ballot ("**Secret Ballot**") shall be held on any resolution for the election of candidates to the Board (which ballot shall be conducted in accordance with the Voting Regulations), and for any other resolution to be considered at a General Meeting if demanded:

- (a) by the Chair of the General Meeting; or
- (b) by at least five Voting Members present in person or by proxy.

12.8 Procedure for Secret Ballot

If a Secret Ballot is demanded in accordance with clause 12.7, the Secret Ballot shall be taken either at once or after an interval or adjournment as directed by the Chair of the meeting. The result of the Secret Ballot will be advised to the Chair of the meeting whose declaration as to the outcome of the Secret Ballot will be conclusive evidence of the outcome of the voting on a Secret Ballot.

12.9 Appointment of Scrutineers

- (a) At General Meetings other than Annual General Meetings and at Annual General Meetings, if scrutineers have not previously been appointed for the purposes of the election of Directors, two Voting Members present shall be appointed by the Chair as the scrutineers for the meeting ("**Scrutineers**").
- (b) The Scrutineers shall prepare any ballot paper required for a Secret Ballot and conduct any Secret Ballot and report the results of the voting on any Secret Ballot to the Chair of the meeting.
- (c) In any case of doubt as to the formality or otherwise of any ballot paper the Scrutineers shall refer the same to the Chair of the meeting whose decision shall be final.

12.10 A Secret Ballot may be withdrawn

The demand for a Secret Ballot may be withdrawn at any time before the Scrutineers have handed the ballot papers to Members.

12.11 Determination of Votes

Subject to this Constitution, all questions arising at any General Meeting shall be decided by a majority of votes from Voting Members and a determination by a majority of the Voting Members present either in person or by proxy shall for all purposes be deemed a determination of the Company.

12.12 Casting Vote of Chair

In the case of an equality of votes, whether on a Show of Hands or on a Secret Ballot, the Chair of the meeting shall have a second or casting vote.

12.13 Voting

A Voting Member may vote in person or by proxy on a Show of Hands and on a Secret Ballot and shall have one vote only.

12.14 Incapacity

A Voting Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a Show of Hands or on a Secret Ballot, by the Voting Member's committee or trustee or by such other person who has properly the management of the Voting Member's estate and any such committee, trustee or other person may, subject to this Constitution, vote by proxy.

13 BOARD

13.1 Composition of Board

- (a) The number of Directors shall be eleven , comprising:
 - (i) Four Directors elected to the positions on the Executive as President, Vice President, Secretary and Treasurer;
 - (ii) Six Directors elected as Ordinary Directors; and
 - (iii) one Director being a Trainee Member elected as the Trainee Member Director. The Trainee Member Director will not have a vote at Board meetings.
- (b) The Board shall comprise the Executive, Ordinary Directors and the Trainee Member Director.
- (c) Notwithstanding any Regulation to the contrary and subject to clause 15.5(c):
 - (i) There shall not at any time be any more than three Directors on the Board (not including the Trainee Member Director) who are resident in, the same state or territory of Australia, or resident in New Zealand;

- (ii) There shall not be at any time be more than one Director on the Board (not including the Trainee Member Director) who is resident outside the Commonwealth of Australia and New Zealand; and
- (iii) For the purpose of establishing a residential qualification for the appointment to a position on the Board, the address nominated as the address of the Ordinary Member as recorded on the Register of Members, will be taken as conclusive evidence of that Member's place of residence.
- (d) The Secretary for the time being shall be the Company Secretary for the purposes of the Act.
- (e) If the immediate past President is not a member of the Board, the Board may resolve to invite the immediate past President to attend and participate at Board meetings, but not as a Director or with any voting rights.

13.2 Directors' Term

- (a) Subject to any other provisions of this Constitution:
 - (i) each Director elected at the AGM shall be entitled to hold the position of Director until the second AGM ("**Relevant AGM**") after their appointment ("Two Year Term");
 - (ii) Each Director shall be eligible for re-election at the conclusion of their Two Year Term; and
 - (iii) A Director who has held office for a Two Year Term ("**Retiring Director**") shall hold office until the close of the Relevant AGM at which their replacement is declared by the Chair of the meeting to be duly elected.
- (b) A Director may only hold any one position in the Executive for one Two Year Term.
- (c) An Ordinary Director may not hold the position as an Ordinary Director for a period that exceeds two consecutive Two Year Terms.

13.3 Eligibility for Nomination for positions on the Board

- (a) Other than the Trainee Member Director position, a position on the Board may only be filled by an Ordinary Member who is a Financial Member.
- (b) The position of President may only be filled by an Ordinary Member who is a Financial Member and who has previously held a position on the Executive.
- (c) A position on the Executive may only be filled by an Ordinary Member who is a Financial Member and who has previously held the position of an Ordinary Director or on the Executive.
- (d) Notwithstanding any other provision in this Constitution, a Member will not be eligible to hold a position as a Director, or a Director be eligible to be re-elected as a Director, if that Member has already held positions on the Board for 12 years (whether in consecutive years or in periods which total 12 years), not including any period of time that Member may have held the position of Trainee Member Director.

13.4 Election of Directors

The election of Directors shall take place in the manner set out in the Voting Regulations.

14 POWERS AND DUTIES OF DIRECTORS

14.1 Functions of Board

Other than as provided by this Constitution, the control, management and conduct of the affairs of the Company shall be vested in the Board, which may exercise all the powers of the Company and may:

- (a) expend money for Company purposes;
- (b) borrow money on behalf of the Company either with or without security and at any commercial rate of interest;
- (c) open and operate bank accounts for the Company;
- (d) sign, endorse, accept or otherwise deal with any cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts of money paid to the Company;
- (e) invest money of the Company and vary those investments;
- (f) appoint any staff, appoint or engage professional advisors or agents or recruit other assistance or services for the Company for the carrying out of the Company's activities and to agree on behalf of the Company to pay reasonable remuneration and fees to such persons; and
- (g) exercise all such other powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in a general meeting.

14.2 Appointment of Attorneys

The Board may, from time to time, by power of attorney, appoint any corporation or person, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company with such powers, authorities, and discretion (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as the Board may think fit. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board may think fit.

15 PROCEEDINGS AT BOARD MEETINGS

15.1 Meeting of Directors

The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as the Directors think fit.

15.2 Voting

- (a) Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors entitled to vote, shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the Chair of the relevant Board meeting shall have a second or casting vote.
- (b) A meeting of the Board shall be convened at any time upon the request of the President or any two Directors.

- (c) A resolution of the Board passed at a meeting of the Board, other than a resolution to amend the Voting Regulations, shall be passed by a majority of the votes of Directors present and entitled to vote.
- (d) If a majority of the Directors entitled to receive notice of a meeting of the Board and to vote on a resolution, other than a resolution to amend the Voting Regulations, sign a document to the effect that they are in favour of the resolution (the terms of which are set out in the document), a resolution in those terms is for all purposes treated as having been passed at a duly convened meeting of the Board held on the date and at the time when the last Director signed the document. Any such resolution may consist of several documents in like form each signed by one or more Directors. A facsimile transmission, email or other document produced by electronic means under the name of a Director is deemed to be a document in writing signed by the Director.
- (e) A resolution to amend the Voting Regulations shall be passed only if approved, either at a meeting of the Board or by signature recording approval on a document containing the terms of the proposed amendment, by not less than two-thirds of the Directors entitled to vote.

15.3 Quorum

- (a) The quorum for any Board meeting shall be a simple majority of the number of Directors appointed to the Board. The Trainee Member Director will not be counted for the Quorum.
- (b) A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the Board.

15.4 Reduction in Number of Directors

The continuing Directors may act notwithstanding any vacancy in their number, but if their number is reduced below the number fixed by this Constitution as the necessary quorum of Directors, the continuing Director or Directors may by resolution appoint an Ordinary Member to the Board to fill the casual vacancy to have a sufficient number of Directors to form a quorum

15.5 Casual vacancies

- (a) A casual vacancy refers to any vacancy of position of Director caused otherwise than by the retirement of a Director at the end of their term.
- (b) Any Director appointed to fill a casual vacancy shall hold office only until the next AGM and, subject to any other provision of this Constitution, shall be eligible for re-election to the Board.
- (c) A casual vacancy shall not be deemed to have arisen upon a Director ceasing to reside in the State or Territory or in New Zealand in which that Director was resident at the time of their election but that Director shall retire at the next AGM from that position.

15.6 Chair at Board Meetings

The President shall preside as the chair of every Board meeting or if the President is not at the meeting within fifteen minutes after the time appointed for holding the meeting the Vice President shall chair the meeting or in the absence of both then the Directors shall choose one of their number to chair the Board meeting.

16 COMMITTEES

16.1 Delegation to Committees

- (a) The Board may delegate any of its powers not being powers exercisable only by the Directors by virtue of the Act or the general law, to committees consisting of such Members as the Board thinks fit ("**Board Committee**").
- (b) Any Board Committee formed shall in the exercise of the powers delegated to it, comply with Regulations that may be imposed on it by the Board.
- (c) The Board Committee shall report to the Board on its deliberations and any decisions made by it.

16.2 Chair at Board Committee Meetings

- (a) Subject to any Regulations, a Board Committee may elect one of its number to chair its meetings, but if no such person is elected or if at any meeting the person nominated as the chair is not present within 15 minutes after the time appointed for holding the meeting, the members of the committee present may choose one of their number present to be the chair of that meeting.

16.3 Voting at Board Committee Meetings

- (a) Subject to any Regulation, a Board Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present and in the case of an equality of votes the Chair of the Board Committee Meeting shall have a second or casting vote.

17 DIRECTORS' INTERESTS

- (a) A Director or a Board Committee member who has a material personal interest in a matter that is being considered at a meeting of the Board or meeting of the Board Committee:
 - (i) shall as soon as practicable after the relevant facts come to the Director or Board Committee member's knowledge, disclose at a meeting of the Board or Board Committee the material personal interest:
 - (ii) shall not vote on the matter at the meeting; and
 - (iii) shall not be present at the meeting while the matter is being considered at the meeting.
- (b) A Director or Board Committee member shall not be disqualified by their office from contracting or entering into any arrangement with the Company, either as vendor, purchaser or otherwise. A contract or arrangement entered into by or on behalf of the Company in which any Director or Board Committee member shall be in any way interested shall not be avoided by reason of such interest. Nor shall any Director or Board Committee member so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement, by reason of such Director or Board Committee member holding that office or of the fiduciary relationship thereby established. .

18 VALIDITY OF ACTIONS AND RESOLUTIONS

18.1 Defect in Appointment

All acts done by any meeting of the Board, Board Committee or by any person acting as a Director or Board Committee member, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director, Board Committee member, or person acting, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to act.

19 MINUTES

The Board shall cause to be kept and recorded minutes of all appointments of office bearers, names of Directors present at any meetings and of all resolutions and proceedings of General Meetings, Board meetings, and Board Committee meetings, and shall cause such minutes to be signed by the Chair of the relevant meeting within a reasonable time after the meeting or by the Chair of the next meeting. Copies of all such minutes shall be sent to the Secretary and included in the Company's minute books.

20 EXECUTION OF DOCUMENTS

The Company may execute a document in accordance with the Act. 21.

21 ACCOUNTS

To the extent required by the Act, the Board must cause the Company to:

- (a) Prepare financial reports in accordance with the Act;
- (b) Prepare Directors' reports in accordance with the Act;
- (c) Provide Members with reports in a form and within such time frame as may be required by the Act; and
- (d) Cause the financial reports to be audited.

22 FINANCIAL YEAR

The Company's financial year shall be the period 1 January to 31 December or such other period as resolved by the Company.

23 AUDIT

A properly qualified auditor or properly qualified auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the Act.

24 NOTICES

24.1 General

- (a) A notice may be given by the Company to any Member either personally, or sent by facsimile or email to the address supplied to the Company by the Member, or by sending it by post to the Member's address as noted on the Register of Members;
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post; and
- (c) Where a notice is sent by facsimile or email it shall be deemed to have been received on the next business day after it was sent.

25 INDEMNITY

- (a) In this clause the expression "to the relevant extent" means:
 - (i) to the extent the Company is not precluded by law from doing so; and
 - (ii) to the extent and for the amount that the Director is not otherwise entitled to be indemnified and is not otherwise actually indemnified, including an indemnity under any insurance policy or contract.
- (b) Each present and former Director of the Company shall be indemnified out of the assets of the Company to the relevant extent against any liability incurred by that Director as such in the discharge of the duties of the Director to the Company unless:
 - (i) the liability arises out of conduct involving dishonesty, fraud or activity in bad faith; or
 - (ii) the liability is to the Company.
- (c) Each present and former Director of the Company shall be indemnified out of the assets of the Company to the relevant extent against any liability incurred by that Director in the discharge of the duties of the Director for costs and expenses incurred by that Director as such in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Director or in which the Director is acquitted, or in connection with any application in relation to those proceedings in which the court grants relief to that Director under the Act.
- (d) Nothing in this clause shall prevent the Company from indemnifying a present or former Secretary, executive officer or employee of the Company against any liability incurred by that person in the discharge of the duties of that person to the Company to the extent that the Company is not precluded by law from doing so and otherwise upon such terms and conditions as the Board deems fit.
- (e) To the extent that the Company is not precluded by law from doing so, the Company may effect and maintain and pay the premiums in respect of an insurance policy or contract which, inter alia, insures a present or former Director, Secretary, executive officer or employee of the Company against liability incurred by that person in the discharge of the duties of that person to the Company or a related body corporate of the Company.

26 WINDING-UP

If, upon the winding-up or dissolution of the Company, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred as provided by clause 5.

27 ALTERATIONS TO CONSTITUTION

This Constitution may be altered, rescinded or repealed by the Company by special resolution of a General Meeting of the Company.

28 DECISIONS ON THE MEANING OF CONSTITUTION

If any doubt arises as to the proper meaning of the provisions of this Constitution the decision of the Board shall be final and conclusive and that decision shall be recorded in the Company's minute book of the proceedings of the Board.

29 REGULATIONS

The Board may make regulations not inconsistent with this Constitution as it may deem appropriate for the proper conduct, control and management of the Company and in particular:

- (a) the management and good governance of the affairs of the Company and for the establishment of any Board Committee;
- (b) the provision of services to or on behalf of the Company and its Members;
- (c) the use by or supply to Members of any of the property of the Company;
- (d) the setting of any levy or further fee to be paid by any class of Member before any class of Member is entitled to attend conferences organised by the Company or obtain conference papers or other publications issued by the Company.
- (e) the setting apart of any part or parts of the Company's premises for particular purposes;
- (f) the procedure at meetings of the Company and Board Committees;
- (g) the admission of persons to and their rights consequent upon membership of the Company;
- (h) the granting of awards or conferring of any other benefit or recognition by the Company;
- (i) the formation of any committees including the composition, terms of reference and other relevant matters;
- (j) the disciplining of members and any attendant appeal procedure; and
- (k) generally, all such other matters as provided for under this Constitution or as are commonly the subject matter of regulations for the proper conduct of companies,

societies and like bodies, similar to the Company and which are not expressly dealt with in this Constitution.

30 TRANSITION

- (a) Any person being a member of the Company or holding any office or position of the Company prior to the adoption of this Constitution shall, subject to this Constitution and the continued existence of that office or position or an equivalent office or position, will continue to hold that position as though elected or appointed according to this Constitution.
- (b) All committees which were properly constituted prior to the adoption of this Constitution shall continue to exist and be deemed to be Board Committees under this Constitution.
- (c) The first Trainee Member Director will be appointed after the first AGM held after the adoption of this Constitution.
- (d) Those members who were Associate Members prior to the adoption of this Constitution will be deemed to be Ordinary Members under this Constitution.
- (e) Those members who were honorary members or life members prior to adoption of this Constitution will, unless otherwise resolved by the Board, be deemed Life Members under this Constitution.
- (f) Any question, issue, or dispute relating to or arising in consequence of the adoption of this Constitution shall be determined by resolution of the Board whose decision shall be final.

Dated this sixth day of March 2020.

ANNEXURE TO CONSTITUTION

Voting Regulations

Procedure for the election of Directors to the Board

1 Election of Directors (other than for the position of Trainee Member Director)

Nomination for election

- 1.1** The Company must give written notice calling for nominations for positions on the Board for the Executive and Ordinary Directors ("**Board Positions**") at least 42 days before the date of the Relevant AGM.

Nomination Paper

- 1.2** All nominations for the Board Positions must be in writing ("**Nomination Paper**") in a form prescribed by the Board, or in the absence of any prescribed form, to include the following information:

- (i) the candidate's full name and current residential address;
- (ii) If the candidate is being proposed for any position in the Executive the position or positions;
- (iii) To be signed by a Voting Member as the proposer and signed by a second Voting Member as seconder; and
- (iv) To have the full name and address of the proposer and seconder.

Submission of Nomination Paper

- 1.3** The Nomination Paper shall be lodged with the Secretary at least 28 days before the date of the Relevant AGM.
- 1.4** A retiring Ordinary Director or a retiring director on the Executive shall be deemed to be duly nominated if they notify the Secretary in writing of their intention to stand for re-election at least 28 days before the Relevant AGM and are otherwise eligible for election to the nominated position.

Procedure if there are nominations for vacant position on the Board equal to the vacant positions

- 1.5** If the number of candidates nominated for vacant positions equates to the number of vacant positions to be filled, the Chair of the Relevant AGM shall declare the candidates duly elected.

Procedure if there are nominations for vacant positions on the Board that are greater than the vacant positions to be filled

- 1.6** If the number of candidates nominated exceeds the number of vacancies to be filled, an election will be conducted by a Ballot.
- 1.7** If having regard to the candidates' places of residence and the places of residence of those existing directors whose term does not expire at the coming AGM, the number of candidates nominated who are resident in any one State or Territory or New Zealand or outside Australia and New Zealand exceeds the number of Directors who may be elected from that State or Territory or New Zealand or from outside Australia and New Zealand an election for those positions will be conducted by a Ballot.

Procedure if there are nominations for vacant position on the Board less than the vacant positions

- 1.8** If the number of candidates nominated is less than the number of vacant positions to be filled, the following provisions shall apply:
- (i) the persons nominated for the vacant positions that can be filled are to be declared duly elected to those positions at the Relevant AGM.
 - (ii) In respect of any remaining vacancies and unfilled positions, nominations may be taken from the floor of the Relevant AGM and the provisions set out in clause 3 will apply.

Withdrawal of Nominations

- 1.9** A candidate may withdraw their nomination at any time prior to the commencement of the Relevant AGM in which case, if, whether by virtue of clauses 1.5 or 1.8 or pursuant to a ballot conducted pursuant to clause 2, that candidate would have been elected to a position on the Executive or as an Ordinary Director, the procedures referred to in 3 will be followed in respect of the position the withdrawing candidate would otherwise have filled.

Scrutineers

- 1.10** At least 14 days before the date fixed for the relevant AGM the President shall nominate two Voting Members as Scrutineers for the AGM.

2 Pre-AGM Ballots

- (a) by Post

- 2.1** The following provisions shall apply to any ballot conducted by post for the election of positions to the Board before a Relevant AGM ("**Ballot**").
- 2.2** The Scrutineers appointed for the Relevant AGM shall be the returning officers for such election.
- 2.3** The Ballot shall close on the day ("**Close Date**") which is 14 days before the day fixed for the Relevant AGM.
- 2.4** The Secretary shall cause to be forwarded by post or other means as approved by the Board, to each Voting Member at least 21 clear days before the Close Date two envelopes - one ("**the Secretary's envelope**") addressed to "The Secretary, of the Company" at the address nominated by the Secretary ("**Nominated Address**"), and the other ("**the Voting**

envelope") in which shall be enclosed a voting paper containing the names of the candidates and the method of voting.

- 2.5** The Voting Member shall place a cross on the voting paper in the square opposite the name of in respect of the election of President, Vice President, Secretary or Treasurer (as the case may be) – the candidate; or in respect of the election of Ordinary Directors – each candidate, for whom they wish to vote and shall in vote for no more and no less than the required number of candidates.
- 2.6** The voting paper shall be placed in the Voting envelope which shall be sealed and then enclosed in the Secretary's envelope, the voter having first printed legibly and signed their name on the outside of the Voting envelope.
- 2.7** The Secretary's envelope and its contents must be lodged at the Nominated Address no later than 5.00 pm on the Close Date (which time is called "the close of the ballot") and any vote received after the close of the ballot shall not be included in the ballot.
- 2.8** Any Voting Member whose voting paper has been lost or mislaid may obtain another voting paper by applying in writing to the Secretary before the close of the ballot but such member shall state in their application that their voting paper has been lost or mislaid (as the case may be). In the event of two or more Voting envelopes signed by the same Member reaching the returning officers, none of the votes from that Member will be counted.
- 2.9** Within 5 days of the close of the ballot, the Secretary shall hand to the returning officers personally in the presence of each other, the Secretary's envelopes received at the Nominated Address.
- 2.10** The returning officers shall then open all the Secretary's envelopes received by them and the Voting envelopes within them which the returning officers are satisfied have been received from Members eligible to vote.
- 2.11** The returning officers shall ensure that the opening of Voting envelopes occurs in such a way that the voter submitting any Voting envelope is not able to be identified.
- 2.12** Having scrutinised the voting papers, the returning officers shall certify in writing the number of votes received by each candidate.
- 2.13** The returning officers shall cause a copy of such certificate to be forwarded immediately to each Director and the Secretary.
- 2.14** The election of candidates to vacant positions shall be determined in the following order:
 - (i) President;
 - (ii) Vice President;
 - (iii) Secretary;
 - (iv) Treasurer;
 - (v) Ordinary Director.
- 2.15** If a member is a successful candidate in respect of more than one of the following offices:
 - (i) President;
 - (ii) Vice President;

- (iii) Secretary;
- (iv) Treasurer; or
- (v) Ordinary Director.

(the offices in respect of which the Member is a successful candidate being hereafter referred to as "**the Relevant Offices**"), that Member shall be taken to have been elected to the Relevant Office which is first listed above in descending order and not to have been a candidate in respect of the other Relevant Office or Offices, as the case may be.

- 2.16** The candidate receiving the greatest number of votes shall be elected. In the case of the election of Ordinary Directors, candidates shall be ranked in order of votes received and, subject to compliance with clause 13.1(c) of the Constitution, candidates will be elected in order of their ranking to fill the vacant positions for Ordinary Directors.
- 2.17** In case of an equality of votes affecting the outcome of the election, the Secretary shall convene a meeting of the Board and at such meeting the Chair of the board meeting, if not a candidate, shall provide a casting vote. If the Chair of the board meeting is a candidate the other Directors at the meeting shall elect another Chair of the meeting who shall exercise the casting vote.
- 2.18** The decision of the returning officers as to:
- (i) the validity of any vote;
 - (ii) the right of any Member to cast a vote;
 - (iii) what votes shall be counted; and
 - (iv) generally as to the conduct of the ballot and scrutiny;

shall be final.

- (b) by electronic means

- 2.19** The Board may make changes to the voting procedure by making provision for voting by way of electronic means.

3 Secret Ballot at the AGM

- 3.1** The following provisions shall apply to a Secret Ballot for the election to any Board Positions of persons nominated from the floor of the Relevant AGM.
- (i) At the Relevant AGM the Chair of the meeting will inform the meeting of the vacant positions on the Board to be filled by calling for nominations from the meeting.
 - (ii) In that instance a candidate must be nominated from the floor by one Voting Member and seconded by another Voting Member present at the meeting and the person nominated must consent to act in the position nominated.
 - (iii) Nominations may not be received in respect of members whose election would, having regard to the composition of the Board including those already elected to take office at the conclusion of the meeting, be contrary to the provisions of clause 13.1(c) of the Constitution.

- (iv) Where there is only one nomination for a vacant position that position will be declared filled by the Chair of the meeting by the person so nominated.
- (v) Where there are two or more persons nominated for a vacant position a Secret Ballot will be held to vote on the appointment or appointments to the position or positions to be filled and the following provisions will apply.
- (vi) The Chair of the meeting shall cause to be handed to each Voting Member present or such Voting Member's proxy one voting paper containing the names of the candidates, for each vacant position.
- (vii) The Voting Member or proxy voting shall place a cross in the square opposite the name of each candidate for whom they wish to vote and shall vote for no more and no less than the number of candidates equivalent to the number of positions to be filled.
- (viii) The Voting Member shall print and sign their name on the reverse side of the voting paper. A proxy shall print the name of the Member on whose behalf the voting paper is submitted, print the proxy's name and sign the proxy's name on the reverse side of the voting paper.
- (ix) The voting paper must then be given to the Scrutineers who will be the returning officers for the Secret Ballot.
- (x) In the event the Scrutineers appointed for the relevant meeting, or either of them, are not present at the meeting, the Chair of the meeting will appoint one or two (as appropriate) Voting Members present at the meeting as Scrutineers for the meeting.
- (xi) The returning officers shall scrutinise the voting papers. In the event of two or more voting papers signed by or on behalf of the same Member reaching the returning officers, all votes within shall be disallowed by them. The returning officers shall certify in writing the number of votes received by each candidate.
- (xii) Such certificate shall be handed by the returning officers to the Chair of the meeting.
- (xiii) The election of eligible persons to vacant positions shall be determined in the order set out in clause 2.14, and shall include the election of eligible persons to fill any positions left vacant by the election to positions on the Executive of serving directors who were not required to retire at the relevant AGM.
- (xiv) The candidate receiving the greatest number of votes shall be elected. In the case of the election of Ordinary Directors where more than one position is to be filled, candidates shall be ranked in order of votes received and, subject to compliance with clause 13.1(c) of the Constitution, candidates will be elected in order of their ranking to fill the vacant positions for Ordinary Directors.
- (xv) In case of an equality of votes, the Chair at the Relevant AGM, if not a candidate, shall have a casting vote. If the Chair is a candidate for the position, at a convenient time during the meeting the meeting shall elect another person to chair the meeting for the purpose only of exercising the casting vote.
- (xvi) If the certificate of the returning officers has not been received by the Chair of the meeting at the termination of all the business before the meeting other

than the election of the members of the Board, the Chair of the meeting shall adjourn the meeting to a time and place to be determined by the Chair for the purpose of receiving the certificate.

(xvii) The decision of the returning officers as to:

- the validity of any vote;
- the right of any Member to vote or the right of a proxy to vote on a Member's behalf;
- what votes shall be counted; and
- generally as to the conduct of the ballot and scrutiny;

shall be final.

4 Election of Trainee Member Director position

- 4.1** The position on the Board of the Trainee Member Director will be appointed by vote of the Executive and Ordinary Directors at the first board meeting held after the Relevant AGM.
- 4.2** The person to be appointed as the Trainee Member Director must consent to being so appointed and must be a Trainee Member at the time of their appointment.
- 4.3** If any member of the Board requests that the vote for the appointment of the Trainee Member Director should be conducted by a secret ballot, a secret ballot will be held, the procedure for which will be determined by the Chair of the Board meeting.