

Constitution

The Australian Entomological Society Limited



A Public Company Limited by Guarantee

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Ref: VMVS/3062968

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1 Name of the Company

The name of the Company is The Australian Entomological Society Limited.

2 Type of Company

- (a) The Company is a not-for-profit public company limited by guarantee.
- (b) Subject to this Constitution, each person who is a Member and each person who was a Member during the year ending on the day of the commencement of the winding up of the Company, undertakes to contribute to the property of the Company for:
 - (i) payment of debts and liabilities of the Company;
 - (ii) payment of the costs, charges and expenses of winding up; and
 - (iii) any adjustment of the rights of the contributories among Members.
- (c) The amount that each Member or past Member is liable to contribute is limited to \$1.00 (one dollar).

3 Replaceable Rules

This Constitution displaces the Replaceable Rules to the extent that it is inconsistent with any Replaceable Rules.

4 Definitions and Interpretation

4.1 Definitions

In this Constitution, unless there is something in the subject or context which is inconsistent:

Act means the *Corporations Act* 2001.

Annual Subscription means the subscription fee payable by Members pursuant to **clause 12.1**.

Association means Australian Entomological Society Inc. ABN 77 542 131 588.

Board means the board of Directors.

Board Appointed Directors means the Directors appointed to the Board in accordance with **clause 35.6**.

By-Laws means the by-laws that can be created by the Board pursuant to **clause 51**.

Chair means the person holding that office under this Constitution and includes any assistant or acting chair.

Chief Editor means the Officer Bearer appointed in accordance with **clause 35.8**.

Committee means a committee established in accordance with **clause 47**.

Company means The Australian Entomological Society Limited.

Constitution means this constitution as amended or supplemented from time to time.

Department means the Department of Sustainability, Environment, Water, Populations and Communities or the Commonwealth Department which is responsible for the Environment for the time being.

Director means any person holding the position of a director of the Company and **Directors** means the directors for the time being of the Company or, as the context permits, such number of them as have authority to act for the Company.

Financial Member means a Member who has paid his or her Annual Subscription (where applicable) within three (3) months following the due date for payment.

Fund means the public fund called the Australian Entomological Society Public Fund.

Guidelines means the Guidelines to the Register of Environmental Organisations.

Honorary Members means those Members referred to in **clause 7.3**.

Member means a member of the Company pursuant to **clause 6** and **clause 8** and includes a reference to Ordinary Members, Honorary Members and Sustaining Members (and **Membership** has the corresponding meaning).

Member Elected Director means the Director elected to the Board in accordance with **clause 35.5**.

Member Present means in connection with a meeting of Members, a Financial Member being present in person or by proxy or attorney or, in the case of a Sustaining Member, by a Representative.

Member's Guarantee Amount means the amount referred to in **clause 2(c)**.

Objects means the objects of the Company as set out in **clause 5.1**.

Office means the registered office for the time being of the Company.

Office Bearer means:

- (a) the President;
- (b) the Vice President; and
- (c) the Chief Editor.

Officer has the same meaning as given to that term in section 9 of the Act.

Ordinary Members means those Members referred to in **clause 7.2**.

Poll means a formal method of receiving and counting votes.

President means the President of the Board appointed in accordance with **clause 35.8**.

Principal Purpose means the Fund's purpose of supporting the environmental Objects of the Company.

Register means the register of Members to be kept pursuant to the Act.

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Act.

Representative means a person authorised in accordance with section 250D of the Act to act as a representative of a body corporate, as described in **clause 11**.

Secretary means the person appointed as the secretary of the Company and includes any assistant or acting secretary.

Special Resolution has the meaning given to it by the Act.

Sustaining Members means those Members referred to in **clause 7.4**.

Vice President means the Vice President of the Board appointed in accordance with **clause 35.8**.

4.2 Interpretation

- (a) In this Constitution, unless there is something in the subject or context which is inconsistent:
- (i) the singular includes the plural and vice versa;
 - (ii) each gender includes the other two genders;
 - (iii) the word **person** means a natural person and any partnership, association, body or entity, whether incorporated or not;
 - (iv) the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
 - (v) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
 - (vi) a reference to any clause or schedule is to a clause or schedule of this Constitution; and
 - (vii) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.
- (b) An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.
- (c) Headings do not form part of or affect the construction or interpretation of this Constitution.

5 Objects and Purposes

5.1 Objects

- (a) The Company is a scientific institution established for:
- (i) the advancement and dissemination of entomological knowledge in all its aspects, particularly, but not exclusively, in relation to the Australian fauna;
 - (ii) the establishment and maintenance of a public fund to be called the Australian Entomological Society Public Fund for the purpose of supporting the environmental Objects of the Company; and
 - (iii) anything ancillary to the Objects referred to in **clauses 5.1(a)(i) and 5.1(a)(ii)**.
- (b) The Objects are achieved by:

- (i) fostering communication and exchange of information between the Members and between affiliated societies;
 - (ii) organising interstate scientific meetings;
 - (iii) participating in, and acting host to, international entomological congresses;
 - (iv) publishing a journal of Entomology, to be of a scientific standard that will ensure the interest of entomologists in other countries as well as in Australia; and
 - (v) such other activities as may be conducive to the attainment of the Objects.
- (c) The Company can only exercise the powers in section 124(1) of the Act to:
- (i) carry out the Objects of the Company; and
 - (ii) do all things incidental or convenient in relation to the exercise of power under **clause 5.1(c)(i)**.

5.2 Income and Property

- (a) The income and property of the Company will only be applied towards the promotion of the Objects of the Company.
- (b) No income or property of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company. However nothing in this Constitution will prevent payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company;
 - (iii) of a grant for the purposes of research or knowledge sharing both in Australia and internationally; or
 - (iv) of reasonable and proper rent for premises leased by any Member to the Company.

5.3 Remuneration of Directors

No payment shall be made to any Director (except any executive Director in their capacity as an employee of the Company) other than the payment:

- (a) of 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 approved by the Board; and
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service.

5.4 Conduit Policy

Any allocation of funds or property to other persons or organisations will be made in accordance with the Objects, and will not be influenced by the preference of the donor.

MEMBERSHIP

6 Admission to Membership

6.1 Number of Members

The Company must have at least ten (10) Members.

6.2 Pre-Condition to Membership

Subject to **clauses 7, 8 and 9**, a person is entitled to become a Member if that person agrees to assume the liability to pay the Member's Guarantee Amount and otherwise satisfies the criteria for the relevant class of Membership.

6.3 Becoming a Member

Subject to the Act, a person becomes a Member on the registration of that person's name in the Register.

7 Classes of Membership

7.1 Classes of Membership

There shall be three (3) classes of Membership:

- (a) Ordinary Members;
- (b) Honorary Members; and
- (c) Sustaining Members.

7.2 Ordinary Members

Ordinary Members are persons who are interested in the study of insects, and who have had their application for Membership approved in accordance with this Constitution.

7.3 Honorary Members

- (a) The Board may, at its discretion, recommend to the Company the election, as an Honorary Member of the Company, any Ordinary Member who has rendered or is rendering distinguished service to the Company or to the field of entomology and whom the Board considers to be worthy of that honour. That recommendation will be put to the Company at the ensuing annual general meeting for approval or rejection by the Members.
- (b) An Honorary Member is exempt from paying any Annual Subscriptions.
- (c) The number of Honorary Members shall not exceed ten (10) at any one time.

7.4 Sustaining Members

- (a) Sustaining Members are body corporates that are interested in the study of insects, and which have had their application for Membership approved in accordance with this Constitution.
- (b) A proxy or a Representative of a Sustaining Member shall not have the right to hold office in the Company.

8 Eligibility for Membership

8.1 Eligibility for Membership

Any person is entitled to become a Member if the person:

- (a) satisfies the criteria attached to the class of Membership being applied for; and
- (b) subject to Honorary Members, lodges an application form in accordance with **clause 9**.

8.2 Benefits

- (a) Each Financial Member will be:
 - (i) entitled to vote at all general meetings; and
 - (ii) subject to **clause 7.4(b)**, eligible for election to any office of the Company.
- (b) In addition to the entitlements set out in **clause 8.2(a)**, the Board will determine from time to time what additional benefits shall attach to Membership.

9 Applications for Membership

- (a) Applicants for Membership (apart from Honorary Membership) must complete an application form.
- (b) An application for Membership of the Company must be:
 - (i) made in writing in the form prescribed by the Board from time to time; and
 - (ii) lodged with the Secretary.
- (c) As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Board which is to determine whether to approve or reject the application.
- (d) As soon as practicable after the Board makes that determination, the Secretary must:
 - (i) notify the applicant, in writing, that the Board approved or rejected the application (whichever is applicable); and
 - (ii) if the Board approved the application, enter the applicant's name in the Register and, on the name being so entered, the applicant becomes a Member of the Company.
- (e) The Board shall not be required to provide its reasons for refusing an application for Membership under this **clause 9**.

- (f) The Board may delegate its power to decide upon Membership applications to any employee or Officer or agent of the Company.

10 Membership Entitlements Not Transferable

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

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

11 Representative

- (a) This **clause 11** only applies to Sustaining Members.
(b) A Sustaining Member must appoint as its Representative a natural person.
(c) The name and address of the Representative will be entered in the Register as the representative of the Sustaining Member.
(d) All correspondence and notices from the Company will be served on that Representative and any notice served on a Representative will be deemed to be service on the Sustaining Member which is represented by that particular Representative.
(e) If the appointment of a Representative by the Sustaining Member is made by reference to a position held, the appointment must identify the position.
(f) Despite **clause 10**, a Sustaining Member may remove and replace a Representative where the Sustaining Member gives written notice to the Secretary in a form approved by the Board.
(g) A signature by a Representative of a Sustaining Member on behalf of that Sustaining Member is taken to be the signature of that Sustaining Member for the purposes of this Constitution.
(h) Any power or right of a Sustaining Member as granted by this Constitution can be exercised by the Representative of that particular Sustaining Member.
(i) Sustaining Members are represented at meetings of Members by their Representatives, subject to the right of a Representative to appoint a proxy pursuant to **clause 31**.
(j) The actions of a Representative bind the Sustaining Member which is represented by that Representative.
(k) Each Representative will comply with the terms of this Constitution in all matters pertaining to the Company as if a Member himself or herself.

12 Annual Subscriptions

12.1 Annual Subscriptions

- (a) Subject to **clause 12.1(b)**, the amount of the Annual Subscription shall be payable by Members (excluding Honorary Members) at such times and in such manner as determined by the Board from time to time. The Board may

determine to charge different people in the same class of Membership different Annual Subscriptions.

- (b) The Board may, in its discretion:
 - (i) determine that no Annual Subscription is payable by a Member or Members (in whole or in part) in a given year; and
 - (ii) extend the time for payment of the Annual Subscription by any Member.
- (c) No part of any Annual Subscription shall be refunded to a Member who ceases to be a Member in accordance with **clause 13**.

13 Cessation of Membership

- (a) A Member's Membership will cease:
 - (i) on the date that the Secretary receives written notice of resignation from that Member;
 - (ii) where that Member is a natural person, upon that Member dying;
 - (iii) upon that Member no longer satisfying the criteria for its respective class of Membership;
 - (iv) subject to **clause 12.1(b)**, if that Member fails to pay an Annual Subscription within three (3) months of the due date for payment;
 - (v) if the Member is expelled from the Company pursuant to **clause 14**;
 - (vi) if, being a Sustaining Member:
 - (A) that Member is dissolved or otherwise ceases to exist;
 - (B) that Member has:
 - (1) a receiver;
 - (2) a receiver and manager;
 - (3) a liquidator;
 - (4) an administrator;
 - (5) an administrator of a deed of company arrangement; or
 - (6) a trustee or other person administering a compromise or arrangement between the Member and someone else;appointed to it; or
 - (vii) if the Company in general meeting resolves by Special Resolution to terminate the Membership of a Member whose conduct or circumstances in the opinion of the Company renders it undesirable that that Member continue to be a Member of the Company. The Member must be given at least forty two (42) days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed.

- (b) A Member may at any time, pursuant to **clause 13(a)(i)**, resign as a Member but shall continue to be liable for:
- (i) any other monies due by the Member to the Company;
 - (ii) any sum for which the Member is liable as a Member of the Company under **clause 2(b)**; and
 - (iii) if applicable, the Member's Guarantee Amount.

14 Disciplining of Members

14.1 Disciplining of Members

- (a) Where the Board is of the opinion that a Member has:
- (i) wilfully refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) wilfully acted in a manner prejudicial to the interests of the Company;
- the Board may:
- (iii) expel the Member from the Company; or
 - (iv) suspend the Member from Membership of the Company for a specified period.
- (b) A resolution of the Board pursuant to **clause 14.1** is of no effect unless the Board confirms the resolution in accordance with this **clause 14.1(b)** at a Board meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service on the Member of a notice pursuant to **clause 14.1(c)**.
- (c) If the Board resolves under **clause 14.1** to expel or suspend any Member, the Secretary must serve the Member with a notice in writing:
- (i) setting out the resolution of the Board and the grounds upon which it is based;
 - (ii) stating that the Member may address the Board at a Board meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the Member that the Member may do either or both of the following:
 - (A) attend and speak at that meeting;
 - (B) submit to the Board at or prior to the date of the meeting, written representations relating to the resolution.
- (d) At a meeting of the Board held as referred to in **clause 14.1(c)**, the Board must:
- (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Board by the Member at or prior to the Board meeting; and

- (iii) by Special Resolution, determine whether to confirm or to revoke the resolution.
- (e) The Board must notify the Member of the decision of the Board in writing within seven (7) days. If the Board resolves to confirm the expulsion or suspension, the Member must also be notified of the right of appeal available under **clause 14.2(a)**.
- (f) A resolution confirmed by the Board under **clause 14.1(d)** does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; and
 - (ii) where, within that period, the Member exercises the right of appeal, unless and until the Board reconfirms the resolution pursuant to **clause 14.2(d)**.

14.2 Right of Appeal of Disciplined Member

- (a) A Member may appeal to the Company at a general meeting against a resolution of the Board, which is confirmed under **clause 14.1(d)**. Written notice of such an appeal must be lodged with the Secretary within seven (7) days of service of the notice required under **clause 14.1(e)**.
- (b) Upon receipt of a notice of appeal the Secretary must convene a general meeting of the Company to be held within thirty five (35) days after the date of receipt of the notice. If possible, the Secretary should include in the notice of the meeting to the Members any written representations of the Member.
- (c) At a general meeting of the Company convened under **clause 14.2(b)**:
 - (i) no business other than the question of the appeal may be transacted;
 - (ii) the Board and the Member must be given the opportunity to state their cases orally or in writing, or both; and
 - (iii) the Members Present must vote by ballot on the question of whether the resolution will be confirmed or revoked.
- (d) If, at the general meeting, the Company passes a Special Resolution in favour of the confirmation of the resolution, the resolution is confirmed.

15 Resolution of Disputes Between Members

- (a) Disputes between Members (in their capacity as Members), including any disputes in relation to the Company's fundraising, shall be referred to the Board, which must take steps to resolve the dispute.
- (b) If a dispute so referred is not resolved to the satisfaction of any party to the dispute within thirty (30) days of it being referred, then that party may refer the dispute to mediation before a mediator appointed by mutual agreement of the parties.
- (c) Failing agreement by the parties to the appointment of a mediator within fourteen (14) days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator shall be made by the President of the Law Council of Australia.

- (d) Subject to **clause 15(e)**, the costs of the mediator appointed pursuant to **clause 15(b)** or **clause 15(c)** (as the case may be) shall be shared equally between the Members party to the dispute.
- (e) Where a Member is party to a dispute solely in his or her capacity as a Director or a member of a Committee, that Member's share of the costs of the mediator appointed pursuant to **clause 15(b)** or **clause 15(c)** shall be paid by the Company.
- (f) At least seven (7) days before a mediation session established by a mediator appointed pursuant to **clause 15(b)** or **clause 15(c)** (as the case may be) is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

GENERAL MEETINGS

16 Convening of General Meetings

- (a) Any three (3) Directors may whenever those Directors think fit convene a general meeting of the Company.
- (b) Members shall be entitled to require a general meeting to be convened in accordance with the provisions of the Act.
- (c) A general meeting of the Company may be convened at two (2) or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

17 Notice of General Meeting

- (a) Subject to consent to shorter notice being given in accordance with the Act, at least twenty one (21) days notice of any general meeting must be given specifying:
 - (i) the place, day and hour of the meeting;
 - (ii) the general nature of any business to be transacted at the meeting;
 - (iii) if a Special Resolution is to be proposed, the details of and intention to propose it;
 - (iv) if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (v) any other information required by the Act.
- (b) The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

18 Cancellation or Postponement of General Meeting

- (a) Subject to the provisions of the Act and this Constitution the Board may cancel a general meeting of the Company:
 - (i) convened by the Board; or
 - (ii) which has been convened by a Member or Members pursuant to the Act upon receipt by the Company of a written notice withdrawing the requisition signed by that Member or those Members.
- (b) The Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- (c) Where any general meeting is cancelled or postponed or the venue for a general meeting is changed:
 - (i) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

PROCEEDINGS AT GENERAL MEETINGS**19 Quorum**

- (a) No business may be transacted at any general meeting unless there is a quorum of Members Present at all times during the meeting.
- (b) Twenty (20) Members Present and entitled to vote constitute a quorum for all general meetings.
- (c) If within thirty (30) minutes after the time appointed for holding a general meeting a quorum is not present:
 - (i) the meeting, if convened upon the requisition of Members, shall be dissolved;
 - (ii) in any other case:
 - (A) it will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may by notice to the Members appoint; and
 - (B) if at such adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the holding of

the meeting, the number of Members Present will constitute a quorum for the purposes of this Constitution and the meeting shall proceed.

20 Chair

- (a) The President will be the Chair for all general meetings.
- (b) Where a general meeting is held and the President is:
 - (i) unable or unwilling to act as Chair; or
 - (ii) not present within thirty (30) minutes after the time appointed for the holding of the meeting,

the other Directors present may choose another Director as Chair of the meeting by two-thirds majority, or if their number is not three or a multiple of three, then the nearest number to two-thirds. If no Director is so chosen, or if all the Directors present decline to take the chair, the Members Present may choose one of their number to be Chair of the meeting.

- (c) The rulings of the Chair of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

21 Adjournments

- (a) The Chair of a general meeting at which a quorum is present:
 - (i) may adjourn a meeting with the consent of the meeting; and
 - (ii) must adjourn the meeting if the meeting so directs;to a time and place as determined.
- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (d) It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting must be given as in the case of an original meeting.

22 Determination of Questions

- (a) At any general meeting, a resolution to be considered at the meeting shall be decided on a show of hands unless a Poll is demanded by:
 - (i) the Chair of the meeting;
 - (ii) at least two (2) Members Present and entitled to vote on the resolution.
- (b) Before a vote on a resolution is taken, the Chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

- (c) A declaration by the Chair of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Company which has been signed by the Chair of the meeting or the next succeeding meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

23 Polls

- (a) A Poll may be demanded:
- (i) before a vote on a resolution is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) If a Poll is demanded it must be taken in such manner and at such time and place as the Chair of the meeting directs, subject to **clause 23(e)**.
- (c) The result of the Poll shall be taken to be the resolution of the meeting at which the Poll was demanded.
- (d) The demand for a Poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a Poll has been demanded.
- (e) A Poll demanded on the election of a Chair or any question of adjournment of the meeting must be taken immediately.
- (f) The demand for a Poll may be withdrawn.

24 Voting Rights

Each Financial Member has one (1) vote, both on a show of hands and a Poll.

25 Voting Disqualification

No person other than:

- (a) a Financial Member;
 - (b) a proxy of a:
 - (i) Financial Member; or
 - (ii) Representative of a Financial Member; and
 - (c) a Representative of a Sustaining Member that is also a Financial Member;
- shall be entitled to a vote at a general meeting.

26 Objection to Qualification to Vote

Any challenge as to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the Chair, whose decision shall be final and conclusive and a vote allowed by the Chair shall be valid for all purposes.

27 Persons of Unsound Mind and Minors

- (a) A Financial Member:
- (i) of unsound mind; or
 - (ii) whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (iii) who is a minor;
- may vote whether on a show of hands or on a Poll by that Financial Member's committee or by such other person as properly has the management or guardianship of that Financial Member's estate or by the public trustee (as the case may be) and the committee or other person or trustee may vote by proxy or representative.
- (b) Any person having the right of management or guardianship of the person or estate in respect of a Financial Member as referred to in **clause 27(a)** must not exercise any of the rights conferred under that clause unless and until the person has provided to the Board satisfactory evidence of the appointment of the person accordingly.

28 Casting Vote

In the case of an equality of votes whether on a show of hands or on a Poll, the Chair of the meeting at which the show of hands is taken or at which the Poll is demanded is entitled to a casting vote.

29 Right of Non-Members to Attend General Meeting

- (a) The Chair of a general meeting may invite any person who is not a Member to attend and address a meeting.
- (b) Any auditor of the Company shall be entitled to attend and address a general meeting.

PROXIES

30 Right to Appoint Proxies

- (a) A Financial Member or Representative of a Financial Sustaining Member who is entitled to attend and vote at a general meeting of the Company may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.
- (b) If a Financial Member or Representative of a Financial Sustaining Member appoints a proxy, the proxy is entitled to vote on a show of hands and on a Poll.

31 Appointing a Proxy

31.1 Appointing a Proxy

The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing or, if the appointor is a body corporate, signed by an authorised officer or attorney of the body corporate.

31.2 Instrument of Proxy

- (a) The instrument of proxy is valid if it contains the information required by the Act, which at the date of this Constitution is the following information:
 - (i) the name and address of the Financial Member (and Representative, if applicable);
 - (ii) the name of the Company;
 - (iii) the proxy's name or the name of the office of the proxy; and
 - (iv) the meetings at which the instrument of proxy may be used.
- (b) An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- (c) An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by **clause 31.2(a)**.
- (d) An instrument of proxy may be revoked at any time by notice in writing to the Company.

32 Lodgement of Proxies

- (a) An instrument appointing:
 - (i) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
 - (ii) an attorney to exercise a Financial Member's voting rights at a general meeting or a certified copy of that power of attorney,must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than forty eight (48) hours (or such shorter period as the Board may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote. In default, the instrument of proxy or the power of attorney will not be treated as valid.
- (b) For the purposes of this **clause 32**, it will be sufficient that any document required to be lodged by a Member be received in legible form by facsimile at the place at which the document is required to be delivered by the Member and the document shall be regarded as received at the time the facsimile was received at that place.
- (c) For the purposes of this **clause 32**, it will be sufficient that any document required to be lodged by a Member be received in legible form by email if the notice of meeting so permits at the address and in the form specified in the

notice and the proxy shall be regarded as received at the time the email was received by the Company.

33 Validity of Proxies

- (a) A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding the:
- (i) death or unsoundness of mind of the Financial Member or Representative;
 - (ii) bankruptcy of or appointment of an external administrator to the Financial Member; and
 - (iii) revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,
- if the Company has not received at its Office written notice of the death, unsoundness of mind, bankruptcy, appointment of an external administrator or revocation at least forty eight (48) hours (or such shorter period as the Board may allow) before the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.
- (b) A proxy who is not entitled to vote on a resolution as a Financial Member may vote as a proxy for another Financial Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

34 Rights of Proxies and Attorneys

- (a) The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a Poll.
- (b) Unless a Financial Member or Representative by the instrument of proxy directs the proxy to vote in a certain manner, the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
- (c) A proxy will not be revoked by the appointor attending and taking part in any general meeting, but if the appointor votes on a resolution either on a show of hands or on a Poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.
- (d) The Chair of a general meeting may require any person acting as a proxy to establish to the satisfaction of the Chair that he is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish his identity, he may be excluded from voting either upon a show of hands or upon a Poll.

APPOINTMENT AND REMOVAL OF DIRECTORS

35 Number and Appointment of Directors

35.1 Number of Directors

The Board of Directors shall consist of not less than six (6) and not more than eight (8) persons.

35.2 Constitution of the Board

The Board shall consist of:

- (a) six (6) Member Elected Directors; and
- (b) up to two (2) Board Appointed Directors.

35.3 Initial Directors

- (a) The initial Directors are those persons who, at the time of incorporation of the Company, hold the following positions on the Council of the Association:
 - (i) President;
 - (ii) Vice President;
 - (iii) Treasurer;
 - (iv) Secretary; and
 - (v) Chief Editor.
- (b) Notwithstanding anything else herein contained, the initial Directors shall hold office from the date of registration of the Company until the first annual general meeting.
- (c) Despite **clause 35.8**, the initial Directors will elect from amongst themselves the Office Bearers, who will hold office as the elected Officer Bearers until the first annual general meeting. It will not be necessary for the initial Director who is elected as President to comply with **clause 35.8(c)**.
- (d) The term served by the initial Directors pursuant to **clause 35.3(b)** will have that term count toward the six (6) year maximum referred to in **clause 35.7(a)**.
- (e) For the purposes of **clause 35.7(a)**, the terms of each of the initial Directors shall be calculated respectively as if those terms commenced on the date that the Company was registered, and will not take into account any time that any initial Director served on the committee of the Association.

35.4 Nominations for Member Elected Directors

- (a) The Secretary will call for nominations from the eligible Financial Members for election as Member Elected Directors.
- (b) Nomination of candidates for election as a Member Elected Director must be:
 - (i) made in writing in the form set out in **Annexure B** (or in such other form as is prescribed by the Board from time to time) and signed by two (2) Financial Members other than the candidate;

- (ii) accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (iii) must be delivered to the Secretary at least twenty one (21) days before the date fixed for the holding of the annual general meeting at which the election is to take place.

35.5 Election of Member Elected Directors

- (a) Voting for the election of candidates as Member Elected Directors is to be held at the annual general meeting of the Company.
- (b) If insufficient nominations are received to fill all vacancies of Member Elected Directors on the Board, the candidates nominated shall be deemed to be elected (effective from the date of the annual general meeting) and further nominations for the vacant positions shall be received at the annual general meeting.
- (c) If insufficient further nominations are received at the general meeting, any vacant positions of Member Elected Directors remaining on the Board shall be deemed to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies of Member Elected Directors to be filled, the persons nominated shall be deemed to be elected (effective from the date of the annual general meeting).
- (e) If the number of nominations received for Member Elected Directors exceeds the number of vacancies to be filled, a ballot shall be held at the annual general meeting. The Board shall determine, in its discretion, how the ballot shall be conducted.

35.6 Appointment of Board Appointed Directors

- (a) The Board can appoint up to two (2) Board Appointed Directors to the Board.
- (b) A Board Appointed Director shall be a person who will bring skills and experience to the Board to enable the Board to advance the Objects.

35.7 Term

- (a) Subject to **clause 35.7(d)**, a Member Elected Director shall hold office for a term of two (2) years, but shall be eligible for re-election or reappointment, as the case may be, for a further two (2) terms of two (2) years each in accordance with this Constitution. Once a Member Elected Director has served the maximum term of six (6) years, the Member Elected Director is not eligible for reappointment to the Board until a period of at least two (2) years has expired since the expiry of the Member Elected Director's previous term on the Board.
- (b) Member Elected Directors shall be deemed to commence holding office from the conclusion of the annual general meeting at which they were elected until the conclusion of the annual general meeting held approximately two (2) years thereafter.
- (c) Board Appointed Directors will hold office for a term to be determined by the Board and can be re-elected for such term and for as many times as the Board determines.
- (d) The Member Elected Directors who commence holding office on the date of the first annual general meeting shall hold office until the following dates:

- (i) half of the Member Elected Directors shall retire (and be eligible for re-election for a further term of two (2) years) at the second annual general meeting held approximately two (2) years after the registration of the Company; and
 - (ii) the other half of the Member Elected Directors who did not retire pursuant to **clause 35.7(d)(i)** shall retire (and be eligible for re-election for a further term of two (2) years) at the annual general meeting held approximately three (3) years after the registration of the Company.
- (e) The decision as to which Member Elected Directors shall retire pursuant to **clause 35.7(d)(i)** and which shall retire pursuant to **clause 35.7(d)(ii)** shall be determined by agreement, but if agreement is not reached, then it shall be determined by lot.
- (f) Those Member Elected Directors who only serve an initial term of one (1) year pursuant to **clause 35.7(d)(i)** will have that one (1) year term count toward the six (6) year maximum referred to in **clause 35.7(a)**.

35.8 Office Bearers

- (a) The Board shall, at the first meeting of the Board held after incorporation of the Company and thereafter at the first meeting of the Board held after an annual general meeting of the Company where an Office Bearer has retired, appoint from amongst the Member Elected Directors sitting on the Board at the time of the Board meeting:
- (i) a President;
 - (ii) a Vice President; and
 - (iii) a Chief Editor.
- (b) The Vice President and the Chief Editor shall hold office for a term of two (2) years but shall be eligible for reappointment for a further two (2) terms of two (2) years each. The Vice President and the Chief Editor shall not hold office:
- (i) for more than six (6) consecutive years; nor
 - (ii) beyond their retirement or removal from the Board as a Director.
- (c) The President must first, immediately prior to being appointed as President, serve on the Board (but not in the office of President) for a term of two (2) years. The President shall hold office for a term of two (2) years but shall be eligible for reappointment for a further term of two (2) years. The President shall not hold office:
- (i) for more than four (4) consecutive years; nor
 - (ii) beyond their retirement or removal from the Board as a Director.

35.9 Alternate Directors

Directors are not permitted to appoint alternate Directors.

36 General Right to Appoint and Remove Directors

- (a) Subject to the Act, if there is ever a casual vacancy in the office of Director, the Board may appoint an eligible Financial Member to fill any such casual vacancy.

- Any Director so appointed shall hold office until the ensuing annual general meeting.
- (b) The Board may act despite any vacancy in their body, but if the number falls below the minimum fixed in accordance with **clause 35.1** the Board may act:
- (i) for the purpose of:
 - (A) increasing the number of Directors to the minimum; or
 - (B) convening a general meeting; or
 - (ii) in emergencies;
- but for no other purpose.
- (c) A Director can only be removed by the Members in accordance with the procedure set out in the Act.

37 Vacation of Office

- (a) Any Director may retire from office on giving written notice to the Company at the Office of his intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company).
- (b) The office of a Director shall become vacant if the Director:
- (i) dies;
 - (ii) being a Member Elected Director, is no longer a Financial Member;
 - (iii) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (iv) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (v) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (vi) resigns by notice in writing to the Company; or
 - (vii) is absent without permission of the Board from meetings of the Board held for more than six (6) months.

POWERS AND DUTIES OF DIRECTORS

38 Powers of Directors

The control, management and conduct of the Company shall be vested in the Board who shall exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised in any other manner.

39 Negotiable Instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by:

- (a) a Director so authorised in writing by the Board; and
- (b) one other Director or the Secretary, so authorised in writing by the Board.

40 Conferment of Powers

- (a) The Board may from time to time confer upon any Director for the time being or any other person as they may select such of the powers exercisable under this Constitution by the Board as it may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as it may think expedient.
- (b) Powers conferred under this **clause 40** may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.

DIRECTORS' DISCLOSURE OF INTEREST

41 Contracts

- (a) The Company may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions that apply to such contracts or arrangements.
- (b) A Director must disclose an interest in accordance with the Act and the Secretary must record all declarations in the minutes of the relevant meeting.
- (c) A Director who has an interest in a contract or arrangement made by the Company and has disclosed this interest to the Board subject to compliance with section 195 and related provisions of the Act, may:
 - (i) not be present during any Board discussions on that contract or arrangement and may not vote on the matter;
 - (ii) still be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (iii) not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (iv) not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

- (d) The Company shall not make any payment for services rendered by a Director in a professional or technical capacity, except where the provision of those services and the amount payable have prior approval of the Board and where the amount does not exceed an amount that is commercially reasonable for those services.
- (e) A Director's failure to make disclosure under this **clause 41** does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
- (f) A general notice given to the Board by a Director that the Director is an Officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.

PROCEEDINGS OF DIRECTORS

42 Meetings of Directors

- (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as it thinks, provided that they shall meet together not less than four (4) times in each calendar year.
- (b) A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Board by giving at least forty eight (48) hours notice of the meeting to all Directors, except a Director who the person convening the meeting reasonably believes to be outside Australia.
- (c) Notice of a meeting of the Board need not be in writing.
- (d) Subject to **clause 42(e)**, a Board meeting may be convened or held using any technology consented to by a majority of Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time before a Board meeting.
- (e) The particular technology used to convene or hold a Board meeting, pursuant to **clause 42(d)**, must be available and accessible to all Directors who wish to attend the Board meeting.
- (f) All resolutions of the Directors passed at a meeting of the Board where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors.

43 Quorum

- (a) The quorum necessary for the transaction of the Board's business is Directors personally present (or in conference in accordance with **clause 42**) equal in number to fifty one percent (51%) of the total number of Directors.
- (b) A quorum must be present at all times during the meeting.
- (c) A Director who is disqualified from voting on a matter pursuant to **clause 41** shall be counted in the quorum despite that disqualification.

44 Chair

- (a) The President shall, if present, preside as Chair of every meeting of the Board.
- (b) If a meeting of Board is held and the President is:
 - (i) unable or unwilling to act as Chair; or
 - (ii) not present within fifteen (15) minutes after the time appointed for the holding of the meeting,then the Vice President will be Chair in lieu of the President. If the Vice President is:
 - (iii) unable or unwilling to act as Chair; or
 - (iv) not present within fifteen (15) minutes after the time appointed for the holding of the meeting,the other Directors present may choose another Director as Chair of the meeting by two-thirds majority, or if their number is not three or a multiple of three, then the nearest number to two-thirds.

45 Voting

- (a) A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Board.
- (b) Each Director shall have one (1) vote.
- (c) In case of an equality of votes at a meeting of the Board, the Chair will have a casting vote in addition to a deliberative vote.

46 Resolutions by Directors

- (a) The Board may pass a resolution without a Board meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.
- (b) A facsimile transmission which is received by the Company and which purports to have been signed by a Director shall for the purposes of this **clause 46** be taken to be in writing and signed by that Director at the time of the receipt of the facsimile transmission by the Company in legible form.

- (c) An email transmission which is received by the Company and which purports to have been sent by a Director shall for the purposes of this **clause 46** be taken to be in writing and signed by that Director at the time of the receipt of the email transmission by the Company.

47 Committee of Directors

- (a) The Board may form and delegate any of its powers to a Committee consisting of such Directors and other persons as it thinks fit and may from time to time revoke such delegation.
- (b) A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- (c) The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.
- (d) A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act and this Constitution to be made entered and signed. A copy of such Committee minutes shall be tabled at the next Board meeting.

48 Validation of Acts of Directors

All acts done:

- (a) at any meeting of the Board; or
- (b) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

MINUTES

49 Minutes

- (a) The Board must cause minutes to be kept in accordance with the Act for the purposes of recording:
- (i) the names of the Directors present at each meeting of the Board and of Directors present at each meeting of any Committee;
- (ii) all orders, resolutions and proceedings of general meetings and of meetings of the Board and of Committees; and

- (iii) such matters as are required by the Act to be recorded in the record books of the Company including without limitation all declarations made or notices given by any Director of his interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- (b) Such minutes shall be signed by the Chair of the meeting, or the Chair of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

SECRETARY

50 Appointment and Tenure

- (a) There must be at least one Secretary appointed by the Board for a term and on conditions determined by the Board.
- (b) The Board may remove any Secretary so appointed.
- (c) The Secretary may or may not also be one of the Directors.

BY-LAWS

51 By-Laws

- (a) The Board may from time to time to make such By-Laws as are in its opinion necessary and desirable for the proper control, administration and management of the Company's affairs, operations, finances, interests, effects and property and to amend and repeal those By-Laws from time to time.
- (b) A By-Law must be subject to this Constitution and must not be inconsistent with any provision contained in this Constitution.
- (c) When in force, a By-Law is binding on all Members and has the same effect as this Constitution.
- (d) The Board will adopt such measures as it deems appropriate to bring to the notice of Members all By-Laws, amendments and repeals.

EXECUTION OF DOCUMENTS

52 Execution of Documents

- (a) Without limiting the manner in which the Company may execute any contract, including as permitted under section 126 of the Act, the Company may execute any agreement, deed or other document by:
 - (i) two Directors signing the same; or
 - (ii) one Director and one Secretary signing the same.
- (b) Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

AUSTRALIAN ENTOMOLOGICAL SOCIETY PUBLIC FUND

53 Australian Entomological Society Public Fund

53.1 Object of Fund

- (a) The Fund has the sole objective of supporting the Principal Purpose.
- (b) The Fund will be operated on a not-for-profit basis.

53.2 Bank Account

- (a) The Fund is established to receive all gifts of money or property for the Principal Purpose, and any money received because of such gifts must be credited to the Fund's bank account.
- (b) The Fund must not receive any other money or property into its account, and it must comply with subdivision 30-E of the *Income Tax Assessment Act* (Clth) 1997.
- (c) Any interest earned on any donations, any income derived from donated property, and any money from the realisation of such property is to be deposited into the Fund.
- (d) A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts are to be kept separate from other funds of the Company.

53.3 Accountability to the Department

- (a) The Company must inform the Department responsible for the environment as soon as possible if:
 - (i) it changes its name or the name of the Fund; or
 - (i) there is any change to the membership of the management committee of the Fund; or
 - (ii) there has been any departure from the model rules for public funds located in the Guidelines.

- (b) The Company agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Fund are only used for its Principal Purpose.
- (c)
 - (i) Statistical information requested by the Department on donations to the Fund will be provided within four (4) months of the end of the financial year.
 - (ii) An audited financial statement for the Company and its Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Fund monies and the management of Fund assets.

53.4 Donations

- (a) Members of the public are to be invited to make gifts of money or property to the Fund for the Principal Purpose.
- (b) Receipts are to be issued in the name of the Fund, and proper accounting records and procedures are to be kept and used for the Fund.

53.5 Committee of Management

- (a) A committee of management of no fewer than three (3) persons will administer the Fund at all times.
- (b) The committee will be appointed by the Board pursuant to the Board's power contained in **clause 47**.
- (c) The committee will meet and conduct business in the manner required by the Board from time to time.
- (d) The committee will report to the Board as required by the Board from time to time.
- (e) A majority of the members of the committee will be 'responsible persons' as defined by the Guidelines.

ACCOUNTS AND INSPECTION OF RECORDS

54 Accounts and Inspection

The Board shall:

- (a) cause proper financial records to be kept and must, where required by the Act, distribute copies of the financial reports of the Company and a Director's report in accordance with the requirements of the Act;
- (b) cause the financial records to be audited by a properly qualified auditor; and
- (c) from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other

records of the Company or any of them will be open to the inspection of Members.

NOTICES

55 Service of Notices

- (a) A notice may be given by the Company to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Company for the giving of notices;
 - (iii) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or
 - (iv) sending it to the electronic address supplied by the Member to the Company for the giving of notices.
- (b) If a Member has not left at, or sent to, the Office his place of address for inclusion in the Register, that Member shall not be entitled to receive any notice.
- (c) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected two days after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.
- (d) Where a notice is sent by facsimile or other electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the business day after it is sent.
- (e) A notice may be given by the Company to the persons entitled to a share in consequence of the death, lunacy or bankruptcy of a Member by:
 - (i) service on the Member personally;
 - (ii) sending it by post addressed to the person by name or by the title of the representative of the deceased or lunatic or the assignee of the bankrupt or by any like description at the address, if any, within Australia supplied for the purpose by the person claiming to be entitled; or
 - (iii) by giving the notice in any manner in which the same might have been given if the death, lunacy or bankruptcy had not occurred.
- (f) Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the Company to that effect shall be conclusive evidence of service.

56 Notices of General Meeting

Subject to **clause 55(b)**, notice of every general meeting must be given in any manner authorised by this Constitution to:

- (a) every Member; and
- (b) the auditor for the time being of the Company.

WINDING UP**57 Winding Up**

- (a) If the Fund is wound up or the endorsement of the Fund as a deductible gift recipient is revoked, the assets remaining in the Fund after satisfying the Fund's liabilities and expenses must be transferred to one or more funds which are on the Register of Environmental Organisations.
- (b) If the Company is wound up, any surplus remaining after complying with **clause 57(a)** will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:
 - (i) objects which are similar to the Objects;
 - (ii) a constitution which requires its income and property to be applied in promoting its objects; and
 - (iii) a constitution which 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 5.2(b)**.
- (c) The identity of the fund, corporation or institution is to be determined by the Members in writing at or before the time of revocation or dissolution, and failing such determination being made, by application to the Supreme Court of the Australian Capital Territory.

INDEMNITY**58 Indemnity**

To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this clause unless:

- (a) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:

- (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
- (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.

59 Payment of Indemnity Policy Premium

- (a) To the extent permitted by law the Company may at the discretion of the Board enter into and / or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
 - (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
 - (ii) a contravention of sections 182 or 183 of the Act.
- (b) The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- (c) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer under **clause 58** except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

60 Indemnity to Continue

The indemnity granted by the Company contained in **clauses 58** and **59** shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

We the several persons whose signatures appear hereunder hereby agree to the foregoing constitution:

SIGNED by **David Keith Yeates** in the presence of:

.....
Signature of Witness

.....
Signature of **David Keith Yeates**

.....
Name of Witness
(Please print)

Annexure A Form of Appointment Of Proxy

THE AUSTRALIAN ENTOMOLOGICAL SOCIETY LIMITED
(incorporated under the *Corporations Act 2001*)

PROXY FORM

1. Your details

(Please print your name and address)

Name of Member/Representative: _____
ACN / ABN: _____
Address: _____
City: _____ State: _____ Postcode: _____
Telephone: _____

2. Appoints

Name: _____
(Please print name of proxy)

or failing the person so named, or if no person is named, the **Chair of the Meeting** to vote in accordance with the following directions or, if no directions have been given, as the proxy or the Chair sees fit at the (Annual) General Meeting of The Australian Entomological Society Limited to be held on *[insert date]* commencing at *[insert time]* and at any adjournment thereof.

3. Directions

4. Signature

5. Date

Annexure B Nomination Form for Member Elected Director

THE AUSTRALIAN ENTOMOLOGICAL SOCIETY LIMITED
(incorporated under the *Corporations Act 2001*)

We,
(full name of first nominating Financial Member)

of
(address)

and
.....
(full name of second nominating Financial Member)

of
(address)

hereby nominate:
.....
(full name of nominee for Member Elected Director)

of
(address)

for the position of Member Elected Director of the abovenamed company.

.....
Signature of first nominating Member of Company *Signature of second nominating Member of Company*

.....
Name of first nominating Member of Company *Name of second nominating Member of Company*

Date:..... Date:

Signature of Nominee

Date