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**CORPORATIONS ACT 2001**

**A Company Limited by Guarantee  
and not having a Share Capital**

**CONSTITUTION**

**OF**

**SECURITY PROVIDERS ASSOCIATION OF AUSTRALIA LIMITED**



Prepared by

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## NAME

1. The name of the Company (referred to as “the Company”) is the “Security Providers Association of Australia Limited”.

## REPLACEABLE RULES

2. The replaceable rules contained in the Corporations Act 2001 (“the Act”) do not apply to the Company.

## DEFINITIONS

3. In this Constitution, unless there be something in the subject or context inconsistent herewith:
  - 3.1. “Act” means the Corporations Act 2001. When any provision of the Act is referred to the reference is to the provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Company shall have the meaning so defined.
  - 3.2. “AGM” means an Annual General Meeting of Members.
  - 3.3. “Annual Subscription” means the subscription fee by an applicant for Membership or payable by a Member annually.
  - 3.4. “ASIC Register” has the same meaning as the term “Register” has under the Corporations Act.
  - 3.5. “Board” mean the members for the time being of the Company’s Board of Directors constituted in accordance with the Constitution.
  - 3.6. “Branch Chairperson” means a Corporate Group Member or Individual Member who is elected by that Branch as the Branch Chairperson in accordance with this Constitution.
  - 3.7. “By-Laws” shall mean and include the rules of the Company.
  - 3.8. “Company” means the **Security Providers Association of Australia Limited** or any subsidiary or affiliated company.
  - 3.9. “Complaints and Dispute Resolution” means the policy and procedures developed by the Company to manage complaints and dispute resolution.
  - 3.10. “Compliance Inspection” means an inspection undertaken by the Company of members for compliance with standards, conduct and other requirements of relevant laws and regulations.

- 3.11. "Committees and Working Groups" means those bodies formed by the Company from time to time to address industry issues.
- 3.12. "Constitution" means this constitution in its current form or as amended from time to time in accordance with its terms.
- 3.13. "Corporations" means incorporated proprietary limited companies and public companies.
- 3.14. "Director" means a member of the Board of the Company.
- 3.15. "Employee" means a person who is employed by the Company including a person who has been employed as a casual of the Company.
- 3.16. "Fee" means a fee payable by Members as determined by the Board from time to time.
- 3.17. "General Manager" means the person appointed to the position of General Manager of the Company.
- 3.18. "Company Logo" means any logo registered by the Company from time to time.
- 3.19. "Member" means any person whose name is recorded in the Register of Members of the Company.
- 3.20. "Membership Application" means the form and other documentation required by the Board for registration as a member of the Company.
- 3.21. "National Office" means the registered office for the time being of the Company.
- 3.22. "Objects" means those objects set out in the Constitution.
- 3.23. "Officers" means an officer as defined in the Act and includes the President, Vice President, and Directors but does not include the Auditor.
- 3.24. "Policies and Procedures" means policies and procedures developed by the Company from time to time.
- 3.25. "Register of Members" means a register held by the Company of all members.
- 3.26. "Seal" means the common seal of the Company.
- 3.27. "Secretary" means the Secretary of the Company.
- 3.28. "Special resolution" has the meaning assigned thereto by the Act.
- 3.29. "State and Territory Branches" means those branches established by the Company to represent the membership in each State or Territory.

3.30. "Term" means the term of office of each Director, being a period of approximately two years.

3.31. "Ineligible Member" means a Member who becomes:

3.31.1. dies or is made bankrupt or

3.31.2. becomes unsound in mind or a person whose property is liable to be dealt with under a law relating to mental health; or

3.31.3. has been disqualified from managing corporations by the Australian Securities and Investments Commission under the Act or by any court of competent jurisdiction.

#### 4. **INTERPRETATION**

4.1. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

4.2. Unless the context or subject matter otherwise requires:

4.2.1. Words indicating the male gender include the female gender and vice versa; and

4.2.2. Words indicating the singular include the plural and vice versa.

4.2.3. "Month" means calendar month.

4.2.4. "In writing" and "written" include printing, typing, lithography and any other modes of representing or reproducing words, figures, drawings or symbols in visible form.

4.3. Headings and the index are included for convenience only and do not form part of this Constitution.

4.4. This Constitution is subject to the Act to the extent that any provisions in this Constitution are inconsistent with the Act and prevent the Company being registered under the Act; those provisions will have no effect.

4.5. A decision of the Board on the construction or interpretation of the Company's Constitution or on any By-Laws or Rules of the Company made pursuant to the Constitution or on any matter arising there from, shall be conclusive and binding on all members of the Company, subject to such construction or interpretation being varied or revised by the members of the Company in General Meeting or by the Supreme Court of New South Wales.

4.6. If at any time any provision of this constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, that does not affect or impair:

- 4.6.1. The legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
- 4.6.2. The legality, validity or enforceability under the law of any other jurisdiction of that or other provision of this Constitution.

### **LEGISLATION**

5. This Constitution is and must be read and construed subject to any legislation and regulation that regulates the security industry in any State or Territory throughout the Commonwealth of Australia where applicable.

### **OBJECTS**

6. The Objects, for which the Company is established, are:
  - 6.1. To promote the study and extension of the sciences and professional practice of Commercial, Industrial and Governmental Security throughout Australian States and Territories;
  - 6.2. To develop the most effective security measures in commerce, industry and government.
  - 6.3. To promote a close liaison between all members of the Company, the New South Wales Police Service, and other officially constituted law enforcement bodies for the purpose of making possible an exchange of ideas, knowledge, information and experience between Members of the Company in all matters of common interest and mutual concern.
  - 6.4. To develop and to promote an organised and coordinated body of commercial, industrial and Government Security Executives.
  - 6.5. To collect, collate and coordinate by any means deemed advisable security data, information, ideas, knowledge, methods, procedures and techniques.
  - 6.6. To establish and prescribe standards of professional conduct which shall be incorporated into the Company's Code of Ethics and Code of Practice.
  - 6.7. To ensure the due observance of the established and prescribed Code of Ethics and Code of Practice.
  - 6.8. To establish teaching facilities and to make surveys and studies, hold conferences, forums and training courses and arrange for the presentation of lectures and the reading of papers on matters and problems of interest to the Members of the Company. Also to foster, promote, encourage and facilitate discussion, study and research and generally to collect and disseminate information of service or interest in any manner or by any means deemed appropriate to all Members of the Company and management in commerce, industry and government.

- 6.9. To do all such other acts, matters and things as are incidental or conducive to the attainment of all or any of the above objects.
- 6.10. To establish the Company as an approved industry body throughout any State or territory within the Commonwealth of Australia;
- 6.11. To obtain all and any accreditations available throughout any State or territory within the Commonwealth of Australia as an **APPROVED SECURITY INDUSTRY COMPANY** accredited by the Commissioner of Police or other appropriate person empowered to accredit in any State or Territory within Australia, to implement and enforce upon Members all and any obligations under all and any applicable Security Industry Codes of Practice, the Company Code of Practice and Code of Ethics, all and any applicable legislation and regulations, any security licence requirements;
- 6.12. To promote professionalism, education and the growth of ethical behaviour throughout the Security Industry in Australia.
- 6.13. To associate with any other Association or Company or organisation, whether incorporated or not, and whether in Australia or abroad whose objects are the same or similar to those of the Company.
- 6.14. To do all such things that are incidental or conducive to the attainment of these objects and the exercise of the powers of the Company.

#### **NO DISTRIBUTION OF FUNDS TO MEMBERS**

7. Subject to paragraph 8, The income and property of the Company must be applied solely for the benefit and promotion of the Company's objects and no part income or property
- (i) Paid or transferred directly or indirectly by way of dividends, bonus or otherwise to the members; or
- (ii) Paid to directors as fees or other remuneration or other benefit in money or money's worth.
8. Paragraph 7 does not prevent the Company, with the approval of the Board from making the payment.
- 8.1. in good faith of remuneration to any officer, servant or member of the Company in return or any services actually rendered or goods supplied by a Member to the Company in the ordinary and usual way of business;
- 8.2. of reasonable and proper rent by the Company to a Member for premises leased by a Member to the Company;
- 8.3. the reimbursement of expenses, approved by the Company, incurred by a Member for, on behalf of, the Company; or
- 8.4. interest no greater than commercial rates on money borrowed by the Company from a Member.

## LIABILITY

9. The liability of Members is limited by guarantee.

## GUARANTEE

10. Each Member of the Company undertakes to contribute an amount not exceeding \$100 to the property of the Company in the event of its being wound up while the Member is a member or within 1 year after the Member ceases to be a member, if required for payment:
- 10.1. of the debts and liabilities of the Company (contracted before the Member ceases to be a member);
  - 10.2. of the costs, charges and expenses of winding up; and
  - 10.3. for the adjustment of the rights of the contributions among themselves.

## WINDING UP

- 11.
- 11.1. If after the Company's winding up or dissolution and discharge of all its debts and liabilities, any property remains, that property must not be paid to or distributed among the Members. Any remaining property but must be given or transferred to some other organisation:  
  
Having objects similar to the Company's objects:
    - a) Which prohibits the distribution of its or their income and property amongst its or their Members; and
    - b) Which is a company, fund, authority or organisation approved by the Commissioner of taxation as a benevolent, institution for the purpose of income tax, sales tax, and fringe benefits tax or otherwise under the provisions of any applicable income tax legislation including the *Income Tax Assessment Act 1997*
  - 11.2.
    - 11.1. the Company may apply to the Supreme Court of New South Wales to determine the organisation or organisations.
  - 11.3. No organisation is eligible to receive property under this paragraph 11 unless:
    - 11.3.1. it has objects similar to the objects of the Company; and
    - 11.3.2. its constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under this Constitution.

## MEMBERSHIP

12. Members of the Company shall be a person, company, trust, organisation, enterprise or institution or other entity who provide security activities or services.
13. Members who have attended two or more of the inaugural meetings of the Institute of Security Executives Incorporated, the predecessor to the Company, shall be "Foundation Members" and the name of such Foundation Members shall be officially recorded in the Register of Members and duly recorded in the Minutes of the First General Meeting of the Company.
14. Where a Member of the Company retires from active participation in his profession as a practising Commercial, Industrial or Government Security Executive and desires to retain his membership with the Company, he may do so by applying to the Board who may grant Retired Member status in its absolute discretion.

## CLASSIFICATION OF MEMBERS

15. Membership of the Company shall be divided into the following:
  - 15.1. "**Individual Members**" of the Company shall be persons in an executive, professional or administrative position of an organisation or enterprise or institution who either administer, manage, control or otherwise supervise the security function of the said organisation, enterprise or institution or are engaged in the manufacture or supply of security materials and equipment, or are engaged in providing security services to Commerce, Industry and Government or is a bona-fide holder of a security licence in any category issued by the relevant State or Territory authority in which the person resides.
  - 15.2. "**Corporate Group Members**" shall be applicants or holders of Master Licences or respective State or Territory licences for commercial and industrial companies, corporations, nationalised industries, public utility undertakings, banks, government departments and local authorities.
  - 15.3. "**Corporate Associate Members**" shall be applicants or holders of Master Licences or respective State or Territory licences where their core business is not security, but have security within their business and are required to be so licensed.
  - 15.4. "**Honorary Member**": Honorary Membership status may be granted by a resolution at a General Meeting of the Company passed by majority vote of those members eligible to vote upon the recommendation of the Board to a person whose work and achievements on behalf of the Company and the commercial, industrial and government security profession shall be deemed to have been of outstanding value.



- 15.5. **“Life Member”**: Life Membership may be granted, by a resolution at a General Meeting of the Company passed by majority vote of those members eligible to vote upon the recommendation of the Board, to any Ordinary Member whose achievements within the community, personal success in the chosen profession and/or the work and achievements on behalf of the Company and/or the commercial, industrial and governmental security profession shall be deemed to have been of exceptional value. Individual Members who attain Life Member status shall retain their voting rights. There is no Annual Subscription for Life Members.
- 15.6. **“Retired Members”**: Retired Membership status may be granted by the Board on application in writing by a member of the Company who has reached retirement age and retires from active participation in his profession as a practising security executive and desires to retain his membership with the Company. Members who attain Retired Membership status shall retain their voting rights. Retired membership status applies only to Individual Members, Sole Trader Group Member. The Annual Subscription rate for Retired Members shall be such amount as determined by the Board from time to time.

15.7. **CORPORATE GROUP MEMBERSHIP CRITERIA**

The minimum Corporate Group Membership entry criteria will be determined by the Board from time to time and shall comprise the minimum requirements as outlined below which include but are not be limited to Security Licence applicants new to the industry or current Security Licence holders that have:-

- 15.7.1.1. Active or intended continual operation within the private security industry;
- 15.7.1.2. During the period of any operation have not received adverse reports or convictions or penalties from any licensing or other government agency;
- 15.7.1.3. Have not been expelled from another Company;
- 15.7.1.4. Comply with the Company's compliance requirements;
- 15.7.1.5. Have no outstanding legitimate consumer complaints;
- 15.7.1.6. Hold current public liability and workers compensation and other insurance cover as applicable, and
- 15.7.1.7. Have no unresolved probity or licence issues.

## **FORM OF APPLICATION**

16. An application for membership in any category must be:
- 16.1. in writing, in a form approved by the Board, and state the applicant's company name, full name, street and postal address, occupation and position;
  - 16.2. signed by the applicant; and
  - 16.3. accompanied by any other documents or evidence as to qualification for the type of membership applied for which the Board requires.

## **STATE AND TERRITORY BRANCHES**

17. Each Member shall be allocated to the Branch in its State or Territory and be entitled to fully participate in the activities of that Branch.

## **ACCEPTANCE OF MEMBERSHIP**

- 18.
- 18.1. Acceptance of Individual Members, Corporate Group Members and Associate Members as members the Company shall be at the sole discretion of the Board whose decision shall be final and binding.
  - 18.2. If an application for membership is rejected:
    - 18.2.1. any application fee or annual subscription received from the applicant shall be refunded to the applicant; and
    - 18.2.2. the General Manager must notify the applicant in writing.
  - 18.3. If an applicant is accepted for membership the General Manager must:
    - 18.3.1. notify the applicant in writing; and
    - 18.3.2. if not already received, request payment of the application fee, determined in accordance with paragraph 27; and the annual subscription, determined in accordance with paragraph 27.
  - 18.4. The applicant becomes a member upon payment of the application fee and the annual subscription and acceptance by the Board. The name and details of the member must be entered in the register of members.
  - 18.5. If payment of the application fee and the annual subscription is not received within one (1) month of the date of the giving of the notice referred to in sub paragraph 18.3 the Board may revoke its acceptance of the applicant for membership.

## **BOARD NOT BOUND**

19. The Company shall not be bound to divulge to any person, including the applicant, the reason for the non-acceptance of such application for Membership of the Company otherwise than as required by law.

## **NOTIFICATION BY MEMBERS**

- 20.
- 20.1. Each Member must promptly notify the National Office in writing of any change in their qualification or status to remain or be a member of the Company.
- 20.2. A person nominated in writing as a nominated representative for a member of the Company must consent to the nomination in writing.

## **RIGHTS AND PRIVILEGES OF MEMBERS**

21. Only Corporate Group Members and Individual Members may:
- 21.1. be elected to the Board or hold the office as a director; or
- 21.2. vote on any special resolution, and in respect to a Corporate Group Member, the vote shall be cast by a person nominated by the Corporate Group Member at its discretion.
22. All members, except honorary members, may attend and exercise one vote each at any general meeting of members and vote in the election of the Board.
23. A Member may not exercise a vote unless he or she is:
- 23.1. a financial member at the time of voting;
- 23.2. not otherwise suspended from membership.

## **REGISTER OF MEMBERS**

24. A Register of Members of the Company must be kept in accordance with the Act.
- 24.1. The following must be entered in the register of members by the General Manager in a Register of Members to be retained in the National Office of the Company in respect of each member:
- 24.1.1. the full name of each Member;
- 24.1.2. the mailing address, residential and business addresses of each Member;
- 24.1.3. the occupation and qualifications of each Member;
- 24.1.4. business and private telephone numbers, mobile telephone number, facsimile number, and electronic mail address of each member;
- 24.1.5. the date of admission and cessation of membership for each member;
- 24.1.6. the last date of payment of each member's annual subscription; and
- 24.1.7. in the case of a Corporate Group and Corporate Associate member, the full name, address, facsimile number and electronic mail address and, if any, similar details for its nominated representative
- 24.2. Each member and nominated representative must notify the National Office in writing of any change in that person's name, address, facsimile number or electronic mail address within one (1) month after the change.
- 24.3. The Register will be kept at the National Office and in accordance with privacy legislation the Company will not disclose any member information to third parties, unless approved by the member.

## **LIABILITY OF MEMBERS FOR SUBSCRIPTIONS AND LEVIES**

25. The liability of all members to the Company shall be limited to the Application Fee, Annual Subscription and any Levy which may be determined from time to time by the Board for each category of member (except Honorary members and Life Members).
26. Any Member who leaves the Membership of the Company, for whatever reason, with any fees unpaid at the time of their leaving, shall be liable for such outstanding fees. Such fees shall be payable within 21 days of the date the person ceases to be a member without demand. Legal action may be commenced to recover any unpaid fees or other monies due to the Company.

## APPLICATIONS TO BECOME A MEMBER

27. Applications from persons wishing to become members of the Company shall be made in writing on a form prescribed by the Board. On completion the applicant is to forward the application form to the National Office at the postal address of the Company. The application fee must be sent with the application form. The General Manager will advise the applicant when to forward their first year's subscription.

### 27.1.       **Application Fee**

The Application Fee payable by each applicant for membership except Retired members shall be the sum determined by the Board from time to time.

The Annual Subscriptions and Application Fee payable by each applicant for membership except Retired members shall be the sum determined by the Board from time to time or as determined by majority vote at a General Meeting of members from time to time, and shall be inclusive of GST. There shall be no Annual Subscription for Honorary Members.

27.2.       The Application Fee and first year's annual subscription shall be payable with the Application Form of new members.

27.3.       All fees payable shall be indexed to the Consumer Price Index (CPI) until otherwise determined by the Board or a General Meeting in accordance with paragraph 27.2 above.

### 27.4.       **Member's Levy**

The Board may impose a levy on all members of the Company for such general or specific purposes as it thinks fit. A levy so raised shall be in an amount in parity and according to the category of membership of the Company's members.

### 27.5.       **Interest**

The Board may require any member to pay interest on any moneys due to the Company by the member but unpaid, by due date.

27.6.       The due date for payment is the date specified in or for the purpose of this Constitution or if no due date is so specified, is the date 14 days after notice is given to the member requiring payment.

27.7.       The rate of interest is as specified by the Board from time to time, but must not exceed 1% above the prime lending rate charged by the Commonwealth Bank from time to time.

27.8. **Unpaid Annual Subscriptions or Levies**

If:

27.8.1. the annual subscription of or a levy payable by a member, including any interest remains unpaid in whole or in part for 30 days after it becomes payable;

27.8.2. the General Manager gives to the member a notice requiring payment within 14 days; and

27.8.3. the amount remains unpaid at the expiration of that period of 14 days; then the member ceases to be entitled to any rights or privileges of membership but these may be reinstated on payment of all arrears if the Board sees fit.

**MEMBERSHIP CERTIFICATES**

28. The Board shall have the power to issue Membership Certificates to all members of the Company and the Board shall have the power to withdraw any such Certificates of Membership.

29. Any person ceasing to be a member of the Company shall forthwith return their Certificate of Membership to the National Office.

**CONSTITUTION**

30. Upon payment of the Application Fee and the first year's Annual Subscription all members will receive a copy of the Constitution.

31. The Constitution shall remain the property of the Company and the Board shall have the power to withdraw any such Constitution from any member ceasing to be a member of the Company and shall forthwith return said Constitution to the National Office.

**POLICIES & PROCEDURES**

32. A Member will be bound to comply with all policies and procedures developed and implemented by the Board of the Company or Members in General Meeting as the case may be from time to time.

**COMPLIANCE INSPECTION**

33. The Company may at any time require any Member to submit to a compliance inspection and the Member shall remedy any defect identified by such inspection within a reasonable time.

## **COMPLAINTS AND DISPUTE RESOLUTION**

34. The Company may formulate a policy and procedure from time to time in relation to complaints and dispute resolution and have that set out in writing and distributed to Members and the public on request.

34.1. Where the Company receives a written complaint from a Member or from a member of the public in relation to the conduct of a Member or an officer of the Company, that complaint shall be dealt with in accordance with the Company's Complaint and Dispute Resolution Policy.

34.2. Where a Member wishes to make written notification of a dispute with another Member, the General Manager of the Company or the Company itself, that dispute shall be dealt with in accordance with the Company's Complaint and Dispute Resolution Policy.

## **TERMINATION OF MEMBERSHIP**

35. Any classification of member shall cease to be a member of the Company in any of the following circumstances:

35.1. If their Annual Subscription is overdue by a maximum of sixty (60) days and notice of this has been duly given to them in accordance with paragraph 27.8;

35.2. Upon the death of the member;

35.3. As and from the day they become bankrupt or assign their estate or business assets for the benefit of or compounds with their creditors.

35.4. As on and from the date upon which a member becomes a "Forensic Patient", a "Mentally Impaired Person", or becomes known by any other name under an Amendment to and within the meaning of the Mental Health legislation in the applicable State or Territory.

35.5. Upon acceptance of the resignation of the member in writing.

35.6. By resolution of the Board to exclude any member for any reason subject to the law of natural justice.

## EXPULSION OF MEMBERS FROM THE COMPANY

36. In the absence of a satisfactory explanation from a member who will have the right to be heard, the Board may by a vote of not less than three fourths of the financial members thereof, present and voting, remove from the register of the Company the name of any member who:

- 36.1. breaches of the Constitution or policies of the Company or Company's Code of Ethics or Code of Practice, in their dealings with either their clients, Police, Government Regulator or the Company; or
- 36.2. is guilty of any act calculated to discredit the Company or any one of its financial members; or
- 36.3. makes any false or misleading statement in their application for membership; or
- 36.4. is convicted of an offence which in the opinion of the Board renders the member unfit for continued membership in the Company; and such member shall thereupon cease to be a member of the Company provided that, before a Resolution is passed on the grounds referred to under this paragraph 37, a member concerned shall:

- 36.4.1. be given notice in writing ("the Notice") advising such member to show cause at a Special Meeting of the Board why such member should not be expelled on the ground/s stated in the notice, particulars of which ground/s shall be specified therein; and

- 36.4.2. in the same or subsequent Notice be informed of the date (which shall not be earlier than 14 days after the Notice referred to in paragraph (a) of this proviso), time and place of the meeting at which the Resolution of the Board shall be proposed.

36.5.

- 36.5.1. If, in the interests of the Company, the Board so requires, it may notify such member, and request, either verbally or in writing, that such member withdraw from the Company.

- 36.5.2. In default of withdrawal, the Board shall submit a "Notice of Motion" for the expulsion of such member to a specially convened General Meeting, which shall be held within thirty (30) days of such notification.

- 36.5.3. At the Special General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation, either verbally or in writing, and if there upon two-thirds of the members present and entitled to vote, shall vote for expulsion, such member shall be expelled and shall forfeit all rights and privileges.

- 36.5.4. All voting at such Special General Meetings shall be by ballot.

36.6. The Board shall have discretionary powers to exclude such member from all Company competitions and/or any other such functions, until such Special General Meeting is held.



- 36.7. A member can be expelled without show cause if an allegation is made in writing and proved, that such member:
- 36.7.1. has persistently refused or neglected to comply with a provision or provisions of this Constitution, or failed to pay an account owed to another member of the Company who had been contracted by the offending member to provide a security product, activity or service;
  - 36.7.2. has persistently and wilfully infringed (breaks) any of the responsibilities of a Master Licence Holder as set out in the Security Industry Code of Practice of his State or Territory, or the Company's Code of Practice and does not meet the compliance demands as applied by the Company in its compliance inspection audit responsibilities of Group Members in its role as an Approved Security Industry Association or any other accreditation or approval.

### **FORFEITURE OF SUBSCRIPTION**

- 37. If a member is expelled in accordance with this Constitution, he shall forfeit the unexpired portion of his subscription and be required to return all property of the Company whether required by this Constitution or not.
- 38. Members who elect to terminate their membership during the year for what ever reason will not be eligible for a refund of fees for any part of the membership year remaining.

### **BOARD OF DIRECTORS**

- 39. The Board of Directors of the Company shall comprise up to nine (9) directors.
- 40. The Company in general meeting may by resolution increase or reduce the number of directors but the number must not be reduced below three (3).
- 41. The Board shall be elected annually at the Annual General Meeting of the Company.
- 42. Subject to this Constitution and the Act the members of the Board shall hold office until the declaration of the election of the Board of the Company at the next Annual General Meeting after that of which they were elected. No person may be elected as a director if the person or the member that he represents is not a financial member or is suspended from membership.
- 43. No member currently under suspension or who has at any time been convicted of an indictable offence, shall be elected to office or perform duties as holder of an office or member of any committee while he remains un-financial or during the period of such suspension.
- 44. No two persons from Corporate Group Members from the same institution or of a parent Company or parent subsidiary shall be permitted to serve on the Board at the same time.

## Election of Directors

45. The election of officers and other members of the Board shall take place in the following manner:

45.1. A nomination for the election of a member to any position on the Board shall be made in writing and signed by two Members of the Company and by the Nominee (who shall thereby signify his consent to the nomination) and shall be lodged with the National Office not less than twenty eight days before the Annual General Meeting and the hour of 5pm on the twenty eighth day prior to the Annual General Meeting shall be the closing date for nominations. Nomination forms shall be available at the Company's National Office.

45.2. The National Office shall immediately after the closing date for the nominations post the names of the candidates to the Company's website.

45.3. If the number of candidates nominated is less than that required to be filled those candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Company. If more than the required number of candidates is nominated at the Annual General Meeting for the remaining positions then a ballot shall be conducted at the Annual General Meeting which election shall be determined by secret ballot.

45.4. If more than the required number of candidates have been nominated an election by ballot which shall be determined on the "first past the post" system shall be conducted in the following manner:

45.4.1. The ballot shall be conducted on the premises of the Company on the date of the Annual General Meeting.

45.4.2. The ballot shall be conducted by a Returning Officer who shall be appointed by the Board and who may be the Secretary of the Company and three Scrutineers elected by the Board of Directors. The Returning Officer and the Scrutineers shall not be candidates or the proposer or seconder of a candidate.

45.4.3. Each member entitled to vote shall on request be handed a ballot paper initialled by the Returning Officer or his nominee.

45.4.4. Such ballot paper shall be completed by the member on the Company premises and placed in a sealed ballot box, the key to which shall be retained by the Returning Officer or his nominee.

45.4.5. On closing of the ballot the ballot papers shall be counted by the Returning Officer and the Scrutineers. The result of the ballot shall be declared at the Annual General Meeting.

## **Remuneration of Directors**

46. The directors of the company are to be paid the remuneration that the company determines by resolution of the membership at an annual general meeting
47. The company may also pay the directors' travelling and other expenses that they properly incur:
  - (a) in attending directors' meetings or meeting of committees of directors; and
  - (b) in attending any general meetings of the company; and
  - (c) in connection with the company's business

## **By- Laws**

48. The Board may from time to time make such By-laws not inconsistent with this Constitution as they think necessary for the conduct of any election and all matters in connection therewith.
49. Any By-laws made under the Constitution shall come into force and have the full authority of a By-law of the Company on being posted to each Member.

## **OFFICE BEARERS**

50. The office bearers of the Company are:
  - 50.1. The President;
  - 50.2. The Vice-President;
  - 50.3. The Treasurer;
  - 50.4. The Secretary

## **POWERS OF THE BOARD OF DIRECTORS**

51. The Board shall be responsible for the management of the business and affairs of the Company.
52. The Board may exercise its power and do all such acts and things as the Company is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and of these presents and to any regulations not being inconsistent with these presents from time to time made by the Company in General Meeting provided that no such regulation shall invalidate any prior act of the Board but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
  - 52.1. to delegate any of its powers to committees consisting of such member or members of its body and/or such Members of the Company as it may from time to time think fit and may from time to time revoke such delegation.

52.1.1. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board.

52.1.2. A committee may meet and adjourn as it thinks proper.

52.1.3. Questions arising at any meeting of a committee shall be determined by a majority of votes of the committee members present and in the case of an equality of votes the Chairperson shall have a second and casting vote.

52.1.4. Such committees shall consist of such financial members whether members of the Board or not, or such Individual Members, Corporate Group Members, Corporate Associate Members, Honorary Members, Life Members or Retired Members as it shall think fit.

52.1.5. The meetings and proceedings of any committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by amendment of this clause or by any resolution made by the Board pursuant to this clause;

53. To make such By-laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Company's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Company and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:

53.1 Such matters as the Board is specifically by the Constitution empowered to regulate;

53.1.1. The general management control of the Company;

53.1.2. The conduct of all members;

53.1.3. The privileges to be enjoyed by each category of members;

53.1.4. The relationship between members and Company employees;

53.2. to deal with any matter which is not reserved for decision by the Company in General meeting under its Constitution or By-laws or the Act.

53.3. to enforce the observance of all By-laws by suspension from enjoyment of the Company and or/ course privileges or any of them or otherwise as the Board thinks fit.

53.4. to purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

53.5. to Company conduct defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Company and to refer any claims or demands by or against the Company to arbitration and to observe and perform the award.

#### **PROCEEDINGS OF THE BOARD**

54.

54.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary for the transaction of business.

54.2 A record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Register provided for that purpose.

54.3 The President shall preside as Chairperson at every meeting of the Board, or if at any meeting he is not present or is unwilling or unable to so act, then the Vice President shall act as Chairperson. If the Vice President is not present or is unwilling or unable to act then the Board members present may elect their own Chairperson. The quorum for meetings of the Board shall be five (5) members personally present or in accordance with Clause 63.

55. The President may at any time, and the Secretary shall, upon the request of not less than three (3) members of the Board, convene a meeting of the Board.

56. Subject to the Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the Meeting shall have a second or casting vote.

57. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board that number or of summoning a general meeting of the Company, but for no other purpose.

58. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
59. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.
60. A meeting of the Board may be held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his consent within a reasonable period before the meeting.
61. If a meeting of the Board is held using any technology and all the directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
62. The following provisions apply to a technology meeting:
- a. each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part in the meeting; and
  - b. at the commencement of the meeting each director must announce his or her presence to all the other directors taking part in the meeting.
  - c. If the Secretary is not present then one of the directors present shall take the minutes of the meeting.
  - d. A director shall not leave the meeting by disconnecting the link without first obtaining the consent of the Chair and shall be conclusively presumed to have been present at such meeting until the consent of the chair to leave the meeting is first obtained.
63. No director shall be disqualified by reason of his office from contracting with the Company either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Company in which any director shall be in any way interested by avoiding nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such director holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of the Act it shall be the duty of the director to declare the nature of his interest at a meeting of the Board of the Company and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.

## VACANCIES ON THE BOARD

64. Subject to the provisions of the Constitution the members in General Meeting may by ordinary resolution of which special notice has been given, remove any member or members of the Board whomsoever or the whole Board before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not so removed.
65. The office of a Director shall be immediately vacated and a casual vacancy thereby created, if that person:
- a. becomes bankrupt or suspends payment or compounds with creditors or is convicted of an indictable offence;
  - b. becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
  - c. is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that his office be vacated;
  - d. by notice in writing given to the Secretary resigns his office;
  - e. becomes prohibited from being a member of the Board by reason of any order under the Act;
  - f. ceases to be a financial member of the Company;
  - g. fails to declare the nature of his interests in a contract or office or property as provided by the Act; and
  - h. becomes an employee of the Company.
66. The Board shall have power at any time and from time to time to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall be required to nominate and stand for election by the membership at the next Annual General Meeting.

## GENERAL MEETINGS

67. A General Meeting called the Annual General Meeting shall be held once at least every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than the Annual General meeting shall be called General Meetings.
68. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than ten per centum (10%) of the members of the Company having at the date of the deposit of the requisition at the office of the Company a right to vote at General Meetings of the Company forthwith proceed to convene a General Meeting of the Company to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Company of the requisition and in the case of such requisition the following provisions shall have effect:
- a. The requisition shall state the objects of the meeting and must disclose the printed name and membership number of each requisitionist and must be signed by each requisitionist and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionist;
  - b. If the Board does not, within twenty-one (21) days from the date of the requisition being so deposited proceed to convene the meeting to be held the requisitionists may themselves convene the meeting by any meeting so convened shall not be held after the expiration of three (3) months from the date of such deposit.
  - c. In the case of a meeting at which a resolution is to be proposed as a special resolution the Board shall be deemed not to have duly convened the meeting if it does not give notice of such resolution as is required by the Act.
  - d. Any meeting convened under this paragraph of the Constitution by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
  - e. Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Company.
69. Subject to the provisions of the Act relating to special resolutions fourteen (14) days notice specifying the place, day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided to all members entitled to attend and vote at General meetings of the Company but the meeting not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice concerned, a member entitled to attend the meeting, or the Australian Securities Commission declares proceedings at the meeting invalid.



## **PROCEEDINGS AT GENERAL MEETINGS**

70. The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by the Act and to elect in the manner herein before provided to the members of the Board and subject to the Act to appoint an Auditor or Auditors and to transact any other business of which due notice has been given.
71. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be no less than five (5) members having an entitlement to vote at General Meetings.
72. If at any such meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall not exceed twenty-one (21) days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote (being not less five (5) shall be a quorum and may transact the business for which the meeting was called.
73. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall act as Chair. If the Vice President is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is unwilling or unable to act members of the Company present shall elect a member of the Board or one of their number to be Chairperson of the Meeting.
74. Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairperson of the Meeting shall have a second or casting vote.
75. A person shall:
- a. Attend or vote at any meeting of the Company or of the Board or of any committee thereof; or
  - b. Vote at any election including an election of a member or of the Board; as a proxy of another person.
76. At any General Meeting (unless a poll is demanded) a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolutions.

77. If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll on the election of the Chairperson or on a question of adjournment shall be taken forthwith.
78. A demand for a poll may be withdrawn.
79. The Chairperson of a Meeting may with the consent of the Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for the purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when a notice of the adjournment meeting shall be given as in the case of an original meeting.

#### **STATE AND TERRITORY BRANCH ELECTIONS**

80. The Board may from time to time, and at any time, recognise and establish in any State or Territory of Australia, one or more State or Territory Branches.
81. The Board may, at its sole discretion, and at any time, disband or suspend any Branch as the case may be and any such disbanding or suspending shall take effect immediately or at such time as the Board may decide.
82. The Board may from time to time and at any time compile rules including codes of conduct applicable to the Branch as the case may be and by which each Member of the Branch will be bound.
83. A Branch may, but always with the approval of the Board, form a working group and formulate by laws in relation to administering the internal functions and proceedings of the Branch, and also promote and maintain such activities, structures and enterprises as may be prudently necessary and expedient in the best interests of the Branch.
84. Each State and Territory Branch shall hold an Annual General Meeting the date of which must be no later than 30 July in each calendar year.
85. Each Branch shall hold an election for a Branch Committee to consist of up to six (6) members, excluding honorary members, at such Annual General Meeting and the committee shall elect a Chairperson from those elected to the said committee.

86. The elections of each Branch Committee shall be conducted in accordance with the procedure set out in paragraph 45 above.
87. The Branch Committee shall have power at any time and from time to time to appoint any eligible person to the Branch Committee to fill a casual vacancy. The person so appointed shall hold office only until the conclusions of the following Annual General Meeting.
88. The Branch Committees shall meet at least once a month and report back to the Board on local issues which shall then be considered as appropriate by the Board which will direct the Branch Committee as it considers appropriate.

### **ACCOUNTS AND AUDIT**

89. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Company in accordance with the Act.
90. The books of account shall be kept at the registered office of the Company or at such other place the Board sees fit. The Company shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
91. The Board shall, not less than fourteen (14) days before each Annual General Meeting, send a copy of all accounts that are to be laid before the Company at the meeting, accompanied by a copy of the statements required by the Act, a copy of the directors' report required by the Act and a copy of the Auditors' Report or reports required by the Act, to all members of the Company entitled to attend and vote at the Annual General Meeting.
92. The Directors' report referred to in paragraph 90 shall include particulars of the number of members registered in the Register of Members at the end of the financial year to which the report relates.
93. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

### **FINANCIAL YEAR**

94. The financial year of the Company shall commence on the first day of July and end on the last day of June in each year or such other period as having regard to the Act, the Board may determine.

## **SECRETARY**

95. At any time there shall only be one Secretary of the Company who shall be appointed by the Board in accordance with the Act and upon such conditions as it thinks fit and any Secretary so appointed may be removed by it.

## **NOTICES**

96. A notice may be given by the Company to any Member either personally or by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to the Constitution.
97. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been passed and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

## **INDEMNITY OF OFFICERS**

98. To the extent permitted by law, the company indemnifies:

98.1.1. every person who is or has been an officer of the Company; and

98.1.2. where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company; against any liability incurred by that person in his or her capacity as an officer of the Company or related body corporate as the case may be.

99. In accordance with section 199A of the Act, the Company must not indemnify a person against:

99.1.1. any of the following liabilities incurred as an officer of the Company:

99.1.1.1. a liability owed to the Company or related body corporate;

99.1.1.2. a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or

99.1.1.3. a liability that is owed to someone other than the Company or related body corporate and did not arise out of conduct in good faith; or

99.1.2. legal costs incurred in defending an action for a liability incurred as an officer of the Company if the costs are incurred:

99.1.2.1. in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under paragraph 99.1.1;

99.1.2.2. in defending or resisting criminal proceedings in which the person is found guilty;

99.1.2.3. in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for the court order are found by the court to have been established;

99.1.2.4. in connection with proceedings for relief to the person under the Act, in which the Court denies the relief.

99.1.3. Paragraph 99.1.2.3 does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

99.1.4. For the purposes of paragraph 99.1.2 the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

### **INSURANCE OF OFFICERS**

100.

100.1. The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against any liability incurred by the person as an officer of the Company or a related body corporate of the Company except a liability (other than one for legal costs) arising out of:

100.1.1. conduct involving a wilful breach of duty in relation to the Company; or

100.1.2. a contravention of section 182 or 183 of the Act.

100.2. Any premium paid under this paragraph is not remuneration.

100.3. Despite anything in this Constitution, a director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the director against a liability incurred by the director as an officer of the Company or related body corporate.

100.4. For the purposes of paragraphs 98, 99, and 100 of this Constitution "Officer" means a Director, Secretary or Executive Officer.

## **MINUTES**

101.

101.1. The Board must keep minute books in which it records within one month:

101.1.1. proceedings and resolutions of meetings of the members;

101.1.2. proceedings and resolutions of meetings of the Board (including meetings of a committee of directors);

101.1.3. resolutions of members passed without meeting;

101.1.4. resolutions of directors passed without meeting.

101.2. The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 or more of the following:

101.2.1. the chair of the meeting; or

101.2.2. the chair of the next meeting.

101.3. The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.

101.4. Without limiting paragraph 101 the Board must record in the minute books:

101.4.1. all appointments of officers and executive employees;

## **EXECUTION OF DOCUMENTS**

102. The Company will execute documents as follows;

102.1

102.1.1. The Company may, but need not, have a common seal.

102.1.2. If the Company has a common seal the directors must provide for its safe custody.

102.1.3. The common seal may not be fixed to any document except by authority of a resolution of the directors or of a committee of the directors duly authorised by the directors.

102.1.4. The Company executes a document with its common seal if the fixing of the seal is witnessed by:

- 102.1.5. 1 director of the Company; and
- 102.1.6. countersigned by the secretary or some other person authorised by the Board.
- 102.2. The Company may execute a document without using a common seal if the document is signed by:
- 102.2.1. directors of the Company; and
- 102.2.2. countersigned by a second director of the Company or some other person authorised by the Board.
- 102.3. The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with paragraphs 102.1 and 102.2.
- 102.4. The same person may not sign in the dual capacities as director and secretary.
- 102.5. A director may sign any document as director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this constitution as to execution despite his or her interest.
- 102.6. Paragraphs 102.1 and 102.2 do not limit the ways in which the directors may authorise documents (including deeds) to be executed on behalf of the Company.

#### **INADVERTENT OMISSIONS**

103. If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly prejudiced any member financially. The decision of the Board is final and binding on all directors.

#### **CONFIDENTIALITY**

104. Every Director, Manager, Secretary, Committee Person, Officer, Employee, Agent, Accountant or other person employed in the business of the Company may be required, before entering upon his duties or at any time if so required by the Board, to sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or a Court of Law and except, so far as may be necessary, in order to comply with any of the provisions of the Constitution .