

**B.K.S. Iyengar Yoga Association  
of Australia Limited  
Constitution**

**Freehills**

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## **B.K.S. Iyengar Yoga Association of Australia Limited**

**A company limited by guarantee**

# **Constitution**

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## **1 Preliminary**

### **1.1 Definitions and interpretation**

(a) In this constitution:

**Assessment Committee** means a committee established under Rule 9.2(a) of this constitution;

**Australian Assessment Guidelines** means the document titled "Australian Assessment Guidelines" as adopted in September 1995, and as amended from time to time by resolution of the directors;

**Bellur Trust** means the Bellur Kristnamachar & Seshamma Smaraka Niddhi Trust, being a charitable trust established in Bangalore, India, or other charitable activities carried out by the Iyengar family.

**Corporations Act** means the Corporations Act 2001.

**Company** means the B.K.S. Iyengar Yoga Association of Australia Limited;

**Commonwealth** means the Commonwealth of Australia and its external territories;

**Ethics Committee** means a committee established under Rule 9.2(a) of this constitution;

**Ethics Committee Guidelines** means the document titled "Ethics Committee Guidelines" as amended from time to time by resolution of the directors;

**General Member** means a member of the Company who is not a Teacher;

**General Members' Committee** means a committee established under Rule 9.2(a) of this constitution;

**General Members' Director** means a General Member elected as a director of the Company;

**Junior Intermediate Level III Teacher** means a teacher who is currently certified as a Junior Intermediate III as specified in the Australian Assessment Guidelines.

**Objects** means the objects set out in rule 2 of this constitution;

**Representative**, in relation to a body corporate, means a representative of the body corporate authorised under section 250D of the Corporations Act 2001 or a corresponding previous law;

**Seal** means any common seal or duplicate seal of the company;

**Senior Teacher** means a teacher who is currently certified as a Junior Intermediate III or above;

**Teacher** means a member of the company being a teacher of the Iyengar method of yoga who is currently certified as such by Mr B.K.S. Iyengar or the Assessment Committee;

**Teachers' Committee** means a committee established under Rule 9.2(a) of this constitution; and

**Teachers' Director** means a Teacher elected as a director of the company.

- (b) A member is to be taken to be present at a general meeting if the member is present in person or by proxy, attorney or representative.
- (c) A director is to be taken to be present at a meeting of directors if the director is present in person or by alternate director.
- (d) Where a provision of this constitution establishes an office of chairperson, the chairperson may be referred to as chair, chairman or chairwoman, as the case requires.
- (e) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (f) Unless the contrary intention appears, in this constitution:
  - (1) words importing the singular include the plural and vice versa;
  - (2) words importing a gender include every other gender;
  - (3) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
  - (4) a reference to a person includes that person's successors and legal personal representatives;
  - (5) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
  - (6) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (g) In this constitution headings and boldings are for convenience only and do not affect its interpretation.

## **1.2 Application of the Corporations Act**

- (a) This constitution is to be interpreted subject to the Corporations Act. However, the rules that apply as replaceable rules to companies under the Corporations Act do not apply to this company.
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.
- (c) Subject to rule 1.2(b), unless the contrary intention appears, an expression in a rule that is defined in section 9 of the Corporations Act has the same meaning as in that section.

## **1.3 Exercise of powers**

- (a) The company may, in any manner permitted by the Corporations Act:
  - (1) exercise any power;
  - (2) take any action; or
  - (3) engage in any conduct or procedure,

which under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

- (b) Where this constitution provides that a person or body may do a particular act or thing and the word “may” is used, the act or thing may be done at the discretion of the person or body.
- (c) Where this constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (d) Where this constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (e) Where this constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
  - (1) to appoint a person to act in the office or position until a person is appointed to the office or position;
  - (2) subject to any contract between the company and the relevant person, to remove or suspend any person appointed, with or without cause; and
  - (3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or positions.
- (f) Where this constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (g) Where this constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (h) Where this constitution confers power on a person or body to delegate a function or power:
  - (1) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
  - (2) the delegation may be either general or limited in any manner provided in the terms of delegation;
  - (3) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
  - (4) the delegation may include the power to delegate;
  - (5) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
  - (6) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

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## 2 Objects

The objects for which the company is established are:

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- (a) as its principal objects,
- (1) to further the teaching and promote the aims of the Iyengar method of yoga;
  - (2) to establish and maintain guidelines for the certification of Teachers of the Iyengar method of yoga; and
  - (3) to act as liaison between members of the company and the Ramamami Iyengar Memorial Yoga Institute, Pune, India;
  - (4) to make donations to the Bellur Trust to the extent set out in this constitution.
  - (5) to carry out activities, facilities or projects for the benefit or welfare of the community.
- (b) in furtherance of the principal objects set out above the company's further objects are:
- (1) to provide such social, cultural, administrative and educational services as are appropriate to the furtherance of the company's objects;
  - (2) to prepare, establish and distribute a regular members' newsletter in relation to the teaching and practice of the Iyengar method of yoga;
  - (3) to prepare and distribute educational material in furtherance of the company's objects; (4) to encourage and solicit the making of donations, gifts and testamentary dispositions to the company for the furtherance of the company's objects and obtain and disburse those funds in the furtherance of the company's objects; and
  - (5) to conduct assessments for the purpose of teacher certification and to develop and maintain professional standards within the Iyengar yoga teaching faculty.

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### **3 Conditions**

- (a) The company must not carry out its powers except for the purposes set out in rule 2, and must not carry out its powers for the purpose of profit or gain to its individual members.
- (b) The income and property of the company however derived must be applied solely towards the promotion of the objects of the company as set out in rule 2 and no portion of its income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of the company.
- (c) The company must not lend money to a director of the company.
- (d) The capital and the income of the company and any moneys from the realisation of its assets are to be applied exclusively for the objects of the company.
- (e) The company must at all times have a physical presence in Australia and, to that extent, incur its expenditure and pursue its objectives principally in Australia.
- (f) The company must at all times be an association that is not carried on for the purpose of profit or gain of its individual members.

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### **4 Contribution by members**

Each member undertakes to contribute to the company's property if the company is wound up while he, she or it is a member or within 1 year after he, she or it ceases to be a member, for payment of the company's debts and liabilities contracted before he, she or it ceases to be a member and of the



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costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten dollars (\$10.00).

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## **5 Membership**

### **5.1 Admission of members**

- (a) The directors may admit as members of the company such persons, on such conditions and at such times as the directors think fit.
- (b) The directors may require a person to execute such form of undertaking as the directors may stipulate as a condition of admitting that person as a member of the company.
- (c) The directors may establish classes of members and prescribe the qualifications, rights, privileges and obligations of members of those classes.
- (d) Where the directors have established classes of members under rule 5.1(c), the company may, by resolution, reclassify or convert members from 1 class to another.

### **5.2 Power to decline admission of members**

The directors may, in their absolute discretion, decline to admit any person as a member of the company.

### **5.3 Power to suspend admission of members**

The directors may suspend the admission of members at such times and for such periods as they think fit.

### **5.4 Resignation of membership**

- (a) Any member may resign from membership of the company by giving notice in writing delivered to the company's registered office.
- (b) The membership will cease on receipt of the notice by the company.

Resignation will not give rise to any rights in the member to be eligible for any refund or return of any gift.

### **5.5 Vesting of gifts**

All gifts including gifts not deductible under the *Income Tax Assessment Act 1936* made to the company become the property of the company as at the date the gift was made and will remain the absolute property of the company after the cessation of membership by the relevant members.

### **5.6 Cessation of membership**

A member ceases to be a member:

- (a) if the member resigns from membership by notice in writing to the company;
- (b) if the member dies;
- (c) if the member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (d) if the member is expelled by the directors under rule 5.7; or

- (e) in any other circumstances prescribed in the terms of membership applicable to the member or in any undertaking given by the member upon his or her admission to membership.

## **5.7 Expulsion of members**

The directors may expel a member who fails to comply with:

- (a) this constitution;
- (b) the terms of membership applicable to the member; or
- (c) any undertaking given by the member upon his or her admission to membership,

by giving notice in writing of that expulsion to the member.

## **5.8 Variation of class rights**

Unless otherwise provided by the terms of membership of a class of members:

- (a) all or any of the rights or privileges attached to the class may be varied, whether or not the company is being wound up, only with the consent in writing of three-quarters of the members of that class, or with the sanction of a special resolution passed at a separate meeting of the members of that class;
- (b) the provisions of this constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to each separate meeting of the members of that class; and
- (c) the rights conferred upon the members of that class are to be taken as not having been varied by the admission of further members of that class or of a class having rights or privileges ranking equally with them.

## **5.9 Membership not transferable**

- (a) Unless otherwise provided by the terms of membership of a class of members, membership of the company is personal to the member and is not transferable.
- (b) Where the terms of membership of a class of members permit the transfer of their membership, a member of that class must not transfer or purport to transfer his or her membership if the transfer would contravene those terms.

## **5.10 Equitable and other claims**

Except as otherwise required by law or provided by this constitution, the company is not:

- (a) compelled in any way to recognise a person as holding a membership upon any trust, even if the company has notice of that trust; or
- (b) compelled in any way to recognise, or bound by, any equitable, contingent, future or partial claim to or interest in a membership on the part of any other person except an absolute right of ownership in the registered member, even if the company has notice of that claim or interest.

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## **6 No dividend**

The directors must not announce or pay any dividends.

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## **7 General meetings**

### **7.1 Calling general meetings**

- (a) The directors may, whenever they think fit, call and arrange to hold a general meeting.
- (b) A general meeting may be called and arranged to be held only as provided by this rule 7.1 or as provided by section 249D, 249E, 249F and 249G of the Corporations Act.
- (c) The directors may change the venue for, postpone or cancel a general meeting unless the meeting is called and arranged to be held by the members or the court under the Corporations Act. If a general meeting is called and arranged to be held under section 249D of the Corporations Act the directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member or members.

### **7.2 Notice of general meetings**

- (a) Subject to this constitution, notice of a general meeting must be given within the time limits prescribed by the Corporations Act and in the manner authorised by rule 15.1 to each person who is at the date of the notice:
  - (1) a member;
  - (2) a director; or
  - (3) an auditor of the company.
- (b) A notice of a general meeting must specify the date, time and place of the meeting and, except as provided in rule 7.2(c), state the general nature of the business to be transacted at the meeting.
- (c) It is not necessary for a notice of an AGM to state that the business to be transacted at the meeting includes the consideration of the annual financial report, directors' report and auditor's report, the election of directors, the appointment of the auditor or the fixing of the auditor's remuneration.
- (d) A person may waive notice of any general meeting by notice in writing to the company.
- (e) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this rule 7.2 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
  - (1) the non-receipt or failure occurred by accident or error; or
  - (2) before or after the meeting, the person:
    - (A) has waived or waives notice of that meeting under rule 7.2(d); or
    - (B) has notified or notifies the company of the person's agreement to that act, matter, thing or resolution by notice in writing to the company.
- (f) A person's attendance at a general meeting:
  - (1) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
  - (2) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting or in rule 7.2(c), unless the person objects to considering the matter when it is presented.

### **7.3 Quorum at general meetings**

- (a) No business may be transacted at any general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) The quorum for a meeting of the company's members is 10 members and the quorum must be present at all times during the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
  - (1) where the meeting was convened upon the requisition of members, the meeting must be dissolved; or
  - (2) in any other case:
    - (A) the meeting stands adjourned to such day, and at such time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and
    - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

### **7.4 Chairperson of general meetings**

- (a) The chairperson of directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each general meeting.
- (b) If at a general meeting:
  - (1) there is no chairperson of directors;
  - (2) the chairperson of directors is not present within 15 minutes after the time appointed for the meeting; or
  - (3) the chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,  
the members present must elect as chairperson of the meeting:
    - (4) another director who is present and willing to act; or
    - (5) if no other director willing to act is present at the meeting, a member who is present and willing to act.

### **7.5 Conduct of general meetings**

- (a) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided by rule 7.5(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the directors may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held

by the members or the court under the Corporations Act. If a meeting is called and arranged to be held under section 249D of the Corporations Act the directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member or members.

## **7.6 Resolution to amend constitution**

- (a) A resolution to amend the Constitution of the company shall be decided in the affirmative where at least 75% of votes cast by the members entitled to vote and present at the meeting are cast in favour of the resolution.
- (b) The company must notify the Australian Taxation Office of any amendment to the Constitution.

## **7.7 Decisions at general meetings**

- (a) Except in the case of any resolution which as a matter of law requires a special majority, questions arising at a general meeting are to be decided by a majority of votes cast by the members present at the meeting and any such decision is for all purposes a decision of the members.
- (b) In the case of an equality of votes upon any proposed resolution the chairperson of the meeting, in addition to his or her deliberative vote, has a casting vote.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands:
  - (1) by the chairperson of the meeting;
  - (2) by at least 5 members present and having the right to vote on the resolution; or
  - (3) by a member or members present at the meeting and representing at least 5% of the total voting rights of all the members having the right to vote on the resolution on a poll.
- (d) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.

## **7.8 Voting rights**

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every member present in person or by proxy, attorney or representative has 1 vote.

- (b) A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (c) A member is not entitled to vote at a general meeting unless all sums of money presently payable by that member to the company have been paid.
- (d) An objection to the qualification of a person to vote at a general meeting:
  - (1) must be raised before or at the meeting at which the vote objected to is given or tendered; and
  - (2) must be referred to the chairperson of the meeting, whose decision is final.
- (e) A vote not disallowed by the chairperson of a meeting under rule 7.8(d) is valid for all purposes.

## **7.9 Representation at general meetings**

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
  - (1) in person or, where a member is a body corporate, by its representative;
  - (2) by proxy; or
  - (3) by attorney.
- (b) A proxy, attorney or representative must be a member of the company, except the auditor of the company.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative will be taken to confer authority:
  - (1) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this constitution;
  - (2) to speak to any proposed resolution on which the proxy, attorney or representative may vote;
  - (3) to demand or join in demanding a poll on any resolution on which the proxy, attorney or representative may vote;
  - (4) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions:
    - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
    - (B) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
    - (C) to act generally at the meeting; and
  - (5) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (e) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.

- (f) Subject to rule 7.9(h), an instrument appointing a proxy, attorney or representative need not be in any particular form provided it is in writing, legally valid and signed by the appointer or the appointer's attorney.
- (g)
  - (1) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed or a certified copy of the authority, are received in the places and fax numbers and before the times specified for that purpose in the notice calling the meeting.
  - (2) The place may be the company's registered office or other place specified in the notice and a fax number may be the fax number at the company's registered office or the fax number specified in the notice.
  - (3) The time may be a time before the time set for holding the meeting or adjourned meeting.
- (h) The directors may waive all or any of the requirements of rules 7.9(f) and (g) and in particular may, upon the production of such other evidence as the directors require to prove the validity of the appointment of a proxy or attorney, accept:
  - (1) an oral appointment of a proxy or attorney;
  - (2) an appointment of a proxy or attorney which is not signed or executed in the manner required by rule 7.9(f); and
  - (3) the deposit, tabling or production of a copy (including a copy sent by facsimile) of an instrument appointing a proxy or attorney or of the power of attorney or other authority under which the instrument is signed.
- (i) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by the company by the time and at 1 of the places at which the instrument appointing the proxy or attorney is required to be received under rule 7.9(g).
- (j) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

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## 8 Directors

### 8.1 Appointment and removal of directors

- (a) Subject to rule 8.1(b) there must be 9 directors, consisting of 4 General Members' Directors and 5 Teachers' Directors.
- (b) The first directors are the persons who are specified with their consent as proposed directors in the application for registration of the company.
- (c) The company may by resolution appoint or remove a director.
- (d) To qualify for appointment, a director must:
  - (1) be a financial member; and
  - (2) have held membership continuously for at least two calendar years at the time of appointment.
- (e) The directors must appoint a member to be a director to fill a casual vacancy.

## 8.2 Term of director

- (a) Subject to rule 8.4 and to the terms of any agreement entered into between the company and the relevant director, the appointment of a director is for a period of 2 years.
- (b) At each Annual General Meeting of the company:
  - (1) 2 of the General Members' Directors; and
  - (2) the number of the Teachers' Directors determined under rule 8.2(c), must retire from office as directors.
- (c) The number of Teachers' Directors who must retire from office as directors in accordance with rule 8.2(b) is:
  - (1) 2 at the first Annual General Meeting after the company's registration and each alternate Annual General Meeting; and
  - (2) 3 at the second Annual General Meeting and each alternate Annual General Meeting.
- (d) Subject to rule 8.2(c), the directors who must retire in accordance with rule 8.2(b) are those who have been longest in office since their last election or appointment but, as between persons who were last elected or appointed as directors on the same day, those to stand down must be determined by agreement among themselves or, in the absence of agreement, by lot.
- (e) Subject to rules 8.1(d) and 8.3, the company may by resolution fill the office vacated by a director under 8.2(b) by electing a person to that office.
- (f) A director retiring from office under rule 8.2(b) is eligible for re-election for a second consecutive term of 2 (two) years and if the office vacated by that director is not filled by a resolution of the company under rule 8.2(e), that director (if offering himself or herself for re-election) is to be taken as having been re-elected to that office for that second consecutive term unless a resolution for the re-election of that director is put and lost.
- (g) The retirement of a director from office under rule 8.2(b) and the re-election of the director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occurs.
- (h) No director may be appointed for more than two consecutive terms of 2 years (a maximum of 4 consecutive years) and shall not be eligible for re-election for a further term for a period of 2 years from the date of retirement from that second consecutive term.

## 8.3 Election of directors

- (a) Nominations of candidates for election as a General Members' Director or Teachers' Director must:
  - (1) be made in writing, signed by two members of the company and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (2) be delivered to the Secretary of the company not less than one month before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the board, the candidates' nominations shall be received at the Annual General Meeting.
- (c) If insufficient nominations are received any vacant positions remaining on the board are deemed to be casual vacancies.



- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) Only General Members are eligible to vote for the election of General Members' Directors.
- (f) Only Teachers are eligible to vote for the election of Teachers' Directors.

#### **8.4 Vacation of office**

In addition to the circumstances prescribed by the Corporations Act, the office of a director becomes vacant if the director:

- (a) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (b) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors generally;
- (c) is convicted on indictment of an offence and the directors do not within 1 month after that conviction resolve to confirm the director's appointment or election (as the case may be) to the office of director; or
- (d) if the director resigns by notice in writing to the company.

#### **8.5 Reimbursement of expenses**

Directors are entitled to be paid reasonable travelling and other expenses properly incurred by them in connection with the affairs of the company, including attending and returning from general meetings, meetings of the directors or of committees of the directors of the company.

#### **8.6 Interested directors**

- (a) The directors recognise that the company operates on a non-profit basis to its members and directors.
- (b) A director is not disqualified merely because of being a director from contracting with the company in any respect including, without limitation:
  - (1) selling any property to, or purchasing any property from, the company;
  - (2) lending any money to, or borrowing any money from, the company with or without interest and with or without security;
  - (3) guaranteeing the repayment of any money borrowed by the company for a commission or profit;
  - (4) underwriting or guaranteeing the subscription for securities in the company or in any related body corporate or any other body corporate promoted by the company or in which the company may be interested as a shareholder or otherwise, for a commission or profit; or
  - (5) being employed by the company or acting in any professional capacity (other than auditor) on behalf of the company.
- (c) No contract made by a director with the company and no contract or arrangement entered into by or on behalf of the company in which any director may be in any way interested is avoided or rendered voidable merely because of the director holding office as a director or because of the fiduciary obligations arising out of that office.
- (d) No director contracting with or being interested in any arrangement involving the company is liable to account to the company for any profit realised by or under any such contract

or arrangement merely because of the director holding office as a director or because of the fiduciary obligations arising out of that office.

- (e) Subject to rule 8.6(f), a director who is in any way interested in any contract or arrangement or proposed contract or arrangement may, despite that interest:
  - (1) be counted in determining whether or not a quorum is present at any meeting of directors considering that contract or arrangement or proposed contract or arrangement;
  - (2) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and
  - (3) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement the company may execute.

## **8.7 Powers and duties of directors**

- (a) The directors are responsible for managing the business of the company and may exercise to the exclusion of the company in general meeting all the powers of the company which are not required, by the Corporations Act or by this constitution, to be exercised by the company in general meeting.
- (b) Without limiting the generality of rule 8.7(a), the directors may exercise all the powers of the company to borrow or otherwise raise money, to charge any property or business of the company and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.
- (c) The directors may determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the company.
- (d) The directors may pay out of the company's funds all expenses of the promotion, formation and registration of the company and the vesting in it of the assets acquired by it.
- (e) The directors may:
  - (1) appoint or employ any person to be an officer, agent or attorney of the company for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for such period and upon such conditions as they think fit;
  - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
  - (3) subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney of the company at any time, with or without cause.
- (f) A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the directors think fit.
- (g) The board of directors may approve any additions, amendments or changes to the:
  - (1) Australian Assessment Guidelines, only if they were initiated by the Assessment Committee; and
  - (2) Ethics Committee Guidelines,only after these have been approved by the Teachers' Committee.
- (h) The Teachers' Directors must use reasonable endeavours to ensure that at each election of Teachers' Directors, there is representation from a range of certification groups, which includes, without limitation, a majority of senior Teachers, except as the Teachers' Committee may from time to time determine with the approval of the board. For the

purpose of this rule, the certification groups must be those certification groups specified in the Australian Assessment Guidelines.

- (i) the Board may authorise a donation on behalf of the company to the Bellur Trust which in any one financial year does not exceed the greater of:
  - (a) \$10,000; or
  - (b) 10% of the annual profit of the company as set out in its annual financial report.

## **8.8 Proceedings of directors**

- (a) The directors must meet together for the dispatch of business and adjourn at least twice a year and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the directors sufficient to constitute a quorum, constitutes a meeting of the directors and all the provisions in this constitution relating to meetings of the directors apply, so far as they can and with such changes as are necessary, to meetings of the directors by telephone or other electronic means.
- (c) A director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least 1 of the directors involved was at that place for the duration of the meeting.

## **8.9 Convening of meetings of directors**

- (a) A director may, whenever the director thinks fit, convene a meeting of the directors.
- (b) A secretary must, on the requisition of a director, convene a meeting of the directors.

## **8.10 Notice of meetings of directors**

- (a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice:
  - (1) a director, other than a director on leave of absence approved by the directors; or
  - (2) an alternate director appointed under rule 8.15 by a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
  - (1) must specify the time and place of the meeting;
  - (2) need not state the nature of the business to be transacted at the meeting;
  - (3) may be given immediately before the meeting;
  - (4) may be given in person or by post, or by telephone, fax or other electronic means ; and
  - (5) will be taken to have been given to an alternate director if it is given to the director who appointed that alternate director.
- (c) A director or alternate director may waive notice of any meeting of directors by notifying the company to that effect in person or by post, or by telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:

- (1) the non-receipt or failure occurred by accident or error;
  - (2) before or after the meeting, the director or an alternate director appointed by the director:
    - (A) has waived or waives notice of that meeting under rule 8.10(c); or
    - (B) has notified or notifies the company of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
  - (3) the director or an alternate director appointed by the director attended the meeting.
- (e) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, an alternate director of a director on leave of absence approved by the directors does not invalidate any act, matter or thing done or resolution passed at the meeting if:
- (1) the non-receipt or failure occurred by accident or error;
  - (2) before or after the meeting, the alternate director or the director who appointed the alternate director:
    - (A) has waived or waives notice of that meeting under rule 8.10(c); or
    - (B) has notified or notifies the company of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
  - (3) the alternate director or the director who appointed the alternate director attended the meeting.
- (f) Attendance by a person at a meeting of directors waives any objection that person and:
- (1) if the person is a director, an alternate director appointed by that person; or
  - (2) if the person is an alternate director, the director who appointed that person as alternate director,
- may have to a failure to give notice of the meeting.

### **8.11 Quorum at meetings of directors**

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of:
  - (1) if the directors have fixed a number for the quorum, that number of directors; and
  - (2) in any other case, 3 Teachers' Directors and 2 General Member's Directors, present at the meeting of directors.
- (c) If there is a vacancy in the office of a director then, subject to rule 8.11(d), the remaining director or directors may act.
- (d) If the number of directors in office at any time is not sufficient to constitute a quorum at a meeting of directors or is less than the minimum number of directors fixed under this constitution, the remaining director or directors must act as soon as possible:
  - (1) to increase the number of directors to a number sufficient to constitute a quorum and to satisfy the minimum number of directors required under this constitution; or
  - (2) to convene a general meeting of the company for that purpose,and, until that has happened, must only act if and to the extent that there is an emergency requiring them to act.

## 8.12 Chairperson of directors

- (a) The board and each committee of directors may elect 1 of its own directors to the office of chairperson of directors and may determine the period for which that director is to be chairperson of directors of the board or committee.
- (b) The chairperson of directors must (if present within 10 minutes after the time appointed for the holding of the meeting and willing to act) preside as chairperson at each meeting of directors.
- (c) If at a meeting of directors:
  - (1) there is no chairperson of directors;
  - (2) the chairperson of directors is not present within 10 minutes after the time appointed for the holding of the meeting; or
  - (3) the chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,the directors present must elect 1 of themselves to be chairperson of the meeting.

## 8.13 Decisions of directors

- (a) A meeting of directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of directors are to be decided by a majority of votes cast by the directors present and any such decision is for all purposes a determination of the directors.
- (c) In the case of an equality of votes upon any proposed resolution the chairperson of the meeting will have a second or casting vote.

## 8.14 Written resolutions

- (a) If:
  - (1) all of the directors, other than:
    - (A) any director on leave of absence approved by the directors; (B) any director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; and
    - (C) any director who the directors reasonably believe is not entitled at law to do the act, matter or thing or to vote on the resolution in question,assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
  - (2) the directors who assent to the document would have constituted a quorum at a meeting of directors held to consider that act, matter, thing or resolution,then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the directors.
- (b) For the purposes of rule 8.14(a):
  - (1) the meeting is to be taken as having been held:
    - (A) if the directors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to by a director; or

- (B) if the directors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to by a director;
  - (2) 2 or more separate documents in identical terms each of which is assented to by 1 or more directors are to be taken as constituting 1 document; and
  - (3) a director may signify assent to a document by signing the document or by notifying the company of the director's assent in person or by post, or by telephone, fax or other electronic means.
- (c) Where a director signifies assent to a document otherwise than by signing the document, the director must by way of confirmation sign the document at the next meeting of the directors attended by that director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

### **8.15 Alternate directors**

- (a) A director may, with the approval of the directors, appoint a person to be the director's alternate director for such period, not exceeding six months, as the director thinks fit.
- (b) An alternate director must be a member or a director of the company.
- (c) A Teachers' Director may only appoint a Teacher of the same level or above to be the Teacher Director's alternative director.
- (d) A General Member's director may only appoint a General Member to be the General Member Director's alternative director.
- (e) One person may act as alternate director to more than 1 director.
- (f) An alternate director is entitled, if the appointer does not attend a meeting of directors, to attend and vote in place of and on behalf of the appointer.
- (g) An alternate director is entitled to a separate vote for each director the alternate director represents in addition to any vote the alternate director may have as a director in his or her own right.
- (h) In the absence of the appointer, an alternate director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate director is to be taken to be the exercise of the power by the appointer.
- (i) The office of an alternate director is vacated if and when the appointer vacates office as a director.
- (j) The appointment of an alternate director may be terminated at any time by the appointer even though the period of the appointment of the alternate director has not expired.
- (k) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the director who makes or made the appointment and does not take effect unless and until the company has received notice in writing of the appointment or termination.
- (l) An alternate director is not to be taken into account in determining the minimum or maximum number of directors allowed under this constitution.
- (m) In determining whether a quorum is present at a meeting of directors, an alternate director who attends the meeting is to be counted as a director for each director on whose behalf the alternate director is attending the meeting.

- (n) An alternate director is entitled to be paid such remuneration as the directors think fit, either in addition to or in reduction of the remuneration payable to the director for whom the alternate director acts as alternate.
- (o) An alternate director is not entitled to be remunerated by the company for his or her services as alternate director except as provided in rule 8.15(n).
- (p) An alternate director, while acting as a director, is responsible to the company for his or her own acts and defaults and is not to be taken to be the agent of the director by whom he or she was appointed.

### **8.16 Delegation to individual directors**

- (a) The directors may delegate any of their powers to 1 director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.

### **8.17 Validity of acts**

An act done by a person acting as a director or by a meeting of directors or a committee of directors attended by a person acting as a director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the directors or committee (as the case may be) when the act was done.

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## **9 Committees**

### **9.1 Committees of directors**

- (a) The board of directors may establish and delegate any of its powers to a committee or committees consisting of such numbers of directors as they think fit. The board of directors may terminate any committee.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) Subject to rule 9.1(a), each committee must establish written terms of reference to be approved by the board of directors.
- (d) A committee must only act in accordance with its terms of reference.
- (e) A committee must only exercise those powers which it has been delegated by the directors.
- (f) A committee remains at all times responsible to the directors.
- (g) The provisions of this constitution applying to meetings and resolutions of directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee of directors.
- (h) Rules 9.2 to 9.4 do not apply to a committee of directors established under this rule 9.1.

## 9.2 Administrative committees

- (a) Despite rule 9.1:
  - (1) the board of directors must establish the following administrative committees:
    - (A) Teachers' Committee;
    - (B) General Members' Committee;
    - (C) Assessment Committee; and
    - (D) Ethics Committee.
  - (2) the board of directors may establish and terminate any such other administrative committees as it may from time to time determine.
- (b) In establishing any committee, the board of directors must identify whether the committee is established under rule 9.1(a) or is an administrative committee established under rule 9.2(a).
- (c) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions of the directors.
- (d) Each committee must establish written terms of reference to be approved by the board of directors.
- (e) A committee must only act in accordance with its terms of reference.
- (f) A committee must only exercise those powers which it has been delegated by the directors.
- (g) A committee remains at all times responsible to the directors.
- (h) The Teachers' Committee must consist of at least the current 5 Teachers' Directors and must undertake the following functions:
  - (1) provide professional support to Teachers;
  - (2) disseminate information to Teachers;
  - (3) provide a forum for Teachers to express concerns;
  - (4) liaise with the Ethics and Assessment Committees; and
  - (5) other such functions as necessary for the furthering of any professional functions, purposes, interests and objectives of the Teachers as a group.
- (i) The General Members' Committee must consist of at least the current 4 General Members' Directors and must undertake the following functions:
  - (1) assist in the organisation of the company's functions, events and activities;
  - (2) provide general assistance in the operation of the company;
  - (3) encourage General Members' participation in the company; and
  - (4) except where another special purpose committee has been established, such other such functions as necessary for any functions, purposes, interests and objectives of a general nature of the members as a group, other than the Teachers.
- (j) The Assessment Committee must be established for the function of assessing and certifying Teachers in accordance with the Australian Assessment Guidelines.
- (k) The Ethics Committee must be established to maintain the highest standard of conduct amongst the Teachers of the company in Australia..



- (l) The first committee members of each committee established under this rule 9.2 are the persons nominated as such by the board of directors.
- (m) To qualify for appointment as a committee member of the Teachers' Committee or General Members' Committee, a member must have held membership continuously for at least two calendar years at the time of appointment.

### **9.3 Committee member qualification**

To qualify for appointment to a committee, all amounts payable by the member to the company in respect of his or her membership must not at any time be more than 60 days in arrears.

### **9.4 Term of committee member**

Subject to rule 8.2, the appointment of a Teachers committee member and General members is for a period of 2 years. Any other committee members have the term in accordance with their guidelines. A committee member may be reappointed following the expiration of their appointment.

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## **10 Executive officers**

### **10.1 President**

- (a) The directors may appoint 1 of the directors to the office of president.
- (b) A president's appointment as president automatically terminates if the president ceases to be a director.
- (c) To qualify for appointment, the president must be a Junior Intermediate level III (or above) Teacher or any Teacher certified for 10 years or more.

### **10.2 Secretaries**

- (a) The directors must appoint at least 1 member of the company to be secretary and may appoint additional secretaries.
- (b) The directors may appoint 1 or more assistant secretaries.

### **10.3 Treasurer**

- (a) The directors must appoint at least 1 treasurer and may appoint additional treasurers.
- (b) The directors may appoint 1 or more assistant treasurers.

### **10.4 Provisions applicable to all executive officers**

- (a) A reference in this rule 10.4 to an executive officer is a reference to a president, secretary or assistant secretary appointed under this rule 10.
- (b) The appointment of an executive officer may be for such period, at such remuneration and upon such conditions as the directors think fit.
- (c) Subject to any contract between the company and the relevant executive officer, any executive officer of the company may be removed or dismissed by the directors at any time, with or without cause.
- (d) The directors may:

- (1) confer on an executive officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) as they think fit;
  - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
  - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.
- (e) An executive officer is not required to be a member of the company to qualify for appointment.
- (f) An act done by a person acting as an executive officer is not invalidated by reason only of:
- (1) a defect in the person's appointment as an executive officer; or
  - (2) the person being disqualified to be an executive officer,
- if that circumstance was not known by the person when the act was done.

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## **11 Indemnity and insurance**

### **11.1 Persons to whom rules 11.2 and 11.4 apply**

Rules 11.2 and 11.4 apply:

- (a) to each person who is or has been a director, alternate director or executive officer (within the meaning of rule 10.4(a) of the company;
- (b) to such other officers or former officers of the company or of its related bodies corporate as the directors in each case determine; and
- (c) if the directors so determine, to any auditor or former auditor of the company or of its related bodies corporate.

### **11.2 Indemnity**

The company must

- (a) indemnify; and
- (b) if requested by a person to whom this rule 11.2 applies enter into a deed indemnifying on a full indemnity basis and to the full extent permitted by law, each person to whom this rule 11.2 applies for all losses or liabilities incurred by the person as an officer or auditor of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:
- (c) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (d) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.

### **11.3 Extent of indemnity**

The indemnity in rule 11.2:

- (a) is a continuing obligation and is enforceable by a person to whom rule 11.2 applies even though that person may have ceased to be an officer or auditor of the company or of a related body corporate;
- (b) applies to losses and liabilities incurred both before and after the date of adoption of that rule; and
- (c) operates only to the extent that the loss or liability is not covered by insurance.

## **11.4 Insurance**

The company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this rule 11.4 applies against any liability incurred by the person as an officer or auditor of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

## **11.5 Savings**

Nothing in rule 11.2 or 11.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the company to indemnify or provide insurance for any person to whom those rules do not apply.

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# **12 Winding up**

## **12.1 Distribution of surplus**

Subject to this constitution and to the rights or restrictions attached to any class of membership, if the company is wound up and the property of the company available for distribution among the members is more than sufficient:

- (a) to pay all of the debts and liabilities of the company; and
- (b) the costs, charges and expenses of the winding up,

the excess must be transferred to any company or association with similar purposes which is not carried on for the profit or gain of its individual members.

## **12.2 Division of property**

- (a) If the company is wound up, the liquidator may, with the sanction of a special resolution:
  - (1) divide among the members the whole or any part of the property of the company; and
  - (2) determine how the division is to be carried out as between the members or different classes of members.

- (b) Any division under rule 12.2(a) may be otherwise than in accordance with the legal rights of the members and, in particular, any class may be given preferential or special rights or may be excluded altogether or in part.
  - (c) Where a division under rule 12.2(a) is otherwise than in accordance with the legal rights of the members, a member is entitled to dissent and to exercise the same rights as if the special resolution sanctioning that division were a special resolution passed under section 507 of the Corporations Act.
  - (d) If any of the property to be divided under rule 12.2(a) includes securities with a liability to calls, any person entitled under the division to any of the securities may within 10 days after the passing of the special resolution referred to in that rule, by notice in writing direct the liquidator to sell the person's proportion of the securities and to account for the net proceeds and the liquidator must, if practicable, act accordingly.
  - (e) Nothing in this rule 12.2 derogates from or affects any right to exercise any statutory or other power which would have existed if this rule were omitted.
  - (f) Rule 12.1 applies, so far as it can and with such changes as are necessary, to a division by a liquidator under rule 12.2(a) as if references in rule 12.1 to the directors and to a distribution were references to the liquidator and to the division under rule 12.2(a) respectively.
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## **13 Minutes and records**

### **13.1 Minutes of meetings**

The directors must ensure minutes of proceedings and resolutions of general meetings and of meetings of the Administrative Committees and directors (including committees of the directors) are recorded in books kept for that purpose, within 1 month after the relevant meeting is held.

### **13.2 Minutes of resolutions passed without a meeting**

The directors must ensure that minutes of resolutions passed by directors (and committees of directors) without a meeting are recorded in books kept for the purpose within 1 month after the resolution is passed.

### **13.3 Signing of minutes**

- (a) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or by the chairperson of the next meeting.
- (b) The minutes of the passing of a resolution without a meeting must be signed by a director within a reasonable time after the resolution is passed.

### **13.4 Minutes as evidence**

A minute that is recorded and signed under rules 13.1 and 13.2 is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

### **13.5 Inspection of records**

- (a) The directors must ensure the minute books for general meetings are open for inspection by members free of charge.
  - (b) Subject to rule 13.5(a), the directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, financial records and
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other documents of the company or any of them will be open to the inspection of members (other than directors).

- (c) A member (other than a director) does not have the right to inspect any books, records or documents of the company except as provided by law or authorised by the directors.

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## **14 Execution of documents**

### **14.1 Manner of execution**

The company may execute a document if it is signed by:

- (a) 2 directors; or
- (b) a director and a secretary.

### **14.2 Common seal**

The company may have a common seal. If the company has a common seal, rules 14.3 to 14.6 will apply.

### **14.3 Safe custody of seal**

The directors must provide for the safe custody of the seal.

### **14.4 Use of seal**

- (a) The seal must be used only by the authority of the directors or of a committee of the directors authorised by the directors to authorise the use of the seal.
- (b) The authority to use the seal may be given before or after the seal is used. (c) Until the directors otherwise determine, every document to which the seal is fixed must be signed by:
  - (1) 2 directors;
  - (2) a director and a secretary; or
  - (3) a director and another person appointed by the directors to countersign that document or a class of documents in which that document is included.

### **14.5 Seal register**

- (a) The company may keep a seal register. If the company does keep a seal register the company must enter in the register particulars of any document on which the seal is fixed (other than a certificate for securities of the company), giving in each case:
  - (1) the date of the document,
  - (2) the names of the parties to the document, (3) a short description of the document; and
  - (4) the names of the persons signing the document under rule 14.4(c).
- (b) The register must be produced at meetings of directors for confirmation of the use of the seal since confirmation was last given under this rule 14.5.
- (c) Failure to comply with rule 14.5(a) or (b) does not invalidate any document to which the seal is properly fixed.

## **14.6 Duplicate seal**

- (a) The company may have for use in place of its common seal outside the state or territory where its common seal is kept 1 or more duplicate seals, each of which must be a facsimile of the common seal of the company with the addition on its face of the words “duplicate seal” and the name of the place where it is to be used.
  - (b) A document sealed with a duplicate seal is to be taken as having been sealed with the common seal of the company.
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## **15 Notices**

### **15.1 Notices by the company to members**

- (a) A notice may be given by the company to a member:
  - (1) by serving it personally at, or by sending it by post in a prepaid envelope to, the member’s address as shown in the register of members or such other address, or by sending it to the fax number or electronic address the member has supplied to the company for the giving of notices; or
  - (2) if the member does not have a registered address and has not supplied another address to the company for the giving of notices, by exhibiting it at the registered office of the company.
- (b) The fact that a person has supplied a fax number or electronic address for the giving of notices does not require the company to give any notice to that person by fax or electronic means.
- (c) A signature to any notice given by the company to a member under this rule 15.1 may be in writing or a facsimile printed or affixed by some mechanical or other means.
- (d) A certificate signed by a director or secretary of the company to the effect that a notice has been given in accordance with this constitution is conclusive evidence of that fact.

### **15.2 Notices by the company to directors**

Subject to this constitution, a notice may be given by the company to any director or alternate director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director’s or alternate director’s usual residential or business address, or such other address, or by sending it to the fax number or electronic address as the director or alternate director has supplied to the company for the giving of notices.

### **15.3 Notices by members or directors to the company**

Subject to this constitution, a notice may be given by a member, director or alternate director to the company by serving it on the company at, or by sending it by post in a prepaid envelope to, the registered office of the company or by sending it to the principal fax number or principal electronic address of the company at its registered office.

### **15.4 Notices posted to addresses outside the Commonwealth**

A notice sent by post to an address outside the Commonwealth must be sent by airmail.

## **15.5 Time of service**

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
  - (1) in the case of a notice of a general meeting, on the day after the date of its posting; or
  - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax or electronic means service of the notice is to be taken to be effected on the day after the date it is sent.
- (c) Where the company gives a notice under rule 15.1(a)(2) by exhibiting it at the registered office of the company, service of the notice is to be taken to be effected when the notice was first so exhibited.

## **15.6 Other communications and documents**

Rules 15.1 to 15.5 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

## **15.7 Notices in writing**

A reference in this constitution to a notice in writing includes a notice given by fax or electronic means.

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# **16 Honorary Position**

## **16.1 Establishment of position**

The directors may establish, create, amend, terminate and abolish such offices or positions of an honorary nature in respect of the company as they think fit.

## **16.2 Election and termination**

The directors may appoint such person or persons (who need not be a member) to hold an honorary position or office as they think fit.

## **16.3 Power of honorary member**

An appointment under article 13.3 does not of itself impose any rights, powers, duties or obligations under these articles (or otherwise) on the person or persons so appointed.

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# **17 Regional Branches**

## **17.1 Establishment of regional branches**

- (a) The directors may establish a regional branch of the company at any place within the Commonwealth of Australia.
- (b) Each regional branch shall have an office to which communications may be addressed.
- (c) If the directors form the opinion that a regional branch has ceased to function or has engaged in conduct adverse to the interest of the company generally, the directors

may take whatever steps they consider necessary to withdraw recognition of the office as a regional branch and terminate any relationship between the company and the regional branch.

## **17.2 Rules**

The directors may make rules regarding the regional branch, including (without limitation) in relation to:

- (a) the nature and function of the regional branch; and
  - (b) the information to be furnished from time to time by the regional branch to the company.
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# **18 General**

## **18.1 Submission to jurisdiction**

Each member submits to the non-exclusive jurisdiction of the Supreme Court of the State or Territory in which the company is registered, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

## **18.2 Prohibition and enforceability**

- (a) Any provision of, or the application of any provision of, this constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, this constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.