



**Australian Pipeline Industry
Association Limited**

ABN: 29 098 754 324

CONSTITUTION

(June 2010)

Australian Pipeline Industry Association Limited
A public company limited by guarantee
ACN: 098 754 324

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Constitution

Australian Pipeline Industry Association Limited

A public company limited by guarantee

1. Name

1.1 The name of the Company is the Australian Pipeline Industry Association Limited.

2. Office

2.1 The Registered Office of the Company shall be at Level 1, John McEwen House, 7 National Circuit, Barton, Australia or at such other place as the Board of Directors may from time to time determine.

3. Definitions and Interpretations

3.1 In this Constitution, unless otherwise provided or unless there is something in the subject matter or context which is inconsistent, the following expressions shall have the definitions or meanings provided below:

“AGM” means the Annual General Meeting of the Company.

“Appointed Representative” means the person appointed to represent the Member at all meetings and all purposes of the Company.

“Board” means the Board of Directors of the Company.

“By-Laws” means the administrative rules to be used in conjunction with this Constitution for managing the affairs of the Company made by the Board pursuant to Rule 31.

“Category of Membership” means the type of membership within each Class as determined in the By-Laws.

“Chief Executive Officer” means the person appointed in accordance with Rule 18.5.

“Class of Membership” means the type of membership as provided in Rule 6.2.

“Company” means the Australian Pipeline Industry Association Limited, a company limited by guarantee.

“Constitution” means this document, being the Constitution and Rules of the Company, and all amendments or additions thereto.

“Director” means a person elected or appointed to the Board of the Company in accordance with Rule 15.

“Interest Group” means the group to which each Member is allocated at the time of application for membership (and altered from time to time) according to the nature of their business activity and as defined in the By-Laws.

“Immediate Past President” means the person most recently retired from holding the office of President.

“Member” means any person or organisation admitted as a member of the Company in accordance with this Constitution.

“Members’ Meeting” means a meeting of the Members and includes the Annual General Meeting, Extraordinary General Meetings and Ordinary General Meetings.

“Past Member” means a person or organisation who has previously been admitted as a member of the Company in accordance with the Constitution and has since resigned or been terminated.

“Pipeline Industry” means those companies engaged in the development, ownership, operation, maintenance, construction and/or supply of pipelines and all other

structures and facilities used in, or in connection with, the transmission of substances, whether in a solid, slurry, liquid or gaseous state, onshore and offshore and all organisations engaged in activities and services associated thereto.

“President” means the person appointed to that position in accordance with Rule 18.1.

“Public Officer” means any person nominated as the public officer of the Company for the purposes of the *Income Tax Assessment Act 1936*.

“Register” means the register of Members.

“Rule” means the Rules contained in this Constitution and all amendments or additions to the Rules.

“Secretary” means any person appointed by the Board from time to time pursuant to Rule 18.7 of this Constitution.

“the Act” means the *Corporations Act 2001 (Commonwealth)*.

“Treasurer” means the person appointed to that position in accordance with Rule 18.1.

“Vice-President” means the person appointed to that position in accordance with Rule 18.1.

3.2 In this Constitution, unless otherwise provided or unless there is something in the Act:

Words importing any gender include the other genders;

The singular includes the plural and vice versa;

A reference to a statute, code or the Act (or to a provision of same) means the statute, code, the Act (or provision of same) as modified or amended and in operation for the time being, or any statute, code or provision enacted (whether by the State or Commonwealth of Australia) in lieu thereof and includes any regulation or rule for the time being in force under the statute, code or the Act.

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, in any of these Rules that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division.

Headings are inserted for convenience and do not affect the interpretation of the Rules in this Constitution.

3.3 Where this Constitution is inconsistent with the Act, the Act shall prevail. Where this Constitution is inconsistent with a By-Law of the Company, the Constitution shall prevail.

4. Objects and Powers

4.1 The objects for which the Company is established, and the powers therein granted, are to:

- (a) promote pipelines as a safe, reliable and preferred mode of transport;
- (b) improve the regulatory environment in which pipeline projects are developed, constructed and operated in Australia;
- (c) represent the pipeline industry to government, other organisations and the public;
- (d) build and develop Company membership and involvement in pipeline industry issues;
- (e) provide members with networking opportunities, information and services;
- (f) develop and support policies, standards and practices in the pipeline industry, including safety and the environment;

- (g) facilitate research relevant to the pipeline industry;
- (h) monitor emerging trends in the pipeline industry and develop strategies as appropriate;
- (i) affiliate, collaborate and liaise with other organisations with similar goals;
- (j) subscribe to, become a member of and incorporate with any company, club or other organisation whether incorporated or not whose objects are altogether or in part similar to those of the Company;
- (k) purchase, take or lease or exchange, hire and otherwise acquire any land, buildings, easements or property, real or personal, and rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company;
- (l) enter into any arrangements with any government or authority, municipal, local or otherwise, that may seem conducive to the Company objects or any of them and obtain from any government or authority any rights, privileges or concession which the Company may think it desirable to obtain and to carry out, exercise or comply with any such arrangements, rights, privileges and concessions;
- (m) appoint, employ, remove or suspend such officers, employees or agents that may be necessary or convenient for the purposes of the Company;
- (n) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (o) borrow, raise or secure the payment of money in such manner as the Company can secure same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company and, in particular, by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities;
- (p) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- (q) take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property whatsoever kind sold by the Company, or any money due to the Company from purchasers and others;
- (r) take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company;
- (s) take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise;
- (t) print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects;
- (u) in furtherance of the objects of the Company, transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate;
- (v) make donations for patriotic or charitable purposes; and

- (w) do all such other lawful things as are incidental or conducive to the advancement of one or more of the above objects.

5. Legal Capacity and Powers

- 5.1 The Company will not be carried on for the purposes of profit or gain to any of the individual persons or organisations comprising its membership, and is prohibited from making any distribution whether in money, property or otherwise to the Members.
- 5.2 The income and property of the Company will be applied solely towards the promotion of the objects of the Company as set out in Rule 4.1 and no income or property will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- 5.3 Rule 5.2 does not prevent the payment of fees or remuneration to any officers of or consultants to the Company or to any Member for services rendered to the Company or goods supplied to it, nor does it prevent the payment of interest at commercial rates on money borrowed from any members or rent at commercial rates for premises leased or licensed by any member to the Company, providing all transactions are on a commercial basis.

6. Membership

- 6.1 Any person, firm, company, association or other body which is or usually is engaged in the Pipeline Industry is eligible for membership of the Company.
- 6.2 There shall be the following Classes of membership of the Company:
- (a) Full Member - being those persons, firms, companies, associations or other bodies which fall within the eligibility for membership specified in Rule 6.1.
 - (b) Individual Member - being an individual consultant who is or is usually engaged in the Pipeline Industry.
 - (c) Honorary Life Member - being a person who in the opinion of the Board has rendered outstanding service to the Company or the Pipeline Industry beyond that normally required or expected from his position or office, and who is appointed in accordance with Rule 9.
 - (d) Employee Member - being an employee/contracted employee of or a partner in a Full member.
- 6.3 The Board may from time to time create By-Laws to include specific membership Categories within each of the Classes of membership referred to in Rule 6.2.
- 6.4 The Board may from time to time create By-Laws to include and define Interest Groups to which all Full Members are allocated at the time of application based on their business activities.

7. Rights of Members

- 7.1 Individual, Employee and Honorary Life Members shall have, upon payment of any requisite fees -:
- (a) the right to attend all functions and Members' Meetings;
 - (b) the right to receive copies of the official publications of the Company; and
 - (c) any other rights as determined by the Board or included in the By-Laws from time to time
- but shall not be entitled to-:
- (d) vote unless they are also the appointed representative of a Full Member, or unless they have been appointed as a proxy in accordance with Rule 21.4; or
 - (e) be nominated as a Director of the Company unless they are also the appointed representative of a Full Member.

- 7.2 Full Members shall have, upon payment of any requisite fees -:
- (a) the right to attend all functions and Members' Meetings;
 - (b) the right for the appointed representative to vote at all Members' Meetings;
 - (c) the right to nominate a Director of the Company;
 - (d) the right to receive copies of the official publications of the Company; and
 - (e) any other rights as determined by the Board or included in the By-Laws from time to time.

8. Applications for Membership

- 8.1 Every application for membership must be made to the Secretary in an approved form and shall contain the name and address of the applicant and particulars of its qualifications for membership and shall indicate the Class and Category (if applicable) of membership sought and the Interest Group to which it should be allocated in accordance with Rule 6.4. An application for membership is not valid unless it is accompanied by a signed statement of compliance with the Constitution.
- 8.2 Every application for membership shall be submitted by the Secretary to the Board which may elect the applicant as a Full, Individual or Employee Member or may reject the application. The Board may, from time to time, create or amend By-Laws to identify criteria for acceptance of membership applications, and shall apply these By-Laws in assessing applications. The Board is not obliged to give any reason for rejecting an application for membership. If elected, the applicant shall, on payment of the appropriate subscription, be entitled to all relevant privileges. At the time of application, each Full Member shall appoint in writing a senior executive officer to represent the Member at all meetings and for all purposes of the Company. Any appointment made under this Rule shall be subject to the right of the Member to revoke the same and substitute another appointment in writing. Only the representative appointed under this Rule or his proxy shall have the right to vote.
- 8.3 Upon election to one of the Classes of membership provided by Rule 6, and a Category and Interest Group as provided in the By-Laws, a Member shall be issued a certificate of membership in a form approved by the Board. The certificate of membership so issued shall remain the property of the Company and shall be surrendered to the Company by any Member on resignation or termination of membership as prescribed by Rules 10 and 11.

9. Honorary Life Membership

- 9.1 Any appointed representative of a Member may nominate for Honorary Life Membership any person who has made an outstanding contribution to the Company or the Pipeline Industry. Such nomination must be seconded by another appointed representative and shall include the nominee's name, address and a summary of the outstanding service rendered to the Company or the Pipeline Industry.
- 9.2 Every nomination for Honorary Life Membership shall be submitted to the Secretary who shall submit it to the Board which may resolve, by a motion carried by a two-thirds majority, to elect the nominee as an Honorary Life Member or the Board may require the nominator and/or seconder to provide further information in a manner to be prescribed at the time or the Board may reject the nomination. The Board shall not be obliged to give any reasons for rejecting a nomination for Honorary Life membership nor shall it be obliged to inform any person that the nomination was received but it shall be obliged to inform the nominator and seconder of its decision.

10. Resignation of Membership

- 10.1 A Member may resign from the Company on giving to the Secretary seven (7) days notice in writing of its intention to do so and on payment of all subscriptions, levies or other moneys due to the Company at the date of expiration of such notice.
- 10.2 An Honorary Life Member may resign at any time but shall not be eligible for re-election to that Class of membership.
- 10.3 Cessation of membership shall not release such former Member from any existing liabilities to the Company or any obligations arising under the Constitution.

11. Termination of Membership

- 11.1 The membership of any Member may be terminated by a resolution carried by a two-thirds majority of the Board where:-
 - (a) the Board finds that the Member has ceased to hold the appropriate qualifications prescribed by Rule 6;
 - (b) the Member has infringed a provision of this Constitution or the Act; or
 - (c) the Member has acted contrary to the interests of the Company;provided that the Member has been given at least fourteen (14) days notice to be heard in explanation, in person or in writing, at a Board Meeting.
- 11.2 The membership of any Member who has failed to pay any subscription or levy within three months of the time it fell due may be terminated by a resolution carried by a two-thirds majority of the Board.
- 11.3 On termination of membership the Member shall cease to have any claim or interest upon the Company or its property or funds.
- 11.4 Cessation of membership shall not release such former Member from any existing liabilities to the Company or any obligations arising under the Constitution.

12. Discipline of Members

- 12.1 The procedure for the discipline of Members shall be as determined in the By-Laws.

13. Register of Members

- 13.1 The Secretary shall keep, or cause to be kept, a register of Members in which shall be recorded the name, postal address, appointed representative, date of admission and Class, Category of membership and Interest Group for every Member of the Company and a list of the names, postal addresses and occupations of Directors and of any other person holding office in the Company. Any entry of the name of a Member in the register shall be as between the Company and the Member prima facie evidence of membership of the Company.
- 13.2 The register must be kept at the registered office and/or principal place of business of the Company.
- 13.3 The register must show the name and details of each person who stopped being a Member of the Company within the last 7 years and the date on which the person stopped being a Member.

14. Subscriptions and Levies

- 14.1 The annual subscription to the Company of each Member shall be determined by the Board from time to time, provided that the annual subscription for Honorary Life Members shall be nil.
- 14.2 30 June shall be the common expiry date upon which annual subscriptions fall due each year. At least fourteen (14) days before the common expiry date the Secretary shall render accounts to all Members for payment of annual subscriptions.

- 14.3 On being admitted to the Company, the proportion of annual subscription payable by a new Member shall be in accordance with the By-Laws or as determined by the Board from time to time.
- 14.4 Should the Board at any time deem a levy necessary, details of the amount of such levy and the reasons for it must be advised to every Member together with an invitation to vote for or against the proposed levy by postal ballot. The levy shall become due and payable on notification by the Secretary that the proposal to impose the levy has been approved by a three-quarters (75%) majority of the Members of the Company affected by the levy.

15. Board of Directors

- 15.1 Subject to this Rule, the Board of Directors will comprise not less than nine (9) and not more than twelve (12) appointed representatives of Full Members, who shall be Directors of the Company. Where fewer than twelve (12) Directors are holding office, the Directors may, from time to time, by resolution appoint further Directors to a maximum of twelve (12).
- 15.2 Members from the same Interest Group may not hold a majority of positions on the Board.
- 15.3 In the event that the Immediate Past President is not elected as a Director, the Immediate Past President shall be a member of the Board ex officio but shall have no voting rights. This Rule does not affect the restriction on number of Directors outlined in Rule 15.1.
- 15.4 Individual, Employee and Honorary Life Members shall not be eligible to be elected as Directors, unless they are also the appointed representative of a Full Member.
- 15.5 Except as provided in Rule 15.6 all Directors shall be elected for a two year term in accordance with Rule 15.7 and 15.8. Except as provided in Rule 18.2, Directors shall retire at the conclusion of the AGM two years following their appointment, but shall be eligible for re-election. The exception shall be the President, who, in accordance with Rule 18.2 shall retire only after completion of a full 2 year term as President.
- 15.6 Any casual vacancy on the Board of Directors may be filled by resolution of the Board. The Director appointed to fill the casual vacancy shall hold office for the unexpired period of that vacancy and shall then be eligible for re-election at the completion of that period.
- 15.7 Nominations for the positions of Directors shall be made in writing to the Secretary by an appointed representative of a Full Member and countersigned by the person nominated. The nominee must confirm that they are, or will be by the time of the Annual General Meeting that their nomination applies to, the appointed representative of a Full Member. The Secretary shall call for nominations at least eight (8) weeks prior to the AGM. Nominations shall be in the hands of the Secretary by the close of business forty-two (42) days prior to the date of the AGM. The names of all nominees shall be notified to Members together with Notice of AGM in accordance with Rule 22.
- 15.8 Should the number of nominations not exceed the number of vacancies, the nominated candidate(s) shall be appointed by resolution at the AGM. Should more than the required number of nominations be received, an election by secret ballot shall be conducted during the AGM in accordance with the By-Laws.
- 15.9 The Board may, by resolution of a majority of the Directors present, declare vacant the office of any Director, if such Director:-
- (a) becomes bankrupt or insolvent or makes an assignment for the benefit of creditors or compromises with creditors; or
 - (b) is a representative of a firm which, or any partner in which, becomes bankrupt or insolvent or makes an assignment for the benefit of creditors or compromises with

creditors, or is a representative of a corporation which is in the course of liquidation, other than for the purpose of reconstruction; or

(c) becomes disqualified from managing a corporation in accordance with the Act; or

(d) is removed by a resolution of Members; or

(e) in writing to the registered office resigns from the Board.

15.10 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director.

16. Remuneration of Directors

16.1 Directors shall not be remunerated in their capacity as Officers.

16.2 Rule 16.1 does not apply where a service is rendered to the Company in a professional or technical capacity, where the provision of that service has the prior approval in a resolution of the Board and is on reasonable commercial terms, or where the Director is also appointed as an employee of the Company where the terms of employment have been approved by a resolution of the Board.

16.3 Directors are responsible for their own travelling and other expenses incurred in fulfilling their role as Directors, unless otherwise agreed by a resolution of the Board.

17. Powers of the Board of Directors

17.1 The management of the Company's affairs shall be vested in the Board which may exercise all powers of the Company except any powers limited by any Act or Regulation, by this Constitution or under this Constitution is required to be exercised by the Company in Members' Meetings.

17.2 Without limiting the generality of the foregoing the Board of Directors shall have the following specific powers:-

(a) to direct the policy of the Company in all matters affecting the interests of the Members;

(b) to appoint the Chief Executive Officer, Secretary and such other human resources as may be found necessary for the proper conduct of the Company and to remove, suspend or dismiss any of such staff and to prescribe and regulate their powers and duties;

(c) to form chapters of the Company;

(d) to authorise signatories for cheques and other permissible financial instruments; and

(e) to add, amend and revoke By-Laws in accordance with Rule 31.

17.3 Unless otherwise stated in this Constitution, the Directors may delegate any of their powers to:

(a) a committee of Directors; or

(b) an individual Director; or

(c) an employee of the Company; or

(d) any other person.

17.4 All delegations shall be approved by resolution of the Board and in accordance with the Rules of this Constitution or as recorded and approved in the By-Laws and minutes book.

18. Office Bearers and Officers

- 18.1 At its first meeting following an AGM or following any vacancy in a position, and as the first item of business the Board shall elect from among its members a President, Vice-President and a Treasurer. Any casual vacancy in any of these offices may be filled by resolution of the Board for the remainder of the term of the original appointment.
- 18.2 The President shall be elected for a term of two years, during which time the office of that Director shall not be declared vacant, notwithstanding Rule 15.5. No Director may hold the position of President for more than one consecutive term. The Vice-President and Treasurer shall be elected for a term of one year and must stand for re-election in accordance with Rule 15.
- 18.3 Whenever present, the President shall preside at all meetings of the Company or of the Board. In the absence of the President from a meeting of the Company or of the Board, the Vice-President shall preside at the meeting.
- 18.4 If neither the President nor the Vice-President is present at a meeting of the Company or of the Board, the Members or Directors as the case may be shall elect one of their numbers to preside at the meeting.
- 18.5 A Chief Executive Officer may be appointed by the Board and shall hold office on terms and conditions determined by the Board
- 18.6 The Chief Executive Officer shall attend all meetings of the Company and the Board but shall not be entitled to vote at any such meetings, unless also the appointed representative of a full Member. The Chief Executive Officer need not be a Member or a Member's appointed representative.
- 18.7 The Secretary shall be appointed by the Board and shall hold office on terms and conditions determined by the Board. The Secretary must consent to the appointment in writing.
- 18.8 The Secretary shall attend all meetings of the Company and the Board but shall not be entitled to vote at any such meetings, unless also the appointed representative of a full Member. The Secretary need not be a Member or a Member's appointed representative.
- 18.9 The Chief Executive Officer and Secretary shall carry out such duties as outlined in the Constitution, the By-Laws, the Act and as the Board may from time to time prescribe.
- 18.10 The Secretary is the Public Officer of the Company.
- 18.11 The Directors may, by resolution, appoint one of their number to the office of Managing Director of the Company in the event of the long-term or permanent absence of a Chief Executive Officer on terms and conditions (including remuneration) as determined by the Board.
- 18.12 Duties of Directors and office bearers are outlined in the By-Laws and are contained in the Act.

19. Directors Meetings

- 19.1 All Directors shall receive 14 days notice of the holding of Directors' Meetings. A notice of meeting must be given to a Director in accordance with Rule 22.3.
- 19.2 A Director's Meeting will be called or held using any technology consented to by all Directors.
- 19.3 Questions arising and resolutions at a Directors' Meeting shall be determined by a majority of the votes of Directors entitled to vote, unless otherwise specified in this Constitution.

- 19.4 Each Director present at the Directors' Meeting (including persons presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 19.5 A Director who has a material personal interest in a matter that is being considered at a Directors' Meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter
- unless a resolution has been passed in accordance with the Act and other Directors are satisfied that the interest should not disqualify the Director from voting or being present. The Director with the material interest may not be included in the quorum for the purposes of this resolution.
- 19.6 The Directors may pass a resolution without a Directors' Meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour or otherwise of the resolution set out in the document. The resolution is passed when the last Director has signed and a majority of Directors are in favour of the resolution.
- 19.7 The quorum at any Directors' Meeting shall be five (5) Directors and the quorum must be present at all times during the meeting.

20. Members' Meetings

- 20.1 An AGM shall be held no later than five (5) months after the end of each financial year at such time and place as the Board shall determine. The business of such meeting shall be in accordance with this Constitution, the Act and the By-Laws.
- 20.2 Ordinary General Meetings shall be held when required by the President for the conduct of the Company's business.
- 20.3 An Extraordinary General Meeting shall be held on receipt by the Secretary of written notice requesting such a meeting from the appointed representatives of 5% or 100 (whichever is less) fully paid up Full Members of the Company. Such request must set out any resolution to be proposed at the meeting.
- 20.4 The Chair of the AGM must allow reasonable opportunity for Members at a meeting to ask questions or make comments on the management of the Company.
- 20.5 No item of business shall be transacted at any Members' Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 20.6 If within half an hour after the appointed time for the commencement of any Members' Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 20.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present, being not less than three (3), shall constitute a quorum. In the event that the Members present do not constitute a quorum, the meeting will be dissolved.
- 20.8 The quorum at any AGM of the Company shall be fifteen (15) Full members of the Company.
- 20.9 The quorum at any Ordinary or Extraordinary General Meeting of the Company shall be ten (10) Full members of the Company.
- 20.10 A proxy shall be counted as present for the purposes of determining the quorum.

21. Voting and Proxies

- 21.1 At any Members' Meeting, each Full Member is entitled to cast one (1) vote with the exception of the chairman of the meeting who shall, in addition to a formal vote, have a deciding vote.
- 21.2 At any Members' Meeting, unless a secret ballot is demanded by at least three (3) appointed representatives of Members present or required in accordance with Rule 15.8, voting shall be by a show of hands. Where a secret ballot must be taken, the procedure shall be in accordance with the By-Laws.
- 21.3 Except where otherwise provided in this Constitution, resolutions or decisions shall be carried by a majority vote of the appointed representatives of Full Members present at a Members' Meeting in person or by proxy. Declaration by the chair shall be conclusive evidence of the result.
- 21.4 Voting by proxy shall be permitted at any Members' Meeting provided a signed instrument of proxy has been received by the Secretary in an approved form at least 48 hours before the meeting. A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if their appointment specifies the way they are to vote on the resolution and they vote that way.
- 21.5 The vote cast by a proxy shall be valid unless the Secretary receives written notice of any matter before the start of the Members' Meeting. If the Member representative is present at the Members' Meeting, the proxy is rendered invalid.

22. Notices

- 22.1 Written notice of any Members' Meeting must be given to each Member entitled to vote at the meeting and to each Director.
- 22.2 Issue of notice of all Members' Meetings must take place at least twenty-one (21) days prior to the date of any such meeting, unless stated otherwise in this Constitution.
- 22.3 A notice of meeting may be given to a Member or Director:
- (a) personally;
 - (b) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) notified by the Member; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the Member.
- 22.4 Where a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, prepaying and posting the envelope containing the notice. Where a notice is sent by fax or other electronic means, service of notice shall be deemed to be effected at the time that it is sent.
- 22.5 Where a meeting is adjourned, new notice of the resumed meeting must be given. Only unfinished business may be transacted at a meeting resumed after adjournment.

23. Source of Funds and Investments

- 23.1 The funds of the Company shall be derived from membership subscriptions, seminars, training, sponsorship, conventions and any other source as may be determined by the Board from time to time.
- 23.2 The Board may invest any money from time to time in their hands in the name of the Company as they think fit provided, however, that such investment is only made in accounts that are capital guaranteed.

24. Accounts

- 24.1 The funds of the Company shall be under the control of the Board.
- 24.2 The end of the financial year shall be 30 June each year.
- 24.3 A Director has right of access to the financial records of the Company at reasonable times.
- 24.4 A financial report and Director's report must be prepared for each financial year in accordance with the Act, accounting standards and any requirements in the regulations.
- 24.5 The Company must provide annual financial reports to Members twenty-one (21) days prior to the AGM or 4 months after the end of the financial year, whichever is earlier.

25. Negotiable Instruments

- 25.1 All bills of exchange, promissory notes, cheques or other means of payment/transfers such as Electronic Funds Transfer (EFT) or other negotiable instruments shall be accepted, made, drawn or endorsed on behalf of the Company by any two persons as authorised by the Board from time to time, unless otherwise provided in this Constitution.
- 25.2 All authorisations for expenditure shall be signed by any one person so delegated by the Board from time to time in accordance with the By-Laws.

26. Audit

- 26.1 One or more properly qualified auditors shall be appointed by the Company at the AGM.
- 26.2 The auditor shall hold office until death or removal or resignation from office.
- 26.3 The auditor, or auditors, shall, for audit purposes only, have right of access at all reasonable times to call for the production of all books, accounts and other documents relating to the financial affairs of the Company.
- 26.4 The auditor or auditors shall audit the yearly accounts of the Company and, if correct, shall issue a certificate confirming that the accounts are true and correct prior to such accounts being submitted to the AGM in accordance with the Act.

27. Indemnification

- 27.1 The Directors are to be indemnified by the Company to the full extent permitted by the law.
- 27.2 The Company may indemnify any employee, agent or contractor of the Company to the extent permitted by the law.

28. Amendments to the Constitution and Purposes

- 28.1 The Constitution and any Rules herein may be amended by special resolution at any Members' Meeting or by postal ballot.
- 28.2 Notice of motion to amend the Constitution must be given by circulating details of the amendment(s) to all Members. The motion to amend the Constitution shall be voted on at a subsequent Members' Meeting not earlier than twenty-one (21) days subsequent to the date of the notice of motion or by postal ballot.
- 28.3 The amendment(s) shall become effective on notification by the Secretary of approval of same by a three-quarters (75%) majority of Full Members of the Company.

29. Records, Books and Other Documents

- 29.1 Except as otherwise provided by this Constitution, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Company.
- 29.2 The records, books and other documents of the Company shall be open to inspection, free of charge, by a member of the Company during normal business hours.
- 29.3 A person may not use any information obtained from the Company's records, books or other documents to contact or send materials to any person or to disclose any such information, unless approved by the Company.

30. Winding up and Dissolution

- 30.1 The Company shall be wound up and dissolved upon the affirmative vote of a three-quarters (75%) majority of Full Members of the Company, taken at a Members' Meeting called expressly for the purpose with minimum twenty-one (21) days notice or by postal ballot.
- 30.2 If, on the winding up or dissolution of the Company, there remains after satisfaction of all its debts and liabilities, any property, that property will not be paid to or distributed among the Members but will be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and whose constitution shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as imposed on the Company pursuant to this Rule. The institution or institutions to which the property is to be given or transferred is to be determined by the Members at or before the time of dissolution or by application to a court of competent jurisdiction for determination.
- 30.3 In the event that at the time of dissolution of the Company its liabilities exceed its assets, each Full Member shall contribute toward full settlement of such liabilities up to an amount not exceeding \$20.
- 30.4 Past Member liability to contribute in accordance with Rule 30.3 arises in respect to those persons who were Full Members within the year prior to the commencement of winding up. Past Members are not liable to contribute toward those Company debts incurred after they ceased to be Members.

31. By-Laws

- 31.1 The Board may from time to time, amend the By-Laws in a manner consistent with this Constitution or the Act for the internal management of the Company. Where the Constitution or the Act may change, the By-Laws may be amended to maintain consistency.
- 31.2 The Board may from time to time add, amend or set aside any By-Law by a resolution of the Board to the extent that it is consistent with and permitted by the Constitution and the Act.