



Australian Association of Practice Management
60 Lothian Street
North Melbourne 3051

Constitution of Australian Association of Practice Management Ltd.

ACN: 010 067 615

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1 Name of Corporation

The name of the Company is Australian Association of Practice Management Ltd.

2 Replaceable Rules

This Constitution displaces the Replaceable Rules; accordingly none of the Replaceable Rules apply except to the extent that they are repeated in this Constitution.

3 Interpretation

3.1 Definitions

In this Constitution:

Auditor means the person appointed for the time being as the auditor of The Australian Association of Practice Management Ltd

Board means the Directors present at a meeting, duly convened as a Board meeting, at which a quorum is present.

Body Corporate means a Body Corporate which is a company under the Corporations Act or other body registrable under Australian law and includes an unincorporated registrable body

Business Day means a day which is not a Saturday, Sunday or bank or public holiday.

Chief Executive Officer means any person appointed for the time being as a Chief Executive Officer of the Company.

Company means Australian Association of Practice Management Ltd (ACN 010 067 615) .

Constitution means the constitution for the time being of the Company as constituted by this document as amended or supplemented from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a person who is a director for the time being of the Company and **Directors** means more than one Director and in relation to rules applying to meetings of the Board, including voting by Directors and material personal interests, references to Directors include alternates.

Member means a person who is, or who is registered as, a Member of the Company and **Members** means more than one Member.

Members Guarantee Amount means an amount equal to **\$50.00**

Membership means being a Member of the Company.

O.R. means Ordinary Resolution

Register of Members means the register of Members maintained pursuant to the Corporations Act.

Replaceable Rules means the replaceable rules relevant to a public Company limited by guarantee set out in the Corporations Act.

Seal means the common seal for the time being of the Company.

Secretary means any person appointed in accordance with rule 25 to perform the duties of company secretary.

3.2 Interpretation

In this Constitution:

- (a) the words “including”, “include” and “includes” are to be construed without limitation;
- (b) the words “writing” and “written” means printing, typewriting and all other means of representing or reproducing words in visible form;
- (c) a reference to legislation is to be construed as a reference to that legislation, any subordinate legislation under it and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (d) a reference to a “person” includes a corporate representative appointed pursuant to section 250D of the Corporations Act;
- (e) headings are used for convenience only and are not intended to affect the interpretation of this Constitution; and
- (f) a word or expression defined in the Corporations Act and used but not defined, in this Constitution has the same meaning given to it in the Corporations Act.

4 Objects and purpose

4.1 The objects for which the Company is established are to:

- (a) Represent and unite practice managers and others within the profession of practice management throughout the Healthcare industry;
- (b) Promote, create opportunities and advance professional development and leadership;
- (c) Promote and advance ethical behaviour within the profession according to the AAPM Code of Ethical Conduct;
- (d) Promote and advance advocacy and recognition of the role of practice management;
- (e) Contribute to a sustainable and socially responsible healthcare system; and
- (f) Establish strategic alliances in pursuit of the objects of the Company.

5 Powers of the Company

5.1 Pursuant to section 124 of the *Corporations Act*, a Company has the legal capacity and powers of an individual both in and outside Australia including the power to:

- (a) give security by charging uncalled capital;
- (b) grant a floating charge over any or all of the Company's property;
- (c) arrange for the Company to be registered or recognised as a body corporate in any place outside Australia; and
- (d) do anything that it is authorised to do by any other law.

5.2 The assets and income of the association shall be applied solely in the furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

6 Modification or repeal of this Constitution

6.1 Modifying or repealing Constitution

This Constitution may be modified or repealed only by a special resolution of the Company in a general meeting

6.2 Date of effect of modification or repeal

Any modification or repeal of this Constitution takes effect on the date the special resolution is passed or any later date specified, or provided for, in the resolution.

7 Member's liability

7.1 Liability to contribute

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:

- (a) payment of debts and liabilities of the Company;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) any adjustment of the rights of the contributories among Members.

7.2 Limited liability

The amount that each Member or past Member is liable to contribute is limited to the amount of the Member's Guarantee Amount.

8 Members

8.1 Number of Members

The Company must have at least one Member.

8.2 Pre-condition to Membership

A person is entitled to become a Member if that person agrees to contribute up to the Member's Guarantee Amount in the event of the winding up of the Company pursuant to rule 7.1.

8.3 Becoming a Member

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

8.4 Categories of Membership

The membership categories of the Company and the criteria associated with each category of membership shall be determined by the Board. The membership categories at the adoption of this Constitution are:

- (a) **Full Member**
- (b) **Fellow**
- (c) **Life Member**
- (d) **Associate Member**
- (e) **Retiree Member.**

8.5 Eligibility for Membership

Any person or Body Corporate is eligible to become a Member of the Company

8.6 Application for Membership

- (a) Only a person satisfying the eligibility requirements for Membership may apply for Membership.
- (b) The Board may prescribe the form of the application for Membership.
- (c) An application for Membership must be:
 - (i) in writing signed by the applicant; and / or
 - (ii) if the Board has prescribed the form of the application for Membership, be in that prescribed form.

8.7 Consideration for application for Membership

The Board may appoint nominee/s to consider and either accept or reject applications for Membership to the Company.

At the first practical meeting of the Board after an application for Membership has been received the Board must ratify the nominee/s decision or if no nominee/s has been appointed the Board must consider the application and either accept, accept subject to conditions or reject the application.

8.8 Registration as Member

If the Board ratifies or accepts an application for Membership, as soon as practicable, the Board must register or cause to be registered the name of the person or the Body Corporate in the Register of Members and record any conditions imposed on that person's Membership.

8.9 Annual fees

- (a) The Board may determine the amount of annual Membership fees for each Member or each category of Membership.
- (b) Each Member must pay the annual Membership fee to the Company within 30 days of the due date.

9 Rights of Members are non-transferable

The rights and obligations of a Member are personal and are not transferable.

10 State Branches

10.1

- (a) Members of the company shall comprise all those persons entered in the register.
- (b) The register shall be divided into separate branches described as follows:
 - (i) New South Wales/ Australian Capital Territory Branch - comprising members from the geographical area of the State of New South Wales and Australian Capital Territory
 - (ii) Queensland Branch - comprising members from the geographical area of the State of Queensland.
 - (iii) South Australian/ Northern Territory Branch - comprising members from the geographical area of the State of South Australia and Northern Territory.
 - (iv) Tasmanian Branch - comprising members from the geographical area of the State of Tasmania.
 - (v) Victorian Branch - comprising members from the geographical area of the State of Victoria.
 - (vi) Western Australian Branch - comprising members from the geographical area of the State of Western Australia.
 - (vii) International – comprising members from outside the geographical area of Australia.
- (c) The geographical area of the Territory of the Australian Capital Territory shall be assigned to New South Wales.

- (d) The geographical area of the Territory of the Northern Territory shall be assigned to South Australia.
- (e) The affairs of each Branch Committee shall be managed in accordance with the Constitutional requirements of the Company and as directed by the Directors of the Company.

11 Cessation of Membership

11.1 Cessation of Membership of a natural person

A person ceases to be a Member if:

- (a) the person ceases to have a mailing or email address to which notices from the Company can be sent with reasonable certainty that they will be delivered to the Member and the Board resolves that the person should cease to be a Member; or
- (b) the person becomes a bankrupt;
- (c) the person fails to pay their Membership fee within 30 days of the due date in accordance with rule 8.9(b);
- (d) the person is expelled pursuant to rule 11.5;
- (e) the person dies;
- (f) if the Member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health; or
- (g) if the Member is convicted of an indictable offence unless the Board resolves otherwise.

11.2 Resignation of Member

- (a) A Member may resign from membership of the Company by giving written notice to the Company. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.

Any Member ceasing to be a Member:

- (a) will not be entitled to any refund, in full or part, of any fee paid in accordance with rule 8.9; and
- (b) will not be readmitted as a Member until any unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

11.3 Conduct of Members

The Board may regulate the conduct of the Members and in doing so may:

- (a) make by-laws and issue a code of ethical conduct for the continuation of sound practice; and

- (b) investigate the conduct of any Member and provide sanctions, subject to rule 11.5, for those Members who wilfully refuse or neglect to comply with the rules of any such by-law or code of conduct.

11.4 Expulsion of Member

A Member may only be expelled from Membership subject to the following provisions being fulfilled:

- (a) In the opinion of the Board:
 - i) the Member has failed to comply with this Constitution;
 - ii) the Member has failed to comply with any by-laws or Code of Ethical Conduct referred to in rule 11.3; or
 - iii) it is not in best interests of the Company for the person or Body Corporate to remain a Member;
- (b) The Member is given 21 days written notice of the date when the Board will consider the matter of expulsion. The notice is to outline the grounds for expulsion and how the member may provide a written submission in response to the allegations.
- (c) If the resolution to expel the Member is passed by the Board, the Member is notified within 14 days of the date of the resolution. The notice must state that the Member has 14 days from the date of the notice (or such later time as the Board may decide and allowing for the notice period in rule 29) to advise the Board in writing that the Member requires the matter to be referred to mediation.
- (d) If the matter is referred to mediation then the mediation must be conducted in such manner as the Board reasonably determines and in accordance with the rules of procedural fairness.
- (e) Once the mediation under sub-rule (d) is concluded or if the Member gives no advice in writing under sub-rule (c) then the Board may decide whether or not to endorse the resolution to expel the Member and it is only at that time that any resolution to expel the Member will be effective.

12 Maintenance of Register of Members

12.1 Register of Members

The Secretary or Board Nominee must maintain a Register of Members setting out:

- (a) the name and address of each Member;
- (b) the date on which each person became a Member;
- (c) in respect of each person who has ceased to be a Member, the date on which that person ceased to be a Member.

12.2 Inspection of Register of Members

The Register of Members must be kept in accordance with the Corporations Act. A Member may inspect the Register of Members between the hours of 9.00 am and 5.00 pm on any Business Day. No amount may be charged for inspection.

Any Member inspecting the Register of Member must comply with s177 of the Corporations Act and any information obtained from inspecting the Register of Members must not be used for an improper purpose.

13 General meetings

13.1 Annual General Meetings

The Company must hold an Annual General Meeting at least once in each calendar year and within five calendar months after the end of the relevant financial year.

13.2 Business at Annual General Meeting

The business that may be dealt with at an Annual General Meeting of the Company (even if not referred to in the Notice of Meeting) is:

- (a) the consideration of the annual financial report, directors' report and auditor's report;
- (b) the election of the directors;
- (c) the appointment of the auditor;
- (d) any other business of which notice has been given.

13.3 Calling a general meeting

- (a) The Directors may convene a general meeting when they think fit and must do so if required by the Corporations Act.
- (b) The Members may request or call and arrange to hold a general meeting in accordance with the relevant provisions of the Corporations Act.

13.4 Notice of general meeting

Except where shorter notice is permitted by the Corporations Act, at least 21 days' notice of a general meeting must be given to the Members, Directors and Auditor. The notice must state:

- (a) the date, time and place (or places) of the meeting;
- (b) the general nature of the business to be conducted at the meeting;
- (c) any proposed resolutions; and
- (d) contain a statement informing the Members of the right to appoint a proxy.

13.5 Notice of resumption of an adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 30 days' notice must be given to the Members, Directors and Auditor of the day, time and place (or places) for the resumption of the adjourned general meeting.

13.6 General meetings at two or more places

A general meeting may be held in two or more places. If a general meeting is held in two or more places, the Company must use technology that gives Members a reasonable opportunity to participate at that general meeting.

13.7 Postponement or cancellation of general meeting

- (a) Subject to this Constitution and the Corporations Act, the Board may change the place (or places) of, postpone or cancel a general meeting.
- (b) If a general meeting is convened pursuant to a request by Members, the Board may not postpone or cancel the general meeting without the consent of the majority of the requesting Members.

13.8 Notice of change, postponement or cancellation of meeting

- (a) If the Board changes the place (or places) of a general meeting, notice must be given to each Member and each person entitled to receive notice of the meeting of the new place (or places) of the meeting.
- (b) If the Board postpones a general meeting, notice must be given to each Member and each other person entitled to receive notice of the new date, time and place (or places) of the meeting.
- (c) If the Board cancels a general meeting, notice must be given to each Member and each other person entitled to receive notice of general meetings.

13.9 Omission to give notice relating to general meeting

No resolution passed at or proceedings at any general meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that general meeting;
- (b) any change of place (or places) of that general meeting;
- (c) postponement of that general meeting including, the date, time and place (or places) for the resumption of the adjourned meeting; or
- (d) resumption of that adjourned general meeting.

14 Proceedings at general meetings

14.1 Quorum

- (a) A quorum at a general meeting is **30** or more Members present in person or by proxy. The quorum must be present at all times during the general meeting.
- (b) If a Member has appointed more than one proxy and two or more proxies attend a general meeting, only one proxy will be counted for the purposes of determining whether there is a quorum.

14.2 Lack of quorum

If a quorum is not present within 30 minutes after the time appointed for a general meeting (or any longer period of time as the chair may allow) or ceases to be present at any time during the general meeting, the general meeting:

- (a) if convened by a Director on the request of Members, is dissolved; or
- (b) in any other case:

- (i) is adjourned to be resumed on a day, time and place (or places) as the chair determines or if the chair is not present as the Directors at the meeting may determine; or
- (ii) if the Directors do not so determine, no Director is present or no Director present determines:
 - (A) the date for the resumption of the adjourned general meeting will be on the same day in the next week;
 - (B) the time for the resumption of the adjourned general meeting will be at the same time as the adjourned meeting; and
 - (C) the place (or places) for the resumption of the adjourned general meeting, will be at the same place (or places) as the adjourned meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for the resumption of the adjourned general meeting or ceases to be present during the meeting, the general meeting is dissolved.

14.3 Chairing general meetings

- (a) The President will chair each general meeting.
- (b) If the President is not present within 15 minutes after the time appointed for any general meeting or is unwilling or unable to act as chair for the whole or any part of that general meeting, the Directors present may elect a Director present to chair that general meeting.
- (c) If no Director is elected or if all the Directors present decline to take the chair for the whole or any part of that general meeting, the Members present (whether in person or by proxy) may elect a Member present (in person) to chair for the whole or any part of that general meeting. If the Members do not so elect a chair, the meeting will be adjourned to be resumed on the same day, at the same time and at the same place (or places) in the following week.

14.4 Conduct of general meetings

The chair of each general meeting has charge of conduct of that meeting, including the procedures to be adopted and the application of those procedures at that meeting, subject to this Constitution, the law and the conventions of debate.

14.5 Adjournment

- (a) The chair of a general meeting at which a quorum is present may, with the consent of the Members present in person or by proxy adjourn the general meeting.
- (b) If a majority of Members present at a general meeting in person or by proxy determine that the meeting should be adjourned, the chair must adjourn the meeting to a date, time and place (or places) determined by the Members.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment..

15 Proxy

15.1 Appointment of proxy

- (a) A Member who is entitled to attend and to vote at a general meeting of the Company may appoint a proxy to attend, speak and vote for that Member. The instrument appointing a proxy may provide for the exercise by the proxy of the same rights as that Member including the right to speak at the Meeting, to vote, (but only to the extent allowed by the appointment) and join in a demand for a poll.
- (b) An appointment of a proxy may be a standing one.
- (c) A proxy is not entitled to vote if the Member who has appointed the proxy is present in person at the meeting.
- (d) If a Member is entitled to cast two or more votes at a meeting, the Member may appoint two proxies. If the Member appoints two proxies and the appointment does not specify the proportion or the number of votes each proxy may exercise, each proxy may exercise half the votes.

15.2 Proxy instruments

- (a) An appointment of a proxy must be in writing and be signed by the Member appointing the proxy or by the duly authorised attorney of the Member and state:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the general meeting at which the proxy may be used, or if the appointment is a standing one, a clear statement to that effect.
- (b) Where a proxy is signed pursuant to a power of attorney, a copy of the power of attorney (certified as a true copy of the original) must be attached to the proxy instrument sent to the Company.
- (c) An instrument appointing a proxy may direct the way in which a proxy is to vote on a particular resolution. If an instrument contains a direction, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.

15.3 Proxy to be received by the Company

An instrument purporting to appoint a proxy is not effective unless it is received, together with any additional documentation, including a copy of the power of attorney (certified as a true copy of the original), by the Company at least 48 hours before the general meeting or, as the case may be, the resumption of an adjourned general meeting, at any of the following:

- (a) the registered office;
- (b) a facsimile number at the registered office; or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of the general meeting.

15.4 Power to demand poll

A proxy may demand, or join in demanding, a poll in accordance with this Constitution.

15.5 Revocation of proxy

The appointment of a proxy may be revoked by the Member who appointed the proxy by notice to the Company from the Member or, as the case may be, the duly authorised attorney of the Member, stating that the appointment of a proxy is revoked or by appointing a new proxy. Notice of revocation of the appointment of a proxy must be received by the Company at least 48 hours (or any shorter period the Board may permit) before the general meeting

15.6 Validity of votes of proxy

A vote cast by a proxy is valid despite:

- (a) the death or unsoundness of mind of the appointing Member;
- (b) the revocation of the instrument appointing the proxy; or
- (c) the revocation of any power of attorney under which the proxy was appointed

unless the Company has received written notice of the matter at least 48 hours (or any shorter period the Board may permit) before the start of the general meeting or adjourned general meeting at which the instrument is used.

16 Voting

16.1 Entitlement to vote

Each Member entitled to vote at a general meeting may vote in person or by proxy. Each Member has one vote, whether on a show of hands, or on a poll.

16.2 Casting vote

If on any ordinary resolution an equal number of votes are cast for and against a resolution, the chair has a casting vote in addition to any vote cast by the chair as a Member.

16.3 Proxy vote to be identified

Before a vote is taken the chair must inform the Members present whether any proxy votes have been received and, if so, how the proxy votes are to be cast.

16.4 Voting on resolution:

At any general meeting, a resolution put to a vote must be decided by a show of hands unless a poll is demanded in accordance with this Constitution.

(a) Decisions made on Ordinary Resolutions at a general meeting shall be determined by a majority of the votes cast by Members eligible to vote at that meeting.

(b) Where a Special Resolution is required by the Act or this Constitution, 75% of the votes cast by members entitled to vote must be in favour of the resolution for it to be passed.

16.5 Objection to right to vote

- (a) A challenge to a right to vote at a general meeting:

- (i) may only be made at that general meeting; and
 - (ii) must be determined by the chair.
- (b) A decision made by the chair in relation to a challenge to a right to vote is final.

16.6 Minutes

- (a) Unless a poll is demanded in accordance with this Constitution, a declaration by the chair that a resolution has, on a show of hands, been:
- (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost or not carried by a particular majority,
- is conclusive evidence of the fact declared. An entry to that effect made in the minute's book of the Company signed by the chair is evidence of that fact unless the contrary is proved.
- (b) Within one month after each general meeting, the Directors must record or cause to be recorded in the minutes book:
- (i) the proceedings and resolutions of each general meeting;
 - (ii) any declarations at each general meeting; and
 - (i) all resolutions passed by Members without a general meeting.
- (c) The chair, or the chair of the next meeting, must sign the minutes within a reasonable time after the general meeting.
- (d) The minute books must be kept at the registered office.
- (e) Members may inspect the minute books between the hours of 9.00 am and 5.00 pm on any Business Day. No amount may be charged for inspection.

17 Poll

17.1 Chair may determine to take a poll

The chair of a general meeting may determine that a poll be taken on any resolution.

17.2 Right to demand poll

A poll may be demanded on any resolution at a general meeting other than the election of a chair or the question of an adjournment by:

- (a) at least five Members entitled to vote on the resolution; or
- (b) Members with at least five percent of the votes that may be cast on the resolution on a poll.

17.3 Procedure for demanding poll

- (a) A poll may be demanded:
 - (i) before a vote on a show of hands is taken;
 - (ii) before the result of a vote on a show of hands is declared; or
 - (iii) immediately after the result of a vote on a show of hands is declared.
- (b) If a poll is demanded it may be taken in the manner and at the time and place (or places) as the chair directs.
- (c) A demand for a poll may be withdrawn at any time by the person or persons who demanded it. A demand for a poll which is withdrawn does not invalidate the result of a show of hands declared before the demand for the poll was made.
- (d) A demand for a poll does not prevent the general meeting continuing for the transaction of any business.

18 Appointment and removal of Directors

18.1 Number of Directors

- (a) The number of Directors must not be more than 9 or less than 6 unless the Company so resolves. (O.R.)
- (b) All Directors must ordinarily reside in Australia

18.2 Appointment of Directors

- (a) The Board shall prescribe the eligibility criteria for nomination of members as Directors of the Company.
- (b) Each State Branch of Australia shall nominate one eligible member of the Company for the appointment to the position of Director of the Company.
- (c) The Directors so nominated who become Directors of the Company shall appoint from their number a President. The President shall be a Fellow or the equivalent of the Company.
- (d) The Directors may appoint a maximum of 3 Independent Directors at any time. The term of an Independent Director shall be the same as for a Director of the Company except that the period shall not be less than 12 months.

18.3 Confirmation of appointment of Independent Directors

If a person is appointed as an Independent Director by the Board pursuant to clause 18.2(d) the Company must confirm the appointment at the next Annual General Meeting. If the appointment is not confirmed, the person ceases to be a Director at the conclusion of the Annual General Meeting.

18.4 Removal of Director

- (a) The Company may remove a Director by resolution at a general meeting.
- (b) At least two months' notice must be given to the Company of the intention to move a resolution to remove a Director at a general meeting.

- (c) If notice of intention to move a resolution to remove a Director at a general meeting is received by the Company, a Director must be given a copy of the notice as soon as practicable.
- (d) The Director must be informed that the Director:
 - (i) may submit a written statement to the Company for circulation to the Members before the meeting at which the resolution is put to a vote; and
 - (ii) may speak to the motion to remove the Director at the general meeting at which the resolution is to be put to vote.
- (e) At least 21 days' notice must be given to the Members of a general meeting at which the resolution for the removal of a Director is proposed. The notice must set out the proposed resolution and the grounds for the proposed resolution.

18.5 Cessation of Directorship

A person ceases to be a Director and the office of Director is vacated if the person:

- (a) is removed from office as a Director by a resolution of the Company at a general meeting;
- (b) resigns as a Director in accordance with this Constitution;
- (c) if the person is subject to assessment or treatment under any mental health law and the Board resolves that the person should cease to be a Member;
- (d) dies;
- (e) is disqualified from acting as a Director under the Corporations Act; or
- (f) is absent from Board meetings for a continuous period of six months without leave of absence from the Board and the Board does not resolve that the Director should not cease to be a Director; or
- (g) Is found to have breached the Code of Ethical Conduct.

18.6 Casual Vacancies

- (a) In the event of a casual vacancy occurring in the position of a Director nominated by a State Branch, the vacancy may be filled by the relevant Branch Committee appointing another eligible individual.
- (b) Any person so appointed to fill a vacancy of a Director will hold office for the remainder of the term of that vacancy. Any time served as a Director while filling a vacancy will count in determining term limits under clause 18.7(c).
- (c) The Board may act even if there are vacancies on the Board. However, if the number of Directors is reduced below the minimum number specified in 18.1, the continuing Directors may only act:
 - (i) in an emergency;

(ii) for the purposes of appointing additional Directors up to the minimum number; or

(iii) to convene a General Meeting.

18.7 Term of Directors

- (a) There will be staggered rotational appointments of Directors so that each year, two State Branches will nominate a member for the position of Director in the Company.
- (b) Each member nominated by a State Branch who takes the position of Director in the Company shall be appointed for a period of three years commencing from the end of the relevant Annual General Meeting until the end of the third following Annual General Meeting.
- (c) Subject to clause 18.6(b), no member nominated by any State and who takes up the position of Director in the Company shall occupy the position of Director for more than three consecutive terms, that is a maximum of nine years.
- (d) At the end of each three-year term, the incumbent Director may be nominated by a State for re-election as Director of the Company provided that any re-election shall not cause a Director to occupy the position of Director for more than nine consecutive years.
- (e) A Director who has completed nine years as Director of the Company may be reappointed as a Director after a lapse of one year, and may serve upon re-election as Director for a further nine consecutive years.
- (f) A Director may serve more than one term of nine consecutive years provided always that at the expiration of each set of nine consecutive years that Director does not serve as such for a period of one year.

18.8 Term of President (O.R.)

The term for the position of President shall be for a maximum of three consecutive years

18.9 Resignation of Directors

A Director may resign from the office of Director by giving notice of resignation to the Company at its registered office.

19 Powers and duties of Board

- (a) Subject to this Constitution and the Corporations Act, the activities of the Company are to be managed by, or under the direction of, the Board.
- (b) Subject to this Constitution and the Corporations Act, the Board may exercise all powers of the Company that are not required to be exercised by the Company in a general meeting.
- (c) The powers of the Board include the power to:
 - (i) borrow or otherwise raise money;
 - (ii) mortgage, charge (including in the form of a floating charge) any of the Company's assets (both present and future); and

- (iii) issue debentures and other securities and any instrument (including any bond).
- (d) The Board may delegate any of its powers to:
 - (i) a Director;
 - (ii) a committee of Directors;
 - (iii) an employee of the Company; or
 - (iv) any other person.

20 Negotiable instruments

All negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board may determine.

21 Alternate Directors

Alternate Directors are not permitted

22 Remuneration and reimbursement for expenses

22.1 Remuneration of Director

The Board may resolve to pay remuneration to any Director for ordinary services as a Director. However, the total amount paid in any year to all Directors must not exceed the maximum amount fixed by the Members in general meeting.

22.2 Reimbursement of expenses

Directors are also entitled to receive payments for:

- (a) out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board; or
- (b) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and is on reasonable commercial terms.

Any such payment under this rule 22.2 is in addition to the maximum amount fixed by Members in general meeting under rule 22.1

23 Board meetings

23.1 Convening meetings

- (a) In the ordinary course, the Secretary or Board Nominee will convene Board meetings in accordance with the determinations of the Board.
- (b) A Director may at any time convene a Board meeting by notice to the other Directors.

23.2 Notice of meetings

- (a) Reasonable notice of each Board meeting must be given to the Directors entitled to receive notice (if any)
- (b) Each notice must state:
 - (i) the date, time and place (or places) of the Board meeting;
 - (ii) the general nature of the business to be conducted at the Board meeting; and
 - (iii) any proposed resolutions.

23.3 Omission to give notice

No resolution passed at or proceedings at any Board meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that Board meeting;
- (b) any change of place (or places) of that Board meeting;
- (c) postponement of that Board meeting; or
- (d) resumption of that adjourned Board meeting.

23.4 Use of technology

A Board meeting may be convened or held using any technology consented to by all Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a meeting. The Board must reconsider any technology consented to at least annually.

23.5 Quorum at meetings

The quorum for a Board meeting is a majority of Directors in office at the time. A quorum for a Board meeting must be present at all times during the meeting.

23.6 Chair of meetings

- (a) The President will chair each Board meeting.
- (b) The President may nominate another director to chair part or all of a Board meeting.
- (c) If the President is not present within 30 minutes after the time appointed for a Board meeting or is unwilling or unable to act as chair for the whole or any part of that Board meeting, the Directors present must elect a Director present to chair that Board meeting.

23.7 Passing resolutions at meetings

- (a) A resolution of the Board must be passed by a majority of the votes cast by the Directors entitled to vote on the resolution.
- (b) Subject to rule 24, each Director present in person is entitled to vote and has one vote.

23.8 Casting vote

If on any resolution an equal number of votes are cast for and against a resolution, the chair has a casting vote in addition to any vote cast by the chair as a Director.

23.9 Conduct of meetings

The chair of each Board meeting has charge of conduct of that meeting, of the procedures to be adopted and the application of those procedures at that meeting.

23.10 Written resolutions

- (a) The Board may pass a resolution without a Board meeting being held if the majority of Directors who are entitled to vote on the resolution sign or otherwise agree to the resolution in a manner set out in rule 23.10(b) or 23.10(c).
- (b) The Directors may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (c) The Company may send a written resolution by email or other electronic means to the Directors and the Directors may agree to the resolution by sending a reply email or electronic message to that effect, including the text of the resolution in their reply.
- (d) A written resolution is passed when the last Director who constitutes a majority signs or otherwise agrees to the resolution in the manner set out in rule (b) or 23.10(c)

23.11 Minutes of meetings

- (a) Within one month after each Board meeting, the Directors must record or cause to be recorded in the minute books:
 - (i) the proceedings and resolutions of each Board meeting; and
 - (ii) all resolutions passed without a Board meeting.
- (b) The chair, or the chair of the next Board meeting, must sign the minutes within a reasonable time after the meeting.
- (c) The minute books must be kept at the registered office.
- (d) The Directors may inspect the minute books between the hours of 9.00 am and 5.00 pm on any Business Day. No amount may be charged for inspection.

23.12 Committee meetings

The rules of this Constitution relating to meetings (including resolutions and minutes) and proceedings of the Board with any necessary modifications apply to the meeting of any committee of the Board except that a quorum for a meeting of any committee is from time to time to be determined by the Board

24 Directors' interests

24.1 Declaration of interest

- (a) Any Director who has a material personal interest in a matter that is being considered at a Board meeting such that the Director might have duties or interests which conflict or may conflict either directly or indirectly with the Director's duties or interests as a Director, must give the Board notice of the interest at a Board meeting.
- (b) A notice of a material personal interest must set out:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of Company.
- (c) The notice must be provided to the Board at a Board meeting as soon as practicable.

24.2 Voting by interested Directors

Except where permitted by the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a Board meeting:

- (a) must not vote on the matter at a meeting; and
- (b) must not be present while the matter is being considered at the meeting and accordingly will not count for the purposes of determining whether there is a quorum.

25 Appointment of Secretary

- (a) The Company must have at least one Secretary. The Board has the power to appoint a natural person to act as secretary on the terms and for such period as the Board may determine.
- (b) Any Secretary appointed may be removed at any time by the Board.

~~26 Deleted~~

27 Seal

- (a) If the Company has a Seal the Directors must provide for the safe custody of the Seal (and any duplicate of it).
- (b) The Seal (and any duplicate of it) must not be used without the prior authority of the Board and when used, the Seal must be used in accordance with any direction of the Board.
- (c) If a document is to be executed by the use of the Seal, the fixing of the Seal must be witnessed by two Directors or a Director and Secretary.

28 Financial records

28.1 Audit

If required by the Act or as determined by the Board, the Board must cause the financial records of the Company to be audited in accordance with the Act.

28.2 Member's access to financial records

The Board may determine whether and, if so, the extent to which and at what times and which place and under what conditions any financial record or other records of the Company may be inspected by Members.

28.3 Directors' access to financial records

Any Director may at any time access and inspect any financial record and any other record of Company

28.4 Access to financial records after ceasing to be a Director

The Board may determine that any person who is to cease or has ceased to be a Director may continue to have access to and inspect any financial record and any other record of the Company relating to the time during which the person was a Director.

29 Notices

29.1 General

Any notice, statement or other communication under this Constitution must be in writing, except that any notice convening a Board meeting does not need to be in writing.

29.2 How to give a communication

In addition to any other way allowed by the Corporations Act, a notice or other communication may be given by being:

- (a) personally delivered;
- (b) left at the person's current address as recorded in the Register of Members;
- (c) sent to the person's address as recorded in the Register of Members by pre-paid ordinary mail or, if the address is outside Australia, by pre-paid airmail;
- (d) sent by fax to the person's current fax number for notices; or
- (e) sent by email to the person's current email address for notices.

29.3 Communications by post

A communication is given if posted:

- (a) within Australia to an Australian address, three Business Days after posting;
- (b) outside Australia to an address outside Australia, ten Business Days after posting.

29.4 Communications by fax

A communication is given if sent by fax, when the sender's fax machine produces a report that the fax was sent in full to the addressee. That report is conclusive evidence that the addressee received the fax in full at the time indicated on that report.

29.5 Communications by email

A communication is given if sent by email, when the information system from which the email was sent produces a confirmation of delivery report which indicates that the email has entered the information system of the recipient, unless the sender receives a delivery failure notification, indicating that the email has not been delivered to the information system of the recipient.

29.6 After hours communications

If a communication is given:

- (a) after 5:00 pm in the place of receipt; or
- (b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

30 Indemnity and Insurance

30.1 Indemnity

- (a) To the extent permitted by the Corporations Act and subject to the Corporations Act, the Company will indemnify each officer, or any person who has been an officer, of the Company out of the assets of the Company against any liability, loss, damage, cost or expense incurred or to be incurred by the officer, in or arising out of the conduct of any activity of the Company or in or arising out of the proper performance of the officer's, duties including any liability, loss, damage, cost, charge and expense incurred by that officer, in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by the officer, in which judgment is given in the officer's, favour or in which the officer, is acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the court to the officer.
- (b) This indemnity is not intended to indemnify any officer, in respect of any liability in respect of which the Company must not give an indemnity and should be construed and, if necessary, read down accordingly.

30.2 Documenting indemnity

The Company may enter into an agreement containing an indemnity in favour of any officer, Director or Secretary. The Board will determine the terms of the indemnity contained in the agreement.

30.3 Insurance

- (a) To the extent permitted by the Corporations Act and subject to the Corporations Act, the Company may pay any premium in respect of a contract of insurance between an insurer and an officer, Director or Secretary or any person who has been an officer, Director or Secretary of the Company in respect of the liability suffered or incurred in or arising out of the conduct of any activity of the Company and the proper performance by the officer, Director or Secretary of any duty.
- (b) If the Board determines, the Company may execute a document containing rules under which the Company agrees to pay any premium in relation to such a contract of insurance.

31 Winding up

If the Company is wound up any property that remains (after satisfaction of all debts and liabilities of the Company, the payment of the costs, charges and expenses of winding up) shall be transferred to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.

The organisation to which surplus assets are transferred will be determined by the Members at or before the time of winding up and failing such determination being made, by the Board at or before the time of winding up and failing such determination by application to the court for determination.

Transitional rules

1. At the adoption of this Constitution, the Directors of the Company shall continue as Directors.
2. Despite clause 18.7(b), in order to transition to the staggered process of Board appointments in clause 18.7(a) the term of the following Director positions will end as outlined in the table, unless it ceases earlier pursuant to clause 18.5. All Directors listed if eligible, may stand for re-election or re-appointment as a Director.

Director	Term ends
Director appointed by New South Wales / Australian Capital Territory Branch	AGM 2017
Director appointed by Western Australian Branch	AGM 2017
Director appointed by Tasmanian Branch	AGM 2018
Director appointed by South Australian / Northern Territory Branch	AGM 2018
Director appointed by Victorian Branch	AGM 2019
Director appointed by Queensland Branch	AGM 2019

The period served by the Director appointed by New South Wales / Australian Capital Territory Branch from the 2016 AGM until the 2017 AGM does not count in determining the term limit in clause 18/7(c).