

CORPORATIONS ACT 2001

PUBLIC COMPANY LIMITED BY GUARANTEE

CONSTITUTION

EMDR ASSOCIATION OF AUSTRALIA LIMITED

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CONSTITUTION
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CONSTITUTION
OF
EMDR ASSOCIATION OF AUSTRALIA LIMITED

1. INTERPRETATION

1.1 Definitions

In this Constitution:

Associate Member means a person appointed as an Associate Member in accordance with **Clauses 3.4(b)** and **3.7**

Auditor means the Auditor of the Company appointed pursuant to **Clause 11.5**

Board or the Board of Directors means the Directors of the Company for the time being or such number of them as has authority to act for the Company

Company means EMDR Association of Australia Limited

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

Director means any person occupying the position of a director of the Company by whatever name called

EMDR means the Eye Movement Desensitization Reprocessing method of psychotherapy

Full Member means a person appointed as a Full Member in accordance with **Clauses 3.4(a)** and **3.6**

Objects means, as the context requires, any or all of the objects set out in **Clause 2.1**

Register of Members means the Register of Members required to be kept by the Company pursuant to the Corporations Act

Secretary means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary

writing and written includes printing, facsimile, lithography, photography, typewriting and any other mode of representing or reproducing words in a visible form

1.2 Gender, Singular and Plural

Words importing persons includes bodies corporate and vice versa, words importing one gender only include the other gender and words importing the singular number only include the plural number and vice versa.

1.3 **Meaning as in Corporations Act**

Except to the extent the contrary intention appears in this Constitution, an expression in this Constitution that deals with a matter dealt with or defined by a particular provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.

1.4 **Replaceable Rules Not to Apply**

The replaceable rules provided in the Corporations Act do not apply to this Company.

2. **OBJECTS & POWERS**

2.1 **Statement of Objects**

The Company is established solely to:

- (a) maintain, support and promote EMDR practice, research and education in Australia;
- (b) provide an independent, not for profit forum for professional practitioners using EMDR;
- (c) raise the profile of EMDR in Australia;
- (d) set minimum standards for the content of EMDR training and to approve EMDR training courses for use in Australia taking into account international guidelines;
- (e) set minimum standards of membership of the Company taking into account international guidelines;
- (f) liaise and communicate with EMDR International Association, EMDR Asia and other international bodies promoting EMDR practice, research and education;
- (g) advance the scientific study and professional practice of EMDR;
- (h) promote high standards of competence, conduct, education, qualifications and achievement amongst EMDR practitioners through lectures, professional contacts, reports, papers and discussion;
- (i) arrange for, hold or participate in conferences, lectures, classes and discussions on EMDR or subjects of interest to EMDR practitioners;
- (j) print, publish, circulate, sell or issue any papers, books, pamphlets or communications relating to EMDR or which may be of interest to EMDR practitioners;
- (k) impose and collect membership fees and raise funds for the purposes of achieving objects set out in this **Clause 2.1**;

- (l) exercise all the powers of a natural person and do all such lawful things including other activities that are incidental to the purposes set out in this **Clause 2.1**; and
- (m) apply to the Australian Tax Office for any relevant taxation concession or endorsement that may apply to the Company from time to time.

2.2 **Power of the Company**

- (a) The Company has all the powers of a natural person.
- (b) The Company may only exercise its powers in the pursuit of the Objects.

2.3 **Application of Income**

The income and assets of the Company will be applied solely towards the promotion of the Objects.

2.4 **Not-for-profit**

The Company shall operate for the pursuit of the Objects and not for the pursuit of profit.

2.5 **Restriction on payments**

- (a) The Company shall not pay or transfer any income or assets of the Company to a member directly or indirectly by way of dividend, bonus or otherwise except for bona-fide:
 - (i) reimbursement for out-of-pocket expenses properly incurred on behalf of the Company; and
 - (ii) remuneration for services actually provided to or on behalf of the Company (where such remuneration has been approved by the Board).
- (b) Any such payments made in accordance with **Clauses 2.5(a)(i)** and **2.5(a)(ii)** made by the Company to a Director shall only be made after proper approval has been granted by the Board.
- (c) The Company must not pay dividends to members.

3. **MEMBERSHIP**

3.1 **Members**

The members of the Company are:

- (a) the persons who become members of the Company upon registration of the Company in accordance with the Corporations Act; and
- (b) any other person the Board admits to membership in accordance with this Constitution,

until such time as that person ceases to become a member in accordance with this Constitution.

3.2 **Register of Members**

The Company will maintain a Register of Members and will enter into such Register of Members the names of all members of the Company from time to time.

3.3 **Rights of Members**

All members of the Company will be subject to the obligations and duties, and benefits and privileges, of membership as outlined in this Constitution and the Corporations Act. The rights and privileges of a member will not be transferable to any other person and will cease on a member's death, resignation as a member or other cessation of membership in accordance with this Constitution.

3.4 **Classes of Membership**

The Company will invite professional practitioners of EMDR and other interested people to become members of the Company. Subject to the following, the Board will determine the requirements for eligibility for membership from time to time such requirements may be specified in a Membership Charter as adopted by the Board from time to time.

There will be the following classes of membership:

(a) **Full Membership**

Full Membership will be open to each EMDR practitioner, that:

- (i) has such qualifications as the Board of the Company determines from time to time as being required to obtain Full Membership;
- (ii) has completed a Board approved program of basic training in EMDR;
- (iii) pays the membership fee payable by Full Members as determined by the Board from time to time; and
- (iv) is of good fame and character.

(b) **Associate Membership**

Associate Membership will be open to any person that is interested in EMDR, but does not have the qualifications and/or training as required for Full Membership, and:

- (i) pays the membership fee payable by Associate Members as determined by the Board from time to time; and
- (ii) is of good fame and character.

(c) **Other**

The Company may establish other grades of membership subject to first obtaining the approval of members in a general meeting and the rights and

obligations and conditions for becoming a member in any such class shall be as determined by a resolution of the members.

3.5 **Membership Fees**

The Board will determine details of any membership fee payable from time to time for each category of membership. Such fees will be payable annually (or at such other frequency as the Board determines). The Board may, in its absolute discretion exempt particular members or classes of members (eg students) from payment of membership fees.

3.6 **Membership Rights – Full Members**

Full Members shall each be entitled to:

- (a) receive notices of, attend and to cast one vote on any resolution moved at any general meeting or annual general meeting;
- (b) vote in Board elections; and
- (c) act as Director of the Company (subject to being properly appointed in accordance with this Constitution);

and shall have such other rights and privileges of members as set out in this Constitution, the Corporations Act or any Membership Charter approved by the Board from time to time.

3.7 **Membership Rights – Associate Members**

Associate Members shall each:

- (a) be entitled to receive notices of, attend and to cast one vote at any general meeting or annual general meeting (other than in relation to Board elections);
- (b) not be entitled to vote in Board elections; and
- (c) not be entitled to act as Director of the Company (subject to being properly appointed under this Constitution);

and shall have such other rights and privileges of members as set out in this Constitution, the Corporations Act or any Membership Charter approved by the Board from time to time.

3.8 **Good Standing**

A Member that has paid all Membership Fees that have fallen due for payment, and has not been suspended or terminated in accordance with this Clause, shall be of good standing and entitled to the benefits of membership.

3.9 **Application for Membership**

- (a) Each application for membership must be made in writing, signed by the applicant and lodged with the Secretary.

- (b) The Board will consider whether to accept or reject the application for membership at the next meeting of the Board. The Board is not required to give any reason for the rejection of an applicant.
- (c) If the applicant is accepted for membership, the Secretary will as soon as practicable after the Board meeting:
 - (i) send to the applicant written notice of their acceptance; and
 - (ii) enter the applicant's name in the Register of Members.
- (d) The applicant will become a member of the Company and is entitled to exercise the rights of membership when the applicant's name is entered in the Register of Members.
- (e) The Board may in its discretion cancel its acceptance of the applicant for membership of the Company at any time before the applicant's name is entered in the Register of Members.
- (f) If the Board rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.

3.10 **Members of The EMDR Association of Australia Pty Ltd**

The Company has been established as a successor organisation to The EMDR Association of Australia Pty Ltd ACN 084 356 954 and accordingly, the Board may admit to membership any person that the Board determines was on the date of registration of the Company a member of The EMDR Association of Australia Pty Ltd, subject to that person consenting to become a member of the Company. The Board may vary its standard eligibility criteria or application process to facilitate this.

4. **CESSATION OF MEMBERSHIP**

4.1 **Resignation of a Member**

- (a) A member may resign from membership of the Company by giving 1 month's notice in writing to the Secretary.
- (b) Any member who resigns pursuant to this clause will continue to be liable for any money for which they are liable as a member of the Company under **Clause 13.1**.

4.2 **Failure to Comply with this Constitution**

- (a) Subject to this clause, if any member:
 - (i) ceases to be eligible for Membership;
 - (ii) acts in a manner that the Board considers materially prejudicial to the interests of the Company or its Objects;
 - (iii) fails to pay his or her Membership Fees as and when they fall due, and fails to rectify such failure within 90 days of receiving a notice from the Company;

- (iv) otherwise acts in a way that entitles the Board to terminate or suspend his or her membership in accordance with the Membership Charter issued by the Board from time to time; or
- (v) wilfully refuses or neglects to comply with the provisions of this Constitution,

the Board may by ordinary resolution expel the member from the Company.

- (b) The member must be given at least 7 days written notice of the meeting at which such a resolution is to be passed.
- (c) The notice must:
 - (i) describe the nature of the allegations against the member;
 - (ii) set out the resolution sought to be passed;
 - (iii) state that at the meeting and before the passing of such resolution the member will have an opportunity to give, orally or in writing, any explanation they think fit.
- (d) The member may, by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting, elect to have the question dealt with by the Company at a general meeting of members.
- (e) If the Secretary receives a notice under **Clause 4.2(d)**, the Secretary must notify the Board and convene a general meeting of the Company to be held within 1 month after the date on which the Secretary received the notice.
- (f) If at the meeting of members, the resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot), the member concerned shall be censured or expelled accordingly.
- (g) The member must be given an opportunity to be heard at the Board meeting or the meeting of members as the case may be.

5. GENERAL MEETINGS

5.1 Annual General Meetings

If the Company has more than one member, an annual general meeting of the Company must be held in accordance with the provisions of the Corporations Act.

5.2 General meeting

A general meeting of members:

- (a) may be called by a Director at any time; and
- (b) must be called by the Secretary within 1 month of receiving a requisition in writing by 5% of the members who are entitled to vote at the general meeting setting out the resolutions to be proposed at the meeting.

5.3 Notice

Subject to **clause 5.4** and the provisions of the Corporations Act, a notice of general meeting of members must:

- (a) be given to each member entitled to vote, each Director, the Secretary and the Auditor at least **21 days** before the meeting;
- (b) set out the place, date and time for the meeting (and, if the meeting is to be held, in 2 or more places, the technology that will be used to facilitate this);
- (c) the general nature of the meeting's business;
- (d) if a special resolution is to be proposed at the meeting, set out the intention to propose the special resolution and state the resolution; and
- (e) contain a statement that each member is entitled to appoint another member as proxy and setting out the procedure for so doing.

5.4 Short Notice

Subject to the provisions of the Corporations Act:

- (a) the Company may call on shorter notice:
 - (i) an annual general meeting, if all the members entitled to attend and vote at the annual general meeting agree beforehand; and
 - (ii) any other general meeting, if members with at least 95% of the votes that may be cast at the meeting agree beforehand; and
- (b) the Company will not be able to call meetings on short notice if the meeting has been called to:
 - (i) remove or appoint a director; and/or
 - (ii) remove an auditor.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 Quorum

- (a) No business may be transacted at any general meeting unless a quorum of members is present.
- (b) Subject to this Constitution, the quorum for a meeting is 2 members present in person.
- (c) For the purpose of this clause, in determining whether a quorum is present:
 - (i) "member" includes a person attending as a proxy or representing a corporation which is a member; and

- (ii) where an individual is attending as a proxy or representing a corporation for more than one member, that individual is to be counted only once.
- (d) The Company may from time to time by resolution passed in general meeting increase or reduce the number of members required to constitute a quorum.

6.2 Participation in general meetings by non-members

For the purpose of securing the widest participation in the activities of the Company and the carrying out of the Objects, the Directors may from time to time invite representatives of any association, organisation, institution, governmental department or governmental or quasi-governmental authority or any other person who is considered by the Directors to have a valuable contribution to make to attend any general meeting of the members with the right to participate in discussions and to speak but with no right to vote. For the sake of clarity, the Directors shall not be obliged to do so and may in their absolute discretion refuse a request for such a person to participate.

6.3 No quorum present

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting:
 - (i) if convened upon the requisition of members, will be dissolved; or
 - (ii) in any other case, will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.
- (b) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will be dissolved.

6.4 Chairing of Meetings of Members

- (a) The President will preside as the chairman of every general meeting of members of the Company.
- (b) If there is no Director with the title President, or if the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present must elect a Director present to chair the meeting.

6.5 Adjourning Meetings

- (a) The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting.
- (b) Only unfinished business is to be transacted at a meeting of members resumed after an adjournment.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

- (d) When the meeting is adjourned for 28 days or more, new notice of the resumed meeting must be given as in the case of an original meeting.
- (e) Except as provided by **Clause 6.5(d)**, it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

6.6 **Voting Procedure**

- (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with the Corporations Act.
- (b) Unless a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

6.7 **Procedure for a Poll**

- (a) A poll may be demanded by:
 - (i) the chairman of the meeting;
 - (ii) at least 5% of the members present in person or by proxy; or
 - (iii) otherwise in accordance with the Corporations Act.
- (b) A poll duly demanded on any matter other than the election of a chairman or the question of an adjournment must be taken when and in the manner directed by the chairman.
- (c) A poll on the election of a chairman or on the question of an adjournment must be taken immediately.

6.8 **Casting Vote**

In the case of an equality of votes the chairman of the meeting will have a second or casting vote.

6.9 **Voting**

Subject to this Constitution:

- (a) at a meeting of members, each member entitled to vote may vote in person or by proxy or attorney;
- (b) on a show of hands each person present who is a member or representative of a member has one vote;
- (c) on a poll, each member present in person or by proxy, attorney or other duly authorised representative has one vote.

6.10 **Disqualification from Voting**

A member is not entitled to vote at any meeting of members unless all moneys presently payable by him or her to the Company have been paid.

6.11 **Objection to a Vote**

A challenge to a right to vote at a meeting of members may only be made at the meeting and must be determined by the chairman of the meeting, whose decision is final.

6.12 **Appointment of a Proxy**

- (a) A member who is entitled to attend and cast a vote at a meeting of members may appoint a person as the member's proxy to attend and vote for the member at the meeting.
- (b) A proxy must be a member of the Company.
- (c) A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote on a show of hands or on a poll by that member's committee or trustee or by such other person as properly has the management of their estate, and any such committee, trustee or other person may vote by proxy or attorney.
- (d) The instrument appointing a proxy must:
 - (i) be in writing in a form approved by the Board and:
 - (A) if the appointor is an individual, signed by the appointor or their attorney duly authorised in writing; or
 - (B) if the appointor is a corporation, either under seal or signed by an officer or attorney duly authorised in writing;
 - (ii) if signed by an attorney, accompanied by the power of attorney under which it was signed or a certified copy of it; and
 - (iii) lodged at the registered office of the Company or such other place notified in the notice of meeting at least 48 hours before the time for holding the meeting (or any adjourned meeting) at which the proxy is to vote.

6.13 **Authority of Proxy**

- (a) The instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- (b) A member is entitled to instruct their proxy to vote in favour of or against any proposed resolutions.
- (c) Unless otherwise instructed the proxy may vote as the proxy thinks fit.

- (d) A proxy's authority to speak and vote for a member at a meeting of members is suspended while the member who appointed the proxy is present at the meeting.

6.14 **Validity of Proxy**

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy or attorney votes:

- (a) the appointing member dies;
- (b) the member is mentally incapacitated;
- (c) the member revokes the proxy's appointment; or
- (d) the member revokes the authority under which the proxy was appointed by a third party.

6.15 **Resolutions**

- (a) The members may pass a resolution without a general meeting of members being held if all the members 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.
- (b) Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (e) The resolution is passed when the last member signs.

6.16 **Use of technology**

A general meeting may be held in 2 or more places using any technology that gives the members as a whole a reasonable opportunity to participate.

7. **THE BOARD OF DIRECTORS**

7.1 **Minimum number of Directors**

The Company must have a minimum of three (**3**) Directors. A Director must be a Full Member and meet the eligibility requirements for Full Membership.

7.2 **Roles of Board Members**

- (a) The business of the Company will be conducted by the Board.
- (b) The Board will be constituted as follows:
 - (i) President;
 - (ii) President-Elect (in those years in which the Board considers a President-Elect to be appropriate);
 - (iii) Treasurer;

- (iv) Secretary; and
 - (v) such number of other Directors as determined by the Board from time to time (**Additional Directors**).
- (c) The allocation of these roles amongst the Directors will occur by ordinary resolution of the Board:
- (i) at the first meeting of the Board after the Company's incorporation; and
 - (ii) at the first meeting of the Board after each election; and
 - (iii) at any other time, where a majority of the Board considers it necessary to reallocate roles to reflect any change in Directors or unavailability of a Director (temporarily or permanently) or other changed circumstances which makes the current allocation of the roles impractical.
- (d) The responsibilities of members of the Board are as follows:
- (i) **President** - The President is responsible for chairing meetings of the Board and for developing, articulating and advancing the Objects of the Company, and any other duties as required by the Board;
 - (ii) **President Elect** - The President-Elect is responsible for chairing meetings of the Board in the absence of the President, for preparing generally for his or her forthcoming term as President and any other duties as are required by the Board.
 - (iii) **Treasurer** - The Treasurer is responsible for overseeing the financial administration of the Company including maintaining the Company's bank account and keeping financial records and any other duties as are required by the Board.
 - (iv) **Secretary** - The Secretary will be the company secretary within the meaning of the Corporations Act and be responsible for keeping company records and registers and otherwise administering the affairs of the Company and the business of the Board.
 - (v) **Additional Directors** - These Directors will be responsible for fulfilling all the duties of a director of a public company and any other duties as are required by the Board.
- (e) The Directors will be elected by the Full Members in accordance with **Clauses 7.3 to 7.7** (inclusive).

7.3 Term of Appointment and Compulsory Re-election

Each Director will be appointed for a term of three years expiring at the third annual general meeting after the annual general meeting at which he or she took office. Should a Director wish to continue after his or her term, he or she will be required to stand for re-election at the end of each such term. To avoid all Directors retiring at the same time, the Directors will alternate retirement in such a way so that at least

one director retires at each annual general meeting (but may stand for re-election). Each Director will serve no longer than two three year terms, and will not stand for re-election at the end of the second term unless:

- (a) the Board approves that Director standing for re-election for an additional term; or
- (b) there is no other available candidate to fill the vacant role should the Director cease to act.

For the sake of clarity, a Director may resign or be removed by an ordinary resolution of members at any time notwithstanding that the Director has not completed his or her term.

7.4 Annual Election

Each year there will be an election for at least one Board position (or such other number as required due to the number of Directors required to stand for re-election, or to ensure there is the number of Additional Directors as determined by the Board).

The Board must:

- (a) by ordinary resolution, determine the number of Additional Directors for the following year taking into account the needs of the Company in sufficient time to allow for the election process outlined in this clause;
- (b) put in place arrangements to ensure that the election is held and finalised prior to each annual general meeting of the Company, and where the election:
 - (i) is completed in accordance with this Constitution prior to the annual general meeting, the appointments will be effective from the date of the annual general meeting and the newly constituted Board will be presented to members at the annual general meeting and will give members a reasonable opportunity to discuss the affairs of the Company;
 - (ii) is not completed in accordance with this Constitution prior to the annual general meeting, the election of Directors must be included as an item for business at the annual general meeting and Full Members shall be entitled to vote on the appointment of Directors at that meeting;
- (c) notify Members of the arrangements for the election which must include:
 - (i) providing notice to members of the election process including the number of Directors to be appointed;
 - (ii) a reasonable opportunity for members to nominate candidates to seek election as a Director; and
 - (iii) provision of details of the candidates to members and a reasonable opportunity to vote on those candidates and specifying the method of voting (in accordance with **clause 7.5**).

7.5 Voting Methods

The Board may approve any method of communication for holding elections, distributing material and receiving votes for Board elections that the Board in its absolute discretion considers appropriate including written material, or online, SMS, electronic or other any method which is likely to be reasonably available to most members entitled to vote so long as members are provided with:

- (i) details of the resolution to be considered by Members;
- (ii) adequate information in relation to the matter to be voted upon;
- (iii) details of the election or other voting process (including opening and closing dates for receipt of votes);

in a format that is reasonably accessible by the Members, as determined by the Board. Where that occurs a quorum shall be 10% of Members vote, and a resolution will be validly passed if a majority of those voting vote in favour of the resolution.

7.6 President Elect

A Director may from time to time be appointed by the Board to act as President-Elect, on the basis that when the roles are next allocated to Directors in accordance with **Clause 7.2(c)** that Director shall assume the role of President and shall hold office as President until roles are next allocated to Directors.

7.7 Casual Vacancies

The Board may at any time appoint a person to be a Director, to fill a casual vacancy or to fulfil a specific purpose and any Director so appointed must stand for re-election at the next election of Directors to take place in accordance with **Clause 7.4** (which must happen at or before the next annual general meeting of the Company).

7.8 Removal of Directors

The office of a Director will become vacant if the Director:

- (a) becomes bankrupt, insolvent under administration or makes any arrangement or composition with their creditors generally;
- (b) becomes prohibited from being a Director of a company by reason of any order made under the Corporations Act;
- (c) otherwise ceases to be a Director by operation of the Corporations Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns their office by 1 month's notice in writing to the Company;
- (f) is absent without permission of the Board from meetings of the Board for more than six months; or

- (g) fails to declare that they have a material personal interest, within the meaning of the Corporations Act, in any contract or proposed contract with the Company in accordance with the Corporations Act or this Constitution.

8. POWERS AND DUTIES OF THE BOARD

8.1 Powers of Directors

- (a) Subject to the Corporations Act and any other provision of this Constitution, the business of the Company will be managed by or under the direction of the Board.
- (b) The Directors may exercise all the powers of the Company except any powers that the Corporations Act or this Constitution requires the Company to exercise in general meeting.

8.2 Power of Attorney

- (a) The Directors may by power of attorney appoint any person to be an attorney of the Company for any purpose, with such powers authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution), for such period and subject to such conditions as they think fit.
- (b) A power of attorney given under **Clause 8.2(a)** may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate any of the powers, authorities and discretions vested in him.

8.3 Interests of Directors

- (a) This **Clause 8.3** is subject to the provisions of the Corporations Act and this Constitution.
- (b) No Director will be disqualified from being Director for:
 - (i) entering into any contract, agreement or arrangement with the Company; or
 - (ii) becoming or remaining a Director of any company or corporation in which the Company is in any way interested.
- (c) The nature of a Director's interest in any contract, agreement or arrangement must be declared by the Director so soon as practicable after the relevant facts have come to his or her knowledge at a meeting of the Directors.
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of Directors (an **Interested Director**) will not:
 - (i) vote on the matter;
 - (ii) be present while the matter is being considered at a meeting; or
 - (iii) be counted in a quorum during consideration of the matter,

unless the Directors (other than the Interested Director) have at any time passed a resolution that specifies the Interested Director, the interest and the matter and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Interested Director from considering or voting on the matter.

- (e) A general notice that a Director is a member of a specified company or firm or is a Director of a specified company and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with the company or firm will be deemed to be a sufficient declaration of interest in relation to any contract or arrangement so made.
- (f) Where a Director declares their interest in accordance with this Constitution:
 - (i) no contract, agreement or arrangement entered into by or on behalf of or with the Company in which any Director is in any way interested either directly or indirectly, will be avoided; and
 - (ii) the Director is not liable to account to the Company for any profits or remuneration realised as a result of doing any of the matters set out in **Clauses 8.3(b)(i) or 8.3(b)(ii)**.
- (g) The fact that an Interested Director affixes or witnesses the affixing of the common seal or any official seal of the Company to the document evidencing a contract or arrangement in which they are interested or signs such a document does not in any way affect the validity of the document.

9. PROCEEDINGS OF THE BOARD OF DIRECTORS

9.1 Meetings of Directors

- (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A Director may at any time, and a Secretary will, on the requisition of a Director, convene a meeting of the Board.

9.2 Voting

- (a) Subject to this Constitution, a resolution of the Board will be decided by a majority of votes cast by the Directors entitled to vote on the resolution.
- (b) In case of an equality of votes the Director chairing the meeting will have a second or casting vote.

9.3 Quorum

- (a) The quorum necessary for the transaction of the business of the Board is 2 Directors or such greater number as may be fixed by the Directors.
- (b) The Company may from time to time by resolution passed in general meeting increase or reduce the number of Directors required to constitute a quorum.

- (c) The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this clause as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of convening a general meeting of the Company, but for no other purpose.

9.4 **Chairing Directors' Meetings**

The President will chair meetings of the Board or in his or her absence,

- (a) the President Elect will chair the meeting; or
- (b) where there is no President Elect or the President Elect is also absent, the Directors present may elect a Director to chair the meeting.

9.5 **Alternate Directors**

- (a) With the approval of the other Directors, a Director may appoint a person to be an alternate Director and to exercise some or all of the Director's powers for such period as the Director thinks fit.
- (b) If the appointing Director requests the Company to give the alternate Director notice of Directors' meetings, the Company must do so.
- (c) The exercise of a Director's powers by an alternate Director is just as effective as if the powers were exercised by the Director.
- (d) The appointing Director may terminate the alternate Director's appointment at any time.
- (e) The appointment of an alternate Director or its termination must be in writing. A copy must be given to the Company.
- (f) An alternate Director is not required to be a member of the Company.
- (g) An alternate Director may attend Directors' meetings but is not entitled to speak or vote or be counted for purposes of determining whether a quorum is present while the Director who appointed that alternate Director is present.

9.6 **Delegation**

- (a) Subject to the Corporations Act and the general law, the Board may delegate any of its powers or functions to one or more committees of Directors as the Board thinks fit.
- (b) The committee must exercise the powers delegated to it in accordance with any directions of the Directors.
- (c) The effect of the committee exercising a power in this way is the same as if the Directors had exercised it.

9.7 **Advisory Committees**

- (a) The Board may appoint one or more advisory committees consisting of members of the Company or other persons as the Board thinks fit.
- (b) An advisory committees acts in an advisory capacity only.
- (c) Advisory committees will conform to any regulations that may be given by the Board.

9.8 **Procedure at Committee Meetings**

- (a) Each committee or advisory committee may meet and adjourn as it thinks proper.
- (b) Questions arising at any meeting will be determined by a majority of votes of the committee members present.
- (c) Each committee member will have one vote.
- (d) In the case of an equality of votes the chairman will have a second or casting vote.

9.9 **Validity of Acts**

All acts done by any meeting of the Board or committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be Director or a member of the committee or that person so appointed was disqualified, valid as if the person had been duly appointed and was qualified to be a Director or a committee member.

9.10 **Resolutions**

- (a) 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 of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.
- (d) A resolution passed during a discussion held by telephone (or by any other electronic or other medium) in which Directors participate who would, if present together at a meeting, be sufficient to constitute a quorum, and can hear and be heard by all other participating Directors throughout the discussion, and recorded in writing by a Director who participated in the discussion, will unless the Corporations Act expressly provides for a personal meeting of Directors have the same force and effect as a resolution duly passed at a meeting of the Board.

9.11 **General Meeting and Directors' Meeting may be held together**

Nothing in this Constitution prevents a general meeting of members and Directors' meeting being held at the same time and in the same place provided that resolutions of members and resolutions of Directors are voted on separately and separate minutes are recorded.

10. **EXECUTION OF DOCUMENTS**

10.1 **Execution of Documents without Common Seal**

Without limiting the ways in which the Company may execute documents under the general law and the Corporations Act, the Company may execute any document (including a deed or a negotiable instrument) without using a common seal if the document is signed by:

- (a) 2 Directors; or
- (b) a Director and the Secretary; or
- (c) any person authorised in writing by the Company or the Directors to execute the document.

10.2 **Execution of Documents with Common Seal**

The Company may execute any document (including a deed or a negotiable instrument) by using a common seal if the seal is fixed to the document and the fixing of the seal is witnessed by:

- (a) 2 Directors; or
- (b) a Director and the Secretary; or
- (c) any person authorised in writing by the Company or the Directors to witness the fixing of the common seal.

10.3 **Common Seal**

The common seal (if any) of the Company must be kept in the custody of the Secretary.

11. **ACCOUNTS**

11.1 **Accounts**

The Directors will ensure that the Company keeps true and accurate accounts of all money received and expended by the Company and of the property, credits and liabilities of the Company in accordance with the Corporations Act.

11.2 **Receipts**

The Company shall issue a receipt in respect of all money received in accordance with any applicable legal requirements.

11.3 **Bank Account - Money**

All money received by the Company shall be deposited in an interest bearing deposit account with an Australian bank pending the application of funds towards the promotion of the Objects.

11.4 **In kind donations**

The Company shall maintain a register of all commitments made by third parties to make in kind donations of goods and services to the Company. The Company shall take all reasonable steps to safeguard any goods provided to the Company pending the application of such goods towards the promotion of the Objects.

11.5 **Auditor**

The Company will appoint a properly qualified auditor in accordance with any requirements of the Corporations Act from time to time and, if required by the Corporations Act, ensure the accounts of the Company are audited or reviewed in accordance with Corporations Act from time to time .

11.6 **Inspection by Members**

The Directors, or the Company by a resolution passed at a general meeting, may authorise a member to inspect books and accounts of the Company.

12. **NOTICES**

- (a) Any notice required by law or by or under this Constitution to be given to any member will be given by sending it by post to that member at their registered address, or to the address, if any, supplied by them for the giving of notices.
- (b) Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

13. **WINDING UP**

13.1 **Members' Contributions**

Every member of the Company undertakes to contribute to the property of the Company in the event of the Company being wound up:

- (a) while they are a member; or
- (b) within one year after they cease to be a member,

for payment of the debts and liabilities of the Company (contracted before they cease to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required up to a maximum of \$20.

13.2 **Undistributed Property**

- (a) If the Company is wound up and there remains, after satisfaction of all its debts and liabilities, any remaining property whatsoever (including gifts of money or property and contributions made in relation to eligible fundraising events):
 - (i) will not be paid to nor distributed among the members of the Company; and
 - (ii) will be given or transferred to some other institution or company:
 - (A) having objects similar to the Objects; and
 - (B) having a Constitution that prohibits the distribution of profits to its members to an extent at least as great as is imposed on the Company by virtue of **Clause 2**.
- (b) The relevant institution or institutions for the purposes of **Clause 13.2(a)** will be determined by:
 - (i) the members of the Company at or before the time of the dissolution; or
 - (ii) if the members fail to make a determination, by application to the Supreme Court of Victoria.

14. **INDEMNITY**

14.1 **Indemnity in Relation to Proceedings**

To the extent permitted by law, every Director, agent, Auditor and other officer of the Company will be indemnified out of the assets of the Company against any liability incurred by that person in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is under the Corporations Act granted to them by the Court.

14.2 **Other Indemnity**

To the extent permitted by law, every Director and officer of the Company or any other person (whether an officer of the Company or not) employed by the Company as Auditor will be indemnified by the Company against all costs, losses, expenses or liabilities incurred by them in the course of the business of the Company and it is the duty of the Directors out of the funds of the Company to pay and satisfy such costs, losses, expenses and liabilities incurred by them.