



CONSTITUTION of the Australasian Society for Ultrasound in Medicine

Australian Business Number 64 001 679 161

A company limited by guarantee

Final Execution

Contents

Preliminary	5
1 Name of the company	5
2 Type of company.....	5
Definitions and interpretations	5
3 Definitions.....	5
4 Reading this constitution with the Corporations Act.....	6
5 Signing documents.....	6
6 Interpretation.....	7
Purposes and powers.....	7
7 Purpose	7
8 Powers	7
9 Not-for-profit.....	7
10 Amending the constitution	7
Members.....	7
11 Membership Classes	7
12 Register of members.....	8
13 How to become a member	8
14 Members' rights and opportunities	9
15 Members' responsibilities.....	9
16 Transfer of membership.....	9
17 Membership fees	9
18 How to stop being a member	10
Dispute resolution and disciplinary procedures.....	10
19 Dispute resolution.....	10
20 Disciplining members.....	11
General meetings of members.....	12
21 Accountability to members.....	12
22 Members can request a general meeting	12
23 Using technology to hold meetings	13
24 Providing notice of a general meeting	13
25 Quorum at general meetings	14
26 Right of non-members to attend meetings	15
27 Representatives of members	15
28 Choosing a chair for a general meeting	16
29 Role of the chair in a general meeting	16

30	Adjournment of meetings.....	16
Members' resolutions and statements.....		16
31	Members may propose resolutions and give statements.....	16
32	Resolutions of members without a general meeting.....	17
Voting at general meetings		18
33	Voting at general meetings	18
34	Proxies.....	19
Directors.....		20
35	Composition of the board	20
36	Who can be a director.....	20
37	How to become a director	20
38	The directors may appoint a director.....	20
39	What happens if there are too few directors.....	20
40	Election of President.....	21
41	Election of President-elect.....	21
43	How to stop being a director	22
44	How to remove a director	22
45	How to appoint and remove an auditor	23
Powers of directors.....		23
46	Powers of directors	23
47	Delegation of directors' powers.....	23
49	Execution of documents	24
50	Validity	24
Duties of directors		24
51	Governance standards	24
52	Duties of directors.....	24
53	Conflicts of interest.....	25
Directors' meetings		25
54	Directors' meetings.....	25
55	Using technology to hold directors' meetings	26
56	Passing directors' resolutions at a meeting	26
57	Resolutions of directors without a meeting.....	26
By-laws		26
58	By-laws	26
Committees and subcommittees		26
59	Committees and subcommittees	26
60	Delegation of powers to committees and subcommittees	27
61	Operation of committees and subcommittees.....	27

Secretary	27
62 Appointment of secretary	27
63 Role of secretary	27
64 How to stop being a secretary	28
Financial matters	28
65 Funds.....	28
66 Company's financial year	28
Minutes and records.....	28
67 Records of members' meetings	28
68 Records of meetings	28
69 Signing minutes.....	28
70 Financial and related records.....	29
71 Inspecting the register of members	29
72 Inspection of records	29
73 How long records must be kept for.....	29
74 Directors' access to documents	29
Notice.....	29
75 What is notice	29
76 Notice to the company	29
77 Notice to members	30
78 When notice is taken to be given.....	30
Indemnity, insurance, and directors' access.....	30
79 Indemnity.....	30
80 Insurance.....	30
Winding up	31
81 Winding up voluntarily.....	31
82 Surplus assets not to be distributed to members.....	31
83 Distribution of surplus assets.....	31
84 Liability of members limited to the guarantee	31

Preliminary

1 Name of the company

The name of the **company** is the **Australasian Society for Ultrasound in Medicine (ASUM)**.

2 Type of company

The **company** is a not-for-profit public company limited by guarantee.

Definitions and interpretations

3 Definitions

In this constitution:

ACNC means the *Australian Charities and Not-for-profits Commission*.

accredited medical sonographer means a person who holds current accreditation with Australian Sonographers Accreditation Registry (ASAR) or registration with New Zealand Medical Radiation Technologists Board (NZMRTB) as a medical sonographer.

allied health professional means a person who meets the criteria for an allied health professional set out in the by-laws.

board charter means the document adopted by the board, as amended from time to time, that sets out the role, responsibilities, composition and operation of the board and its committees, and which must be consistent with this constitution and applicable law.

business day means a day on which banks are open for business, other than a Saturday, Sunday, or public holiday in the location of the **company's** registered office.

by-laws means any by-laws of the company made by the board under clause 58, as amended, replaced or repealed from time to time.

company means the company referred to in clause 1.

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

eligible member means a member who:

- is in a class of membership that has voting rights under clause 11; and

- is entered on the register of members at the relevant time; and

- has paid all membership fees due and payable to the company (if any); and

- is not suspended and otherwise retains their membership rights under this constitution.

general meeting means a meeting of members, including an annual general meeting or a special meeting.

incorporated body means an entity that

- is a body corporate under Australian or foreign law, or

- has been formally registered or created through a statutory process, and

- has separate legal personality from its members or founders.

independent director means a director who is appointed by the board to one of the positions referred to in clause 35.1.2.2., who is not an member director or an employee of the company, and who the board has determined is independent from the company's day-to-day management and from any material business or other relationship that could reasonably be perceived to interfere with the exercise of their independent judgment. This includes any

director appointed by the board to fill a casual vacancy in such a position.

member director means a director who is a financial member in accordance with this constitution to one of the positions referred to in clause 35.1.2.1., and includes any director appointed by the board to fill a casual vacancy in such a position.

members present means, in connection with a **general meeting**, members present in person, present by use of audio- or audio-visual technology, by **representative**, or by proxy at the meeting.

members' resolution has the meaning given by clause 31.1.1.1.

members' statement has the meaning given by clause 31.1.1.2.

midwife means a person who holds current registration as a midwife with the relevant regulatory authority in Australia or New Zealand.

nurse means a person who holds current registration as a nurse with the relevant regulatory authority in Australia or New Zealand.

ordinary resolution means a resolution of members that is not a special resolution and that is:
passed at a general meeting in accordance with clause 33.4.1.; or
passed without a general meeting in accordance with clause 32.

person means an individual or incorporated body.

president means the director elected under clause 40 who is also the chair of the board and the company for the purposes of this Constitution.

president-elect means the director elected under clause 41, who is to serve for one year and then succeed to the office of president in accordance with this Constitution.

representative means a person appointed to represent an incorporated member in accordance with clause 27.

special resolution means a resolution:

of which notice has been given under clause 24.3.4., and

that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution.

surplus assets means any **company** assets that remain after paying all the **company's** debts and other liabilities, including the costs of winding up.

virtual meeting platform means any technology or combination of technologies that allows members to participate in a meeting, including by asking questions verbally and in writing, without being physically present at the meeting room.

4 Reading this constitution with the Corporations Act

- 4.1. The replaceable rules set out in the Corporations Act do not apply to the company.
- 4.2. Unless otherwise stated, a word or expression that is defined in the Corporations Act or used in that Act and covering the same subject has the same meaning as in this constitution.

5 Signing documents

- 5.1. Where the constitution says that an individual (such as a member, representative or director) must sign a document, the individual may:
 - 5.1.1. sign a physical form of the document by hand, or
 - 5.1.2. sign an electronic form of the document using an electronic signature, in a way that identifies each person and indicates their intention.
- 5.2. Individuals may also sign separate copies of a physical or electronic document if each copy has

the same wording.

6 Interpretation

In this constitution:

- 6.1. the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- 6.2. reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Purposes and powers

7 Purpose

The **company's** purposes are to:

- 7.1. be the national professional body in Australia and New Zealand for ultrasound in medicine; and
- 7.2. promote the highest possible standards of medical ultrasound practice in Australia and New Zealand.

8 Powers

Solely for carrying out the company's purposes, the **company** has all the powers of a company limited by guarantee under the **Corporations Act**.

9 Not-for-profit

- 9.1. The income and assets of the company must be applied solely to carry out its purposes as stated in clause 7.
- 9.2. The company must not distribute any income or assets directly or indirectly to its members, except as provided in clause 82, or paying a member for goods or services they have provided, or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the company.

10 Amending the constitution

- 10.1. The members may amend this constitution by passing a **special resolution**.
- 10.2. Any amendment to this constitution will take effect from the date of the **special resolution**, or from any later date specified in the resolution.

Members

11 Membership Classes

11.1. The classes of membership are:

- 11.1.1. Voting Members, being members who:
 - 11.1.1.1 are admitted as Voting Members in accordance with this Constitution and the by-laws, and
 - 11.1.1.2 are financial, and
 - 11.1.1.3 reside in Australia or New Zealand.
- 11.1.2. Non-Voting Members, being members of any non-voting class determined by the board from time to time under the **by-laws**.

11.2. Additional eligibility criteria

- 11.2.1. In addition to the requirements in clause 11.1, the by-laws may prescribe additional eligibility criteria for admission (and continued eligibility) as a **Voting Member**.
- 11.2.2. Any by-law that introduces or materially changes the eligibility criteria for **Voting Members** (including criteria that would cause a member to cease to be eligible to be a **Voting Member**) has no effect unless approved by the members by **ordinary resolution**.
- 11.2.3. A by-law approved under this clause may include transitional arrangements.
- 11.3. New classes with voting rights must be approved by the members as an **ordinary resolution**.
- 11.4. Subject to clause 11.2, the board may from time to time remove or vary any non-voting class or create new non-voting classes as it sees fit.
- 11.5. In the event that a member is in a class that ceases to exist, the board will determine, in its discretion, the relevant class to which the member will be transferred, provided that this does not materially prejudice the member's rights and privileges.

12 Register of members

The **company** must keep a register of members which includes the following information:

- 12.1. for each current member:
 - 12.1.1. name, including the name of any representative of an incorporated member, and
 - 12.1.2. an email address or postal address nominated by the member for receiving notices, and
 - 12.1.3. date the membership started.
- 12.2. If a member has opted out of receiving general communications from the company, the company must still give that member any required notice, either by email or in hard copy, depending on the contact details available.
- 12.3. Where possible, the preferred method of communication should be by email, depending on the contact details available.
- 12.4. for each **person** whose membership ended in the last seven years the following will be retained:
 - 12.4.1. name, including the name of any representative of an incorporated member, and
 - 12.4.2. an email address or postal address nominated by the member for receiving notices, and
 - 12.4.3. dates the membership started and ended.

13 How to become a member

- 13.1. Eligibility to become a member
 - 13.1.1. A **person** may apply to become a member of the company by stating that they:
 - 13.1.1.1 want to become a member, and
 - 13.1.1.2 support the purposes of the company, and
 - 13.1.1.3 agree to comply with the company's constitution, including paying the guarantee
 - 13.1.1.4 under clause 84 if required.
 - 13.1.2. An employee of the **company** is not eligible to be a member.
- 13.2. Applications for membership

- 13.2.1. The board, or someone delegated the power to admit members, must consider an application for membership within a reasonable time after receiving the application.
- 13.2.2. If an application is approved, the applicant must as soon as possible be:
 - 13.2.2.1 entered into the register of members, and
 - 13.2.2.2 notified that their application has been approved, the membership class, and the date that their membership started (see clause 12).
- 13.2.3. If an application for membership is rejected, the applicant must be notified as soon as possible, but the notification does not have to include reasons.
- 13.2.4. For the avoidance of doubt, an application may be approved even if the application does not state the matters listed in clause 13.1.1. In that case, by applying to be a member, the applicant agrees to those three matters.
- 13.2.5. An applicant will become a member when they are entered on the register of members.

14 Members' rights and opportunities

A member can:

- 14.1. attend and vote at **general meetings**,
- 14.2. raise a dispute using clause 19,
- 14.3. together with other members, ask the directors to call a **general meeting**, under clause 22,
- 14.4. together with other members, put forward resolutions at **general meetings**, under clause 31,
- 14.5. be made a director (if the member is eligible to be a director) under clause 35.1,
- 14.6. inspect the members' register free of charge under clause 70, and
- 14.7. inspect the **company's** records under clause 72.

15 Members' responsibilities

A member must:

- 15.1. comply with the **company's** constitution,
- 15.2. notify the **company** if they change their name or address for notices,
- 15.3. treat other members, staff, volunteers, and directors with respect, and
- 15.4. pay membership fees (if any) and provide the guarantee specified in clause 84.

16 Transfer of membership

Membership and membership rights are not transferable.

17 Membership fees

- 17.1. Directors may set fees
 - 17.1.1. The directors may decide to set or change a joining fee, annual membership fee, or both, and the due date for payment.

- 17.1.2. The company must give members at least one month's notice of any new fees or changes
- 17.1.3. to fees.

17.2. Failure to pay fees

- 17.2.1. A member must pay the fees as relevant to their membership class as and when they fall due.
- 17.2.2. A newly appointed member is not entitled to any of the rights of a member until all applicable fees have been paid.
- 17.2.3. If a member fails to pay the fees within two months of them becoming due, the company must notify that member and provide one month to rectify the default. If the member fails to rectify the default, then the member stops being a member.
- 17.2.4. A member that has not paid the required membership fee may not exercise any of the rights associated with their membership, including the right to exercise any vote they may have at a meeting of members.

18 How to stop being a member

A member immediately stops being a member if they:

- 18.1. default on payment of the membership fee in accordance with clause 17.2, or
- 18.2. resign in writing, or
- 18.3. have not responded within one month to a written request to confirm in writing that they want to remain a member, or
- 18.4. are an incorporated member and are wound up or otherwise dissolved or deregistered, or
- 18.5. become bankrupt, or
- 18.6. are expelled under clause 20, or
- 18.7. become mentally incapacitated or become a **person** or estate liable to be dealt with in any way under laws relating to mental health, or
- 18.8. die.

Dispute resolution and disciplinary procedures

19 Dispute resolution

19.1. Application

- 19.1.1. This procedure applies to disputes under this constitution between a member or director and:
 - 19.1.1.1 one or more members, or
 - 19.1.1.2 one or more directors, or
 - 19.1.1.3 the **company** itself.
- 19.1.2. A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 20, until that disciplinary procedure is completed.

19.2. Notice of dispute resolution

- 19.2.1. Those involved in the dispute must try to resolve it between themselves either within 14 days of becoming aware of it, or within a timeframe agreed on by those involved.
- 19.2.2. If the dispute cannot be resolved within 14 days or within a timeframe agreed on by those involved, they must:
 - 19.2.2.1 inform the **company** in writing, and
 - 19.2.2.2 agree or request that a mediator be appointed, and
 - 19.2.2.3 attempt in good faith to settle the dispute through mediation.

19.3. Choosing a mediator

If those involved in the dispute cannot agree on the choice of mediator, then

- 19.3.1. for disputes between members, the **directors** will choose the mediator, or
- 19.3.2. for other disputes, the president of the law institute or society in the state or territory in which the **company** has its registered office will choose the mediator.

19.4. Conditions of choosing a mediator

A mediator chosen by a director:

- 19.4.1. must not have a personal interest in the dispute, and
- 19.4.2. must be unbiased.

19.5. During mediation

When conducting the mediation, the mediator must:

- 19.5.1. allow those involved a reasonable chance to be heard, and
- 19.5.2. allow those involved a reasonable chance to review any written statements, and
- 19.5.3. ensure the mediation is conducted in a manner free from bias, and
- 19.5.4. not decide on the dispute.

19.6. Obligations of each party

- 19.6.1. Each party must:
 - 19.6.1.1 do their best to resolve the dispute at the mediation conference, and
 - 19.6.1.2 bear the costs of mediation as agreed between the parties.
- 19.6.2. The terms of any agreement reached between the parties must be provided to the **company**.

20 Disciplining members

20.1. Directors may discipline members

The directors may resolve to warn or expel a member who is not a director from the **company** if they believe:

- 20.1.1. the member has breached this constitution or the **by-laws**, or
- 20.1.2. the member's behaviour is causing, has caused, or is likely to cause, intentional or unintentional harm to the **company**.

20.2. Notification of action

At least 14 days before the directors' meeting at which such a resolution will be

considered, the member must be notified in writing:

- 20.2.1. that the directors are considering a resolution to warn or expel the member, and
- 20.2.2. that this resolution will be considered at a directors' meeting, the date of which must also be provided, and
- 20.2.3. of the claims made against the member, and
- 20.2.4. of the nature of the resolution that is to be proposed at the meeting, and
- 20.2.5. that the member may provide an explanation to the directors, as well as how the member can do so.

20.3. Member must be given opportunity to explain or defend themselves

Before the directors pass any resolution, the member must be given a chance to explain or defend themselves by:

- 20.3.1. sending the directors a written explanation prior to that directors' meeting, or
- 20.3.2. speaking at the meeting, or
- 20.3.3. both.

20.4. Directors' rights – disciplining members

After considering any explanation provided, the directors must decide to:

- 20.4.1. take no further action, or
- 20.4.2. warn the member, or
- 20.4.3. expel the member, or
- 20.4.4. require the matter to be determined at a **general meeting**, or
- 20.4.5. refer the decision to an unbiased, independent person on conditions that the directors consider appropriate. This independent person can only decide that the directors themselves can make under this clause.

20.5. Other

- 20.5.1. Written notice must be given as soon as possible to the member of the directors' decision.
- 20.5.2. The directors cannot fine a member.
- 20.5.3. Disciplinary procedures must be completed as soon as reasonably possible.
- 20.5.4. There will be no liability for any loss or injury the member suffers due to any decision made in good faith under this clause.

General meetings of members

21 Accountability to members

21.1. The company must take reasonable steps to be accountable to its members by holding an annual general meeting.

21.2. The directors may also call a general meeting at any time.

22 Members can request a general meeting

22.1. How members can request a general meeting

Members, acting for a proper purpose, can request that the directors call a **general meeting**, by

sending a written request to the **company** that:

- 22.1.1. states any resolution to be proposed at the meeting, and
- 22.1.2. is signed by 5% of the members who can cast votes at a **general meeting** (calculated as of midnight the day before the meeting is requested).

22.2. Directors must then hold a general meeting

The directors must:

- 22.2.1. within 21 days of the members' request, give all members notice of a **general meeting**, and
- 22.2.2. hold the **general meeting** within two months of the members' request.
- 22.2.3. Notwithstanding clause 22.2.1., notice of a general meeting cannot be provided less than 21 days before the meeting if a resolution as described in clause 24.2 is proposed.

22.3. If the directors do not call a requested meeting

- 22.3.1. If the directors do not call the meeting within 21 days of being requested to under clause 22.1, 50% or more of the members who made the request may call a **general meeting**.
- 22.3.2. The members must:
 - 22.3.2.1 as far as possible, follow the procedures for a **general meeting** as set out in this constitution, and
 - 22.3.2.2 call the meeting using the list of members on the **company's** member register,
 - 22.3.2.3 which the **company** must provide to members making the request at no cost, and
 - 22.3.2.4 hold the **general meeting** within three months of the request being given to the company.
- 22.3.3. The **company** must reimburse the members who request the **general meeting** for any reasonable expenses they incur because the directors did not call and hold the meeting.

23 Using technology to hold meetings

23.1. The company may hold a hybrid or virtual-only **general meeting** using an appropriate **virtual meeting** platform.

23.2. If the **general meeting** is held using only a **virtual meeting** platform, then

- 23.2.1. the meeting location is taken to be the registered office of the **company**, and
- 23.2.2. the meeting time is taken to be the time at the **company's** registered office.

23.3. If the **general meeting** is held at more than one physical venue (whether or not it is also held using a **virtual meeting** platform), then:

- 23.3.1. the meeting location is taken to be the main physical venue of the meeting, as set out in the notice of the meeting, and
- 23.3.2. the meeting time is taken to be the time at the main physical venue of the meeting, as set out in the notice of the meeting.

24 Providing notice of a general meeting

24.1. When notice of a general meeting must be given

The notice of a **general meeting** must be given at least 21 days before the meeting to:

- 24.1.1. each member entitled to vote at the meeting, and
- 24.1.2. each director, and
- 24.1.3. the auditor (if applicable).

24.2. When short notice of a general meeting can be given

The notice of a **general meeting** may be provided less than 21 days before the meeting date if members with at least 75% of the votes that may be cast at the meeting agree beforehand, but not if a resolution will be moved to:

- 24.2.1. remove a director
- 24.2.2. appoint a director to replace a director who has been removed, or
- 24.2.3. remove an auditor, if applicable.

24.3. What the notice must include

The notice of a **general meeting** must be in writing and include:

- 24.3.1. the place, date and time for the meeting (and if the meeting is to be held in two or more places, hybrid or virtually, the **virtual meeting platform** that will be used)
- 24.3.2. a statement regarding the member's right to request documents be sent to them in electronic or physical form or request to not be sent documents
- 24.3.3. the general nature of the meeting's business
- 24.3.4. if applicable, that a **special resolution** will be proposed, as well as the wording of the proposed resolution, and
- 24.3.5. a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - 24.3.5.1 the proxy does not need to be a member, and
 - 24.3.5.2 the proxy form must be delivered to the **company** at either its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - 24.3.5.3 the proxy form must be delivered to the **company** at least 48 hours before the meeting.

24.4. Meeting or notice not invalidated

A meeting or notice of meeting is not invalidated only because of the accidental omission to give notice of the meeting or the non-receipt by any person of notice of the meeting.

25 Quorum at general meetings

25.1. What is a quorum

- 25.1.1. For a **general meeting** to be held, a quorum must be present in **person**, by proxy, or by **representative**.
- 25.1.2. A quorum is ten **eligible members**.

25.2. How is a quorum calculated

When determining if there is a quorum, a **person** may be counted once in their personal

capacity, and may also be counted for each member for whom they are a duly appointed proxy or **representative**.

25.3. Quorum must be present

No business can be conducted at a **general meeting** if there is not a quorum present at the start of the meeting. A quorum does not need to be maintained for the entirety of the **general meeting**.

25.4. If there is no quorum

25.4.1. If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to a date, time and place of the **chair**'s choosing. If the **chair** does not specify one or more of those things, the meeting is adjourned to:

25.4.1.1 if no date is specified – the same day in the next week,

25.4.1.2 if no time is specified – the same time,

25.4.1.3 if no venue or **virtual meeting** platform is specified – the same venue and **virtual meeting** platform.

25.4.2. If no quorum is present at this resumed meeting within 30 minutes after the starting time set for the meeting, then the meeting is cancelled.

26 Right of non-members to attend meetings

26.1. The chair of a general meeting may invite any person to attend and address a general meeting.

26.2. If the company has an auditor, then:

26.2.1. the auditor must be given any communications relating to the **general meeting** that a member is entitled to receive, and

26.2.2. the auditor is also entitled to attend and address a **general meeting**, including by sending a written statement.

27 Representatives of members

27.1. Incorporated members may appoint a representative

An incorporated member may appoint as a **representative**:

27.1.1. one individual to represent the member at meetings and to sign and agree to resolutions under clause 31, and

27.1.2. the same individual or another individual for the purpose of being appointed or elected as a director.

27.2. How to appoint a representative

The appointment of a **representative** by a member must:

27.2.1. be in writing, and

27.2.2. include the name of the **person**, and

27.2.3. be signed on behalf of the member, and

27.2.4. confirm the length of the appointment, which may be for a set number of meetings, or for a duration of time or standing (ongoing), and

27.2.5. be given to the **company** or, for representation at a meeting, be given to the chair before the meeting starts, and

27.2.6. be recorded in the register of members.

27.3. Rights of representative

27.3.1. A **representative** has all the rights of a member relevant to the purposes of the appointment (during any relevant timeframe) as a **representative**, including to appoint a proxy.

28 Choosing a chair for a general meeting

28.1. The **President** is entitled to chair **general meetings**.

28.2. The members present who are entitled to vote at a general meeting may choose a director or member to be the chair for that meeting if:

28.2.1. there is no **chair**, or

28.2.2. the **President** is not present within 30 minutes after the starting time set for the meeting, or

28.2.3. the **President** is present but does not wish to act as the meeting's chair.

29 Role of the chair in a general meeting

29.1. The chair is responsible for the conduct of the general meeting and must give members (and the auditor if there is one) a reasonable opportunity to make comments and ask questions.

29.2. The chair does not have a casting vote.

30 Adjournment of meetings

30.1. If a quorum is present, a **general meeting** must be adjourned if the majority of members in attendance direct the chair to do so.

30.2. Only unfinished business may be dealt with at a meeting resumed after an adjournment.

30.3. If a **general meeting** is adjourned for one month or more, the members must be given new notice of the resumed meeting.

Members' resolutions and statements

31 Members may propose resolutions and give statements

31.1. When can members propose resolutions and give statements

31.1.1. Members who together hold at least 5% of the total votes that may be cast at a **general meeting** may give:

31.1.1.1 written notice signed by the members to the **company** of a resolution they propose to move for a proper purpose at a **general meeting (members' resolution)**, with the wording of the resolution set out in full, or

31.1.1.2 a written request to the **company** that the **company** give all its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting (members' statement)**, with the wording of the statement set out in full, or

31.1.1.3 both.

31.1.2. The calculation for the percentage of votes that members have is to be based on the situation as of midnight before the request or notice is given to

the **company**.

31.2. Members' resolutions must be considered

If the **company** has been given notice of a **members' resolution** under clause 31.1, the resolution must be considered at a **general meeting** held no more than two months after the notice is given.

31.3. Distributing notice of proposed resolution and statement

The **company** must give all its members notice of the **members' resolution** or a copy of the **members' statement** at the same time, or as soon as practicable afterwards, and in the same way as it gives notice of a **general meeting**.

31.4. Who bears the costs of giving notice or distributing statement

- 31.4.1. The **company** is responsible for the cost of giving members notice of the resolution or a copy of the **members' statement** if the **company** receives it in time to send it out to members with the notice of meeting.
- 31.4.2. If the **company** does not receive it in time to send it out with the notice of meeting, then the members requesting the meeting must meet the reasonable expenses that the **company** incurs when giving members notice of the **members' resolution** or a copy of the **members' statement**. At a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.

31.5. When does the company not need to send notice or distribute statement

The **company** does not need to send the notice of proposed **members' resolution** or a copy of the **members' statement** to members if:

- 31.5.1. it is more than 1,000 words long,
- 31.5.2. the directors consider that it may be defamatory,
- 31.5.3. the members making the request are to bear the expenses of sending the notice out—unless the members give the **company** a sum that would meet all reasonable expenses that it would incur in giving the notice, or
- 31.5.4. in the case of a proposed **members' resolution**, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

32 Resolutions of members without a general meeting

32.1. When a resolution may be passed without a general meeting

- 32.1.1. The directors may put a resolution to the members to be passed without a **general meeting** being held.
- 32.1.2. However, the **company** cannot pass resolutions for the following without holding a meeting:
 - 32.1.2.1 a resolution to remove an auditor or remove a director, or
 - 32.1.2.2 where the **Corporations Act** or this constitution requires a meeting to be held.

32.2. When is a resolution passed

A resolution is passed if 75% of the members entitled to vote on the resolution sign or agree to the resolution.

32.3. How a resolution may be passed

- 32.3.1. The members may sign in the way set out in clause 5.

- 32.3.2. Alternatively, the **company** may send a resolution by email to members, and members may agree to it by sending a reply email to that effect and including the text of the resolution in their reply.

32.4. Notifying the auditor

The **company** must notify the auditor (if applicable) as soon as possible that a resolution has or will be put to members, and set out the wording of the resolution.

Voting at general meetings

33 Voting at general meetings

33.1. Number of votes for each member

Each eligible member has one vote

33.2. Challenge to member's right to vote

A member or the **chair** may only challenge a **person's** right to vote at the time of the **general meeting**. The **chair** must then decide whether the **person** may vote. The **chair's** decision is final.

33.3. How voting is conducted

Before a vote is taken, the **chair** must note whether any proxy votes with a voting direction have been received and, if so, how the proxy votes will be cast.

Voting must be conducted and decided by:

- 33.3.1. a show of hands, or
- 33.3.2. a vote in writing, or
- 33.3.3. another method chosen by the **chair** that is fair and reasonable in the circumstances.

33.4. When a resolution is passed

- 33.4.1. A resolution (other than a special resolution) is passed if at least 50% of the total votes are in favour of the resolution being passed.
- 33.4.2. If there is a vote conducted by a show of hands, the chair's decision is conclusive evidence of the result of the vote by show of hands.
- 33.4.3. The chair and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

33.5. When and how a vote in writing may be demanded

A vote in writing may be demanded on any resolution instead of, or after, a vote by a show of hands by:

- 33.5.1. **members present** with at least 5% of the votes that may be passed on the relevant resolution (worked out as at the midnight before the vote in writing is demanded), or
- 33.5.2. the **chair** of the meeting.

33.6. When and how a vote in writing must be held

A vote in writing must be conducted at the **chair's** direction, but must be held immediately if it is demanded for the following:

- 33.6.1. the election of a **chair** under clause 28, or
- 33.6.2. to decide whether to adjourn the meeting.

33.7. Withdrawing

A demand for a vote in writing may be withdrawn.

34 Proxies

34.1. Appointment of proxy

- 34.1.1. A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 34.1.2. The member can decide how long the appointment is for. For example, it can be for a set number of meetings, or for a duration of time or standing (ongoing).
- 34.1.3. A proxy appointment may be standing (ongoing).

34.2. What a proxy can and can't do

- 34.2.1. A proxy appointed to attend and vote for a member has the same rights as the member to:
 - 34.2.1.1 speak at the meeting, and
 - 34.2.1.2 vote in writing (but only in the manner allowed by the appointment), and
 - 34.2.1.3 demand a vote in writing under clause 33.5.
- 34.2.2. A proxy is not entitled to vote on a show of hands, but this does not prevent a member appointed as a proxy from voting as a member on a show of hands.
- 34.2.3. A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting in **person** or by technology.

34.3. How a proxy votes

When a vote in writing is held, a proxy:

- 34.3.1. does not need to vote, unless the proxy appointment specifies the way they must vote, and
- 34.3.2. must vote in the way specified on the proxy form, if applicable, and
- 34.3.3. may cast votes in different ways (if the proxy is also a member or holds more than one proxy).

34.4. How to appoint a proxy

- 34.4.1. An appointment of a proxy (by using a proxy form) must be signed by the member appointing the proxy and must contain:
 - 34.4.1.1 the member's name and address, and
 - 34.4.1.2 the **company's** name, and
 - 34.4.1.3 the proxy's name or the name of the office held by the proxy, and
 - 34.4.1.4 the length of the appointment, measured as a set number of meetings, or for a duration of time or standing (ongoing).
- 34.4.2. Proxy forms must be delivered to the address specified in the notice under clause 24.3.5. at least 48 hours before a meeting. The **chair** may accept late notices.

34.5. Validity

Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes,

the appointing member:

- 34.5.1. revokes the proxy's appointment, or
- 34.5.2. revokes the authority of a **representative** or agent who appointed the proxy, or
- 34.5.3. is mentally incapacitated, or
- 34.5.4. dies.

Directors

35 Composition of the board

35.1. The company must have at least three and no more than nine directors.

35.2. The Board comprises up to:

- 35.2.1. Six **Member directors**, and
- 35.2.2. Three **Independent** Directors.

35.3. The board must use its best endeavours to ensure that, at any given time, the number of Member directors is greater than the number of Independent Directors. However, a temporary departure from this balance (including because there have been one or more vacancies, or because of the board's appointment of a director under this constitution) does not invalidate the appointment of any director or any act or decision of the board.

35.4. In appointing a director, the board must have regard to the skills and experience needs of the Board, including any skills matrix approved by the Board and included in the Board Charter (as amended from time to time). A failure to comply with this clause does not invalidate the appointment.

36 Who can be a director

An individual is eligible to be a director of the **company** if they:

- 36.1. are 18 years of age or older, and
- 36.2. have a director identification number, and
- 36.3. give the **company** their signed consent to act as a **company** director, and
- 36.4. are not ineligible to be a director under the **Corporations Act**.

37 How to become a director

- 37.1. An individual who was a director immediately before this constitution was adopted will continue in office as a director, subject to the provisions of this constitution.
- 37.2. Subject to clause 35.1, the members may elect a director by passing an ordinary resolution.
- 37.3. Unless those members present at the meeting agree to a combined resolution, each director nomination must be put forward as a separate resolution.

38 The directors may appoint a director

The directors may appoint an individual as a director to fill a casual vacancy or as an additional director, if that individual meets the eligibility requirements set out in the **by-laws**.

39 What happens if there are too few directors

If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act but only:

- 39.1. in an emergency, or
- 39.2. for the purpose of increasing the number of directors to three or the number required to form a quorum, or
- 39.3. to call a general meeting.

40 Election of President

- 40.1. The directors must elect a director as the company's **President**.
- 40.2. The **President** is also the chair of the Board and of any directors' meeting.
- 40.3. Subject to this Constitution, the **President** holds office for a term of 2 years and is eligible for re-election for one further term as **President**, provided the **President** remains a director and is otherwise eligible to hold office.
- 40.4. The President's responsibilities include:
 - 40.4.1. acting as spokesperson for the organisation,
 - 40.4.2. managing board meetings, including setting the agenda,
 - 40.4.3. ensuring directors receive accurate, timely, and clear information ,
 - 40.4.4. ensuring effective communication with members, and
 - 40.4.5. managing disputes to ensure the **company** is run effectively.

41 Election of President-elect

- 41.1. The directors may elect a director as **President-elect** for a term of 1 year.
- 41.2. A director is eligible to be elected as President-elect only if the director has sufficient remaining eligibility as a director to serve the full term of office as President-elect and President, whether within the service limit in clause 43.1 or by operation of clause 41.5.
- 41.3. Subject to this Constitution, a person who has completed a term as **President-elect** automatically succeeds to the office of President at the end of the then current **President's** term.
- 41.4. If the office of **President** becomes vacant before the end of the President's term, the directors may elect:
 - 41.4.1. the **President-elect** to the office of **President**, or
 - 41.4.2. another director as **President**, for the balance of the term or for such other period as the directors determine, subject to this Constitution.
- 41.5. Despite clause 43.1, a director who is elected as President-elect may continue to hold office as a director beyond the maximum service limit in clause 43.1, but only for the minimum additional period necessary to complete:
 - 41.5.1. a term of one year as **President-elect**, and
 - 41.5.2. any immediately following term as **President**, provided that the total additional period under this clause must not exceed three years.
 - 41.5.3. The Board shall be entitled (notwithstanding other provisions of the Constitution in relation to disputes and dispute resolution) by its ordinary resolution, make a determination at any time as to the term which a Director, who is also elected as a President elect shall be entitled to extend their term as a director to otherwise fulfil the term as President Elect and of President as otherwise provided in the Constitution.

42 Term of office

- 42.1. Directors hold office for a term of three years and are eligible for re-election or reappointment for two further terms of three years each, and a maximum service limit of nine consecutive years.
- 42.2. The members may resolve by **special resolution** to extend the maximum service limit for a particular director for a further period of up to one year, provided the director's total consecutive service does not exceed ten years.
- 42.3. The term of office for a director commences at the conclusion of the general meeting at which members ratified their appointment.
- 42.4. Directors appointed to fill a casual vacancy hold that office until the end of the term that would have been served by the former director they are replacing. Time spent filling a casual vacancy does not count towards a maximum service limit.

43 How to stop being a director

- 43.1. A director stops being a director if they:
 - 43.1.1. resign in writing to the secretary, or
 - 43.1.2. are removed from office under clause 44, or
 - 43.1.3. are appointed for a term of office and are not reappointed, or
 - 43.1.4. are disqualified from being a director under the **Corporations Act**, or
 - 43.1.5. die.
- 43.2. Without limiting clause 44.1, a director also stops being a director if the director is absent from 3 consecutive directors' meetings without approved leave of absence under clause 43.3, whether or not the meetings occur in the same financial year.
- 43.3. For clause 43.2:
 - 43.3.1. a director is deemed to be in attendance at a directors' meeting if the director is present in person or by using technology that enables the director to participate in the meeting in real time, and
 - 43.3.2. leave of absence must be approved by the directors, and may be approved before the meeting, and
 - 43.3.3. the directors may approve leave retrospectively for a missed meeting only if satisfied that exceptional circumstances prevented the director from seeking leave in advance (including illness, family emergency, or circumstances beyond the director's control), and
 - 43.3.4. any approval of leave of absence (including retrospective approval) should be recorded in the minutes.
- 43.4. As soon as practicable after a director's second consecutive absence without approved leave, the director should be given written notice of the operation of clause 43.2, but a failure to give that notice does not invalidate the director ceasing to hold office under clause 43.2.

44 How to remove a director

The members may remove a director by passing an ordinary resolution at a **general meeting**. In that case, clause 31 does not apply. Instead, the process is as follows:

- 44.1. The members must provide notice of intention to move a **members' resolution** to remove a director at least 2 months before the meeting is to be held.
- 44.2. The **company** must provide a copy of the notice to the director as soon as practicable after it is received.

- 44.3. The director can give the **company** a written statement to circulate to the members and speak to the motion at the meeting.
- 44.4. The members must pass a resolution to remove the director.

45 How to appoint and remove an auditor

Subject to the provisions of **Corporations Act**,

- 45.1. The members may appoint an auditor by passing an ordinary resolution at a **general meeting**.
- 45.2. The members may remove an auditor by passing an ordinary resolution in a **general meeting**.

Powers of directors

46 Powers of directors

46.1. Powers

- 46.1.1. The directors may exercise all the powers of the company except any powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 46.1.2. The directors may borrow or raise money, charge any property or business of the **company**, or give any other security for a debt, liability or obligation of the **company**.

46.2. Responsibilities

- 46.2.1. The directors are responsible for managing and directing the activities of the **company** to carry out the purpose(s) set out in clause 7.
- 46.2.2. The directors must decide on the responsible financial management of the **company** including:
 - 46.2.2.1 any suitable written delegations of power under clause 47, and
 - 46.2.2.2 how money will be managed – including how electronic transfers must be authorised, signed off, or otherwise approved.

46.3. Limitations

- 46.3.1. The directors cannot remove a director or auditor.
- 46.3.2. Directors and auditors may only be removed by an **ordinary resolution** passed at a **general meeting**.

47 Delegation of directors' powers

47.1. Directors may delegate powers

The directors delegate any of their powers and functions to:

- 47.1.1. a committee, or
- 47.1.2. a particular director, or
- 47.1.3. a **company** employee (such as a chief executive officer).

47.2. Record-keeping

The **company** must keep appropriate records of any delegations of powers.

48 Payments to directors

- 48.1. The **company** must not pay fees for acting as a director (also called sitting fees).
- 48.2. This does not stop the **company** from making the following types of payments:
 - 48.2.1. paying a director for work they do for the **company** other than as a director, or
 - 48.2.2. reimbursing a director for expenses they've properly incurred for work in connection with the **company's** affairs.
- 48.3. Any payment made under this clause must be no more than is fair and reasonable to the **company** and approved by the directors in accordance with clause 52.7. and should be outlined in the **board charter**.

49 Execution of documents

The **company** may execute a document if the document is signed in accordance with clause 5 by:

- 49.1. two directors of the **company**, or
- 49.2. a director and the secretary, or
- 49.3. an individual or a combination of individuals authorised by the board for that purpose.

50 Validity

An act carried out by a director, or by a meeting of directors, or by a committee attended by a director, is not invalid just because:

- 50.1. of a defect in the appointment of the director, or
- 50.2. the individual is disqualified from being a director or has vacated office, or
- 50.3. the individual is not entitled to vote,

if that circumstance was not known by the individual or the directors or committee, when the act was carried out.

Duties of directors

51 Governance standards

- 51.1. The company must comply with applicable law, including the Corporations Act and any other applicable regulatory requirements.
- 51.2. If the company is registered with the ACNC, it must also comply with the ACNC Governance Standards and (if applicable) the ACNC External Conduct Standards.
- 51.3. The board must develop and regularly review a written board charter
 - 51.3.1. that is consistent with this constitution, relevant best-practice standards, and applicable law, and
 - 51.3.2. is made available to members on request and, where practicable, by publication on the company's website.

52 Duties of directors

The directors must comply with their duties:

- 52.1. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**, and
- 52.2. to act in good faith in the best interests of the **company**, and to further the purpose(s) of the **company** set out in clause 7, and
- 52.3. to not misuse their position as a director, and

- 52.4. to not misuse information they gain in their role as a director, and
- 52.5. to disclose any perceived or actual material conflicts of interest in the manner set out in clause 53, and
- 52.6. to ensure that the financial affairs of the **company** are managed responsibly, and
- 52.7. to not allow the **company** to operate while it is insolvent.

53 Conflicts of interest

- 53.1. A director who has a perceived or actual material conflict of interest in a company matter must let the other directors know.
- 53.2. The perceived or actual material conflict of interest, including the nature and extent of the interest and the relationship of the interest to the company, must also be recorded in the register of interests.
- 53.3. Each director who has a material personal interest in a matter must not be present at the meeting while the matter is being discussed, or vote on the matter, unless
 - 53.3.1. their interest arises because they are a member of the **company**, and the other members have the same interest, or
 - 53.3.2. their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 80), or
 - 53.3.3. their interest relates to a payment by the **company** under clause 79 or any contract relating to an indemnity that is allowed under the **Corporations Act**, or
 - 53.3.4. the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - 53.3.5. the directors who do not have a material personal interest in the matter pass a resolution that:
 - 53.3.5.1 identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
 - 53.3.5.2 says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

54 Directors' meetings

- 54.1. When the directors meet
 - The directors may decide how, where, when, and how often they meet.
- 54.2. Calling directors' meetings
 - 54.2.1. A director may call a directors' meeting by giving reasonable notice to all other directors, or by the secretary giving reasonable notice of the meeting to all directors.
 - 54.2.2. The notice can be in writing or by any other means of communication.
- 54.3. Chair for directors' meetings
 - 54.3.1. The **President** must chair directors' meetings.
 - 54.3.2. The directors at a directors' meeting may choose another director to chair that meeting if the **President**:
 - 54.3.2.1 is not present within 30 minutes after the starting time set for the

meeting, or

54.3.2.2 is present but does not want to act as **chair** of the meeting.

54.3.3. Where the votes on a proposed resolution are equal, the **chair** of the meeting has a second or casting vote.

54.4. What is a quorum

54.4.1. The quorum for a directors' meeting is the presence of a majority of directors.

54.4.2. A quorum must always be present during a directors' meeting.

54.5. If a quorum cannot be maintained

54.5.1. If a directors' meeting cannot maintain a quorum due to one or more directors having a conflict of interest that prevents them from being present when a matter is discussed, directors may put the matter to the members at the next **general meeting**, or at an earlier time if it is reasonable to do so.

54.5.2. The members can pass an **ordinary resolution** to deal with the matter.

55 Using technology to hold directors' meetings

55.1. The directors may hold their meetings (including hybrid meetings) by using any **virtual meeting**

55.2. platform.

55.3. A director may only withdraw their consent to use the agreed-to platform within a reasonable period before the meeting.

56 Passing directors' resolutions at a meeting

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

57 Resolutions of directors without a meeting

57.1. A resolution can be passed without a meeting if 75% of the directors entitled to vote on the resolution, one of which must be an independent director, sign or otherwise agree to the resolution by:

57.1.1. the method set out in clause 5, or

57.1.2. confirming their agreement by reply email to the company within five business days.

57.2. The resolution is passed when the last director signs or otherwise agrees to the resolution.

By-laws

58 By-laws

58.1. The board may, in its absolute discretion, make **by-laws** to give effect to this constitution.

58.2. Members and directors must comply with **by-laws** as if they were part of this constitution.

58.3. All **by-laws** of ASUM in force at the date of the approval of this Constitution shall continue in force under this constitution, insofar as such by-laws are not inconsistent with **Corporations Act**, or are not inconsistent with this constitution.

Committees and subcommittees

59 Committees and subcommittees

59.1. The board may establish or dissolve such **committees** and **subcommittees** as it considers

appropriate to pursue the objects and purposes of the company.

- 59.2. **Committees and subcommittees** can be either **standing** or **ad-hoc**.
- 59.3. The board will determine the membership and terms of reference of any **committee** or subcommittee.
- 59.4. Members of **subcommittees** need not be members of the company.
- 59.5. Employees of the company are not eligible to be members of a **committee** or **subcommittee**, but may provide secretariat or advisory input as directed by the board or a delegate (eg Chief Executive Officer).
- 59.6. Notwithstanding the provisions of clause 59.1, the board must establish a standing Audit committee.

60 Delegation of powers to committees and subcommittees

- 60.1. The directors may delegate any of their powers (which powers may be delegated so as to be concurrent with, or to the exclusion of, the powers of the board) to a **committee** or **subcommittee**.
- 60.2. A **committee** or **subcommittee** must exercise the powers delegated to it in accordance with any directions of the board.
- 60.3. A power so delegated when exercised by a **committee** or **subcommittee** is treated as having been exercised by the board.

61 Operation of committees and subcommittees

- 61.1. To the greatest extent practicable, meetings and procedures of **committees** and **subcommittees** are governed by the provisions of this Constitution and any by-laws adopted under clause 58 which regulate meetings and procedures of the board.
- 61.2. The board shall make such other by-laws as it considers appropriate in relation to the operation of **committees** and **subcommittees**, including, but not limited to:
 - 61.2.1. functions and powers; and
 - 61.2.2. tenure of members; and
 - 61.2.3. conduct of meetings (including how meetings are called).

and may amend, repeal or substitute such by-laws from time to time.

Secretary

62 Appointment of secretary

- 62.1. The **company** must have at least one secretary, who may also be a director.
- 62.2. The secretary must be at least 18 years old.
- 62.3. The secretary must give the **company** their signed consent to become a secretary before being appointed by directors.
- 62.4. The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 62.5. The individual who was the secretary immediately before this constitution was adopted, will continue in office as the secretary, subject to the provisions of this constitution.

63 Role of secretary

The directors may delegate the following to the secretary:

- 63.1. maintaining a register of the **company's** members (see clause 12), and

- 63.2. maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and resolutions, and
- 63.3. notifying the relevant regulator(s) of applicable changes as required by law.

64 How to stop being a secretary

The secretary stops being secretary if they:

- 64.1. resign in writing to the **company**, or
- 64.2. are removed by resolution of the directors, or
- 64.3. are disqualified from managing corporations under the **Corporations Act**, or
- 64.4. die.

Financial matters

65 Funds

- 65.1. The **company's** money must be deposited into a company bank account.
- 65.2. The directors may decide to maintain a 'petty cash' fund for minor and incidental expenses. Withdrawals or deposits from the petty cash fund must be recorded.

66 Company's financial year

The **company's** financial year is from 1 July to 30 June.

Minutes and records

67 Records of members' meetings

The **company** must, within one month, make and keep the following records:

- 67.1. minutes of proceedings and resolutions of **general meetings**,
- 67.2. minutes of any other resolutions of members,
- 67.3. a copy of a notice of each **general meeting**, and
- 67.4. a copy of any **members' statement** distributed to members under clause 31.3.

68 Records of meetings

The **company** must, within one month, make and keep the following records:

- 68.1. minutes of proceedings and resolutions of directors' meetings,
- 68.2. minutes of proceedings and resolutions of meetings of any committees or subcommittees, and
- 68.3. minutes of any other resolutions of directors.

69 Signing minutes

69.1. Minutes of a meeting

The directors must ensure that minutes of a **general meeting**, a directors' meeting, or a committee/subcommittee meeting, are signed in accordance with clause 5 and by:

- 69.1.1. the **chair** of the meeting, or
- 69.1.2. the **chair** of the next meeting.

69.2. Minutes of resolutions without meetings

The directors must ensure that the passing of a resolution without a meeting (of members, directors, or committees/subcommittees) is recorded and signed by a director within one

month after the resolution is passed.

70 Financial and related records

70.1. The **company** must make and keep written financial records that:

- 70.1.1. correctly record and explain its transactions and financial position and performance, and
- 70.1.2. enable true and fair financial statements to be prepared and to be audited (where required).

70.2. The **company** must also keep written records that correctly record its operations.

70.3. Records may be kept in physical or electronic format.

71 Inspecting the register of members

71.1. The **company** must allow members (and non-members upon payment of a fee) to inspect the register of members.

71.2. To inspect the register, the **person** must submit their request in writing with their name, address and the purpose of their request.

71.3. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members as members or in a manner approved by the **company**.

72 Inspection of records

72.1. The **company** must give a member access to the records set out in clause 67.

72.2. The directors may give a member access to other records of the company.

72.3. The directors may choose to provide limited access or redacted copies of these records.

73 How long records must be kept for

73.1. The **company** must retain its records for at least seven years.

73.2. The directors must take reasonable steps to ensure that the **company's** records are kept safe.

74 Directors' access to documents

74.1. A director has a right to access the **company's** financial records at all reasonable times.

74.2. The directors may resolve to give a director or former director access to other records, including documents provided for, or available to, the directors.

Notice

75 What is notice

75.1. Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 76 to 78 unless specified otherwise.

75.2. Clauses 76 to 78 do not apply to a notice of proxy under clause 34.4.

76 Notice to the company

Any communication under this constitution may be given to the **company**, the directors, or the secretary by:

- 76.1. delivering it to the **company's** registered office, or
- 76.2. posting it to the **company's** registered office or to another address the **company** chooses for notice to be provided to, or

- 76.3. sending it to an email address the **company** has notified members is the **company's** email address.

77 Notice to members

- 77.1. Written notice or any communication under this constitution may be given to a member:

- 77.1.1. in **person**, or
- 77.1.2. by sending it to the email address of the member (if any) nominated by the member for service of notices
- 77.1.3. by posting it to, or leaving it at, the postal address of the member (if any) nominated by the member for service of notices, or
- 77.1.4. by notifying the member via an email address they nominate that the notice is available for access via a website, in electronic form or at a specified place or address, if the member agrees to this method.

- 77.2. If a member elects to receive documents in physical form or electronic form, the **company** must take reasonable steps to send documents in the preferred manner.

78 When notice is taken to be given

- 78.1. If a notice is:

- 78.1.1. delivered in **person**, or left at the recipient's physical address, then it is taken to be given on the day it is delivered, or
- 78.1.2. sent by post, then it is taken to be given on the seventh **business day** after it is posted to the recipient's address, and postage costs are paid for, or
- 78.1.3. sent by email, or other electronic method, then it is taken to be given when it is sent, unless the sender receives an automated message that the notice has not been delivered, or
- 78.1.4. given under clause 28.1.4, then it is taken to be given on the **business day** after notification of the notice being available is sent, unless the sender receives an automated message that the notice has not been delivered.

- 78.2. If the delivery or receipt of a notice is not on a business day, or is after 5pm on a **business day**, it is deemed to be received at 9am the following **business day**.

Indemnity, insurance, and directors' access

79 Indemnity

- 79.1. The **company** indemnifies its officers against any liability incurred in that capacity (other than to the company or a related body corporate), unless the liability did not arise out of conduct in good faith. In this clause and clause 81, 'officer' includes a director, CEO, or secretary, and includes a director, CEO, or secretary after they have stopped holding that office.

- 79.2. The indemnity is a continuing obligation and is enforceable by an officer:

- 79.2.1. even if that individual is no longer an officer, and
- 79.2.2. is enforceable without that individual first having to incur any expense or make any payment.

80 Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay a premium for a contract that insures a current or former **company** officer against any liability they incur in that role.

Winding up

81 Winding up voluntarily

If permitted by law, the members may pass a **special resolution** at a **general meeting** to wind up the **company** voluntarily.

82 Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is an organisation which meets the requirements in clause 83.1.

83 Distribution of surplus assets

83.1. Distribution

Any **surplus assets** that remain on the winding up of the **company** must be distributed to one or more organisations:

- 83.1.1. with a purpose(s) similar to, or inclusive of, the purpose(s) in clause 7, and
- 83.1.2. which also prohibits the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

83.2. Making the decision

- 83.2.1. The decision as to the organisation or organisations to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up.
- 83.2.2. If the members do not make this decision, the directors can do so.
- 83.2.3. Failing that, the **company** may apply to the Supreme Court to make this decision.

84 Liability of members limited to the guarantee

84.1. Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up:

- 84.1.1. while they are a member, or within 12 months after they stop being a member, and
- 84.1.2. if at the time of winding up, the debts and liabilities the **company** incurred before they stopped being a member, exceed the **company's** assets. These debts and liabilities also include any costs incurred in winding up the **company**.

84.2. The liability of each member is limited to the amount of the guarantee.