

# Constitution of the Australian and New Zealand Association of Theological Schools (ANZATS) Limited

A Public Company Limited by Guarantee

[Adopted at the Annual General Meeting, July 4, 2009]

## 1. Preliminary

### Preamble

- 1.1 The Australian and New Zealand Association of Theological Schools was formed as an unincorporated association on 26 August, 1968. Since that time, the Australian and New Zealand Association of Theological Schools has come to embrace theological schools from a wide range of Christian traditions in Australia and New Zealand, functioning as a network which encourages communication between them. On July 7<sup>th</sup> 2009 the members of the Australian and New Zealand Association of Theological Schools approved this Constitution and decided to seek the registration of Australian and New Zealand Association of Theological Schools Limited as a public company limited by guarantee under the *Corporations Act 2001* (Cth).
- 1.2 The Australian and New Zealand Association of Theological Schools operates as a peak body for theological education in Australia and New Zealand.

### Definitions

- 1.3 The following words have these meanings in this Constitution unless the contrary intention appears:

**Article** means an Article of this Constitution;

**Association** means the Australian and New Zealand Association of Theological Schools Limited;

**Constitution** means this Constitution as amended from time to time, and a reference to a particular Article has a corresponding meaning;

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

**Council** means all or some of the Directors acting as a board;

**Director** means a person holding office as a Director of the Association;

**Executive Officer** means the Executive Officer for the time being of the Association;

**Meeting** includes audio and video conferencing or data conferencing in which two or more people communicate and collaborate as a group over the internet or corporate intranet in real time;

**Member** means a member of the Association;

**Member Institution** means a Consortium Member Institution, a Full Member Institution, or an Associate Member Institution;

**Part** means a Part of this Constitution;

**President** means the person who is for the time being the President of the Association;

**Previous Constitution** means the Constitution of the Australian and New Zealand Association of Theological Schools;

**Register** means the register of Members of the Association under the Corporations Act and if appropriate includes a branch register;

**Registered Office** means the registered office of the Association;

**Resolution** includes the situation where each person entitled to participate in a meeting has notice of the meeting and sends to the Secretary a memorandum, which may be by e-mail, assenting to a proposed resolution;

**Secretary** means a person appointed under Article 10.1 as secretary of the Association; and where appropriate includes an acting secretary and a person appointed by the Council to perform all or any of the duties of a secretary of the Association;

**Standards** means those achievements relating to theological education which from time to time the Council sets for admission as a Member Institution;

**Theological School** means an educational body engaged in the provision or teaching of Christian theology and closely associated disciplines.

### **Interpretation**

1.4 In this Constitution unless the contrary intention appears:

- (a) words importing any gender include both genders;
- (b) the word “person” includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) the singular includes the plural and vice versa;
- (d) a reference to a law includes regulations and instruments made under the law;
- (e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise; and
- (f) a power, an authority or a discretion reposed in a Director, the Council, the Association in general meeting or a Member may be exercised at any time and from time to time.

1.5 Unless the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

1.6 Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

### **Replaceable rules not to apply**

1.7 The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Association.

## **2. Objects**

2.1 The objects of the Association are:

- (a) to provide a meeting ground where the goals of and challenges facing theological schools, especially those in Australia and New Zealand, may be studied, and to provide facilities for Member Institutions to confer concerning all matters of common interest; and
- (b) to help Member Institutions keep theological education relevant to changing ecclesial, educational, social and governmental contexts, and to make representations to governments, churches and other bodies regarding theological education; and
- (c) to recommend standards and to maintain a list of Member Institutions on the basis of such standards; and to arrange for such other affiliations or connections as will assist in promoting theological studies and research; and
- (d) to facilitate the development of the faculty of Member Institutions, including through the provision of regular conferences, the creation and support of state-level chapters, and by encouraging forums for networking across the theology sector; and
- (e) to facilitate the most efficient use of the resources for theological education available; and
- (f) to promote continuous quality improvement in theological education.

## **3. Member Institutions**

### **Categories of Member Institutions**

3.1 The categories of Member Institutions of the Association are:

- (a) Consortium Member Institution; and
- (b) Full Member Institution; and
- (c) Associate Member Institution.

### **Initial Member Institutions**

3.2 The initial Member Institutions consist of Consortium Members, Members and Associate Members under the Previous Constitution.

### **Consortium Member Institution**

3.3 A consortium, which consists of two or more theological schools, and provides academic awards at the level of at least the bachelor's degree, is eligible to become a Consortium Member Institution.

3.4 The Council shall not admit a consortium as a Consortium Member Institution unless it:

- (a) satisfies the standards for admission as a Consortium Member Institution; and
- (b) pays the annual membership fee for a Consortium Member Institution.

### **Full Member Institution**

3.5 A theological school which delivers courses at the level of at least the bachelor's degree is eligible to become a Full Member Institution.

- 3.6 The Council shall not admit a theological school as a Full Member Institution unless it:
- (a) satisfies the standards for admission as a Full Member Institution; and
  - (b) pays the annual membership fee for a Full Member Institution.

**Associate Member Institution**

- 3.7 A theological school:
- (a) in Australia or New Zealand which does not deliver courses at the level of at least the bachelor's degree or otherwise does not wish to become a Full Member Institution; or
  - (b) outside of Australia or New Zealand,
- is eligible to become an Associate Member Institution.
- 3.8 The Council shall not admit a theological school as an Associate Member Institution unless it:
- (a) satisfies the standards for admission as an Associate Member Institution; and
  - (b) where it does not wish to become Full Member Institution, satisfies the Council that it has proper reasons for not seeking admission as a Full Member Institution; and
  - (c) pays the annual membership fee for an Associate Member Institution.

**Ceasing to be a Member Institution**

- 3.9 A Member Institution ceases to be a Member Institution:
- (a) when the governing council of the consortium or the theological school gives written notice of a resolution that it ceases to be a Member Institution of the Association to the Secretary; or
  - (b) when the Council cancels the membership on the ground:
    - (i) that it no longer satisfies the standards for the applicable category of Member Institution; or
    - (ii) that it has failed to pay the applicable annual membership fee by the due date; or
  - (c) when the Member Institution ceases to exist.

## **4. Membership**

### **Members**

4.1 The Members of the Association shall be:

- (a) the person appointed by the governing council of each Consortium Member Institution (**Category A**); and
- (b) the person appointed by the governing council of each Full Member Institution (**Category B**); and
- (c) a person appointed by the governing council of each Associate Member Institution (**Category C**); and
- (d) Individual Members (**Category D**); and
- (e) Life Members (**Category E**).

### **Individual Members**

4.2 A person who is a graduate or academic staff member or former academic staff member of a Member Institution is eligible to become an Individual Member of the Association.

4.3 The Council shall not admit a person as an Individual Member unless the person:

- (a) satisfies the criteria established by the Council for admission as an Individual Member; and
- (b) pays the annual membership fee for an Individual Member.

### **Life Members**

4.4 The Association on the recommendation of a Council may elect a person who has made a significant and sustained contribution to theological education in Australia and/or New Zealand as a Life Member of the Association.

### **Ceasing to be a Member**

4.5 A person ceases to be a Member if the person:

- (a) dies;
- (b) resigns;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) in the case of persons in Category A or B or C, the governing council of the Member Institution terminates the appointment of that person as a member of the Association;
- (e) in the case of persons in Category A or B or C, the Member Institution ceases to be a Member Institution of the Association;
- (f) in the case of persons in Category D or E, the Council cancels the person's membership of the Association.

## **5. General meetings**

### **Annual general meeting**

5.1 Annual general meetings of the Association are to be held in accordance with the Corporations Act. The business of the annual general meeting shall include:

- (a) the consideration of the annual financial report, the Council's report and auditor's report; and
- (b) the election of the Council at the initial annual general meeting and at each subsequent annual general meeting; and
- (c) the appointment of the auditor of the Association at the initial annual general meeting and at each subsequent annual general meeting if there is a vacancy in the office of auditor; and
- (d) the fixing of the auditor's remuneration; and
- (e) the election of the President of the Association from among the persons elected as the Council.

### **General meeting**

5.2 The Council may convene and arrange to hold a general meeting of the Association whenever they think fit and must do so if required to do so under the Corporations Act.

### **Notice of general meeting**

5.3 Notice of a meeting of Members must be given in accordance with the Corporations Act.

### **Calculation of period of notice**

5.4 In computing the period of notice under Article 5.3, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

### **Cancellation or postponement of a meeting**

5.5 Where a meeting of Members (including an annual general meeting) is convened by the Council it may, whenever it thinks fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. This Article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by the Council or by the Council on the request of Members.

### **Notice of cancellation or postponement of a meeting**

5.6 Notice of cancellation or postponement of a general meeting must state the reason for cancellation or postponement and be given:

- (a) to each Member individually; and
- (b) to each other person entitled to be given notice of a meeting of the Members under the Corporations Act.

### **Contents of notice of postponement of meeting**

- 5.7 A notice of postponement of a general meeting must specify:
- (a) the postponed date and time for the holding of the meeting; and
  - (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
  - (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

### **Number of clear days for postponement of meeting**

- 5.8 The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the general meeting required to be given by this Constitution or the Corporations Act.

### **Business at postponed meeting**

- 5.9 The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the notice convening the meeting.

### **Proxy or attorney at postponed meeting**

- 5.10 Where:
- (a) by the terms of an instrument appointing a proxy or attorney, a proxy or an attorney is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
  - (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney,

then, by force of this Article, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney unless the Member appointing the proxy or attorney gives to the Association at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

### **Non-receipt of notice**

- 5.11 The non-receipt of notice of a general meeting or cancellation or postponement of a general meeting by, or the accidental omission to give notice of a general meeting or cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

## **6. Proceedings at general meetings**

### **Representation of Members**

- 6.1 A Member in Category A or B may be present and vote in person or may be represented at any meeting of the Association by:
- (a) proxy; or
  - (b) attorney.
- 6.2 A Member in Category C or D or E may be present and speak but not vote at any meeting of the Association.
- 6.3 Unless the contrary intention appears, a reference to a Member in Part 6 means a person who is a Member in Category A or B or who is a proxy or attorney of that Member.

### **Quorum**

- 6.4 Ten Members present in person are a quorum at a general meeting.
- 6.5 An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the chairman of the meeting on the chairman's own motion or at the instance of a Member, proxy or attorney who is present otherwise declares.
- 6.6 If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:
- (a) if convened by, or on requisition of, Members, is dissolved; and
  - (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Council appoint by notice to the Members and others entitled to notice of the meeting.
- 6.7 At a meeting adjourned under Article 6.6(b) 10 Members present in person are a quorum and, if a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

### **Appointment and powers of chairman of general meeting**

- 6.8 The President is entitled to preside as chairman at a general meeting.
- 6.9 If a general meeting is held and the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chairman of the meeting (in order of precedence):
- (a) the deputy chairman of the Council;
  - (b) a Director chosen by a majority of the Council present;
  - (c) the only Director present;
  - (d) a Member chosen by a majority of the Members present in person or by proxy.
- 6.10 The chairman of a general meeting:
- (a) has charge of the general conduct of the meeting and of the procedure to be adopted at the meeting; and
  - (b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and



- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting.

6.11 A decision by the chairman under Article 6.10 is final unless overturned by resolution of the general meeting.

### **Adjournment of general meetings**

6.12 The chairman may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to a new day, time or 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.

6.13 When 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.

6.14 Except as provided by Article 6.13, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

6.15 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

### **Voting on a resolution**

6.16 When voting on any resolution or other matter put to a vote at a meeting of Members, each Member shall have one vote.

### **Questions decided by majority**

6.17 Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

### **Appointment of proxy**

6.18 A Member entitled to attend and vote at a meeting of Members may appoint a person as the Member's proxy or proxies to attend and vote for the Member at the meeting.

6.19 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:

- (a) the Member's name and address; and
- (b) the Association's name; and
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meetings at which the appointment may be used.

An appointment may be a standing one.

6.20 An undated appointment is to be taken to have been dated on the day it is given to the Association.

6.21 An appointment may specify the way the proxy is to vote on a particular resolution. In that event:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
- (b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

This Article does not affect the way that the person can cast any vote which that person is entitled to exercise by virtue of being a Member themselves.

- 6.22 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person.
- 6.23 An appointment of a proxy does not need to be witnessed.
- 6.24 A later appointment revokes an earlier one.

### **Receipt of proxy and other instruments**

- 6.25 An instrument appointing a proxy may not be treated as valid unless the instrument and the power of attorney under which the instrument is signed or, in the case of an unregistered power, a copy of that power or authority certified as a true copy, is or are received by the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the Registered Office or at any other place specified for that purpose in the notice convening the meeting.

If the notice convening a general meeting specifies a facsimile number to which a proxy and related materials may be sent then receipt by the facsimile machine on that number of a complete and legible facsimile of the document will be taken as a receipt by the Association at a specified place for the purposes of this Article.

### **Validity of vote in certain circumstances**

- 6.26 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding:
- (a) the previous death or unsoundness of mind of the Member who has appointed a proxy or executed the power of attorney; or
  - (b) the revocation of the instrument, or of the authority under which the instrument was executed, or of the power,

if notice in writing of the death, unsoundness of mind, revocation or transfer has not been received by the Association at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

### **Director entitled to notice of meeting**

- 6.27 A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.

### **Auditor entitled to notice of meeting**

- 6.28 The Association must give its auditor (if any):
- (a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
  - (b) any other communications relating to the general meeting that a Member is entitled to receive.

## **7. The Council**

### **Initial Council**

- 7.1 The initial Council consists of the persons who constitute the Council under the Previous Constitution.
- 7.2 The persons who constitute the initial Council hold office until the conclusion of the first annual general meeting.
- 7.3 Articles 7.13 to 7.18, Part 8 and Part 9 except for Article 9.6 apply to the initial Council.
- 7.4 At a meeting of the initial Council, the number of Directors whose presence is necessary to constitute a quorum is six.

### **Election of the Council**

- 7.5 At the initial annual general meeting and at each subsequent annual general meeting thereafter the Members are to elect 11 Directors.
- 7.6 The Directors appointed pursuant to Article 7.5 must be Members in Category A or B and shall include:
- (a) at least one Member from New Zealand;
  - (b) at least one Member from each of four different States or Territories of Australia;
- 7.7 Where the number of persons elected as Directors who satisfy the requirements of Article 7.6 is less than 11, the Executive Officer must declare a casual vacancy.

### **Appointment of additional Directors**

- 7.8 The Council may increase the number of Directors by up to two Directors.
- 7.9 The Council is to appoint any additional Director.

### **Term of Office**

- 7.10 The elected Directors hold office until the conclusion of the annual general meeting following their election and are eligible for re-election.
- 7.11 Any additional Directors hold office until the conclusion of the annual general meeting at which the Council is elected and are eligible for reappointment.

### **Casual vacancy**

- 7.12 If at any time the office of a Director becomes vacant, the office must be filled by the Council so as to ensure that the Council satisfies the requirements of Articles 7.6 and 7.9. A Director appointed under this Article holds office until the conclusion of the annual general meeting at which the Council is elected and is eligible for election.
- 7.13 If at any time the office of the President becomes vacant, the office must be filled by the Council. A Director appointed under this Article holds office until the conclusion of the annual general meeting at which the President is elected and is eligible for election.

**Remuneration of the Council**

7.14 No Director shall be paid remuneration for their services as a Director.

**Travelling expenses**

7.15 A Director is entitled to be reimbursed out of the funds of the Association for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Council or a committee or when otherwise engaged on the business of the Association.

**Director's interests**

- 7.16 (a) Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:
- (i) subject to Article 7.14 hold any office or place of profit in the Association, except that of auditor; and
  - (ii) enter into any contract or arrangement with the Association; and
  - (iii) participate in any association, institution, fund, trust or scheme for past or present employees or the Council of the Association or persons dependent on or connected with them; and
  - (iv) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Association, except as auditor.
- (b) A Director may do anything mentioned in Article 7.16(a) despite the fiduciary relationship of the Director's office:
- (i) without any liability to account to the Association for any direct or indirect benefit accruing to the Director; and
  - (ii) without affecting the validity of any contract or arrangement.
- (c) A Director shall make known to the Association any conflict of interest or any affiliation that the Director has with an actual or prospective supplier of goods or services to the Association or with an actual or prospective recipient of grant funds from the Association or with an organisation with competing or conflicting objectives.
- (d) A Director shall not be present or participate in, vote on or be counted in a quorum when any matter referred to in Article 7.16 (a) or (c) relating to or involving the Director is being considered or decided by the Council.
- (e) A reference to the Association in this Article is also a reference to each related body corporate of the Association.

**Signing documents**

7.17 A Director is not disqualified because of a material personal interest from signing or participating in the execution of a document by or on behalf of the Association.

**Vacation of office of Director and the President**

7.18 In addition to the circumstances in which a Director is removed pursuant to the Corporations Act or the office of a Director becomes vacant under the Corporations

Act, the office of a Director and where applicable the office of the President becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) resigns from the office by notice in writing to the Association;
- (c) is not present personally at three consecutive meetings of the Council without leave of absence from the Council;
- (d) is the subject of a resolution of the Association terminating his or her appointment as a Director or the President of the Association.

## **8. Powers and duties of the Council**

### **The Council to manage the Association**

- 8.1 The business of the Association is to be managed by the Council, who may exercise all such powers of the Association as are not, by the Corporations Act or by this Constitution, required to be exercised by the Association in general meeting.
- 8.2 Without limiting the generality of Article 8.1, the Council may exercise the following powers of the Association:
- (a) to borrow or raise money, to charge any property or business of the Association; and
  - (b) to issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person; and
  - (c) to determine the strategic direction, annual budget and business plan of the Association; and
  - (d) to set membership fees for Members.

### **Appointment of attorney**

- 8.3 The Council may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Association for the purposes and with the powers, authorities and discretions vested in or exercisable by the Council for such period and subject to such conditions as they think fit.
- 8.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Council think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

### **Minutes**

- 8.5 The Council must cause minutes of meetings to be made and kept in accordance with the Corporations Act.

### **Execution of negotiable instruments and receipts**

- 8.6 All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Council determine from time to time.

### **Incidental administrative powers**

8.7 The Council is empowered:

- (a) to make any initial appointment of auditors or officers not provided for by this Constitution pending the first annual general meeting; and
- (b) to fill any casual vacancy in any office in the Association for which no provision is made in this Constitution including that of auditor; and
- (c) to do all such matters and things expedient for the operation of the Association not expressly provided for in this Constitution.

## **9. Proceedings of the Council**

### **Council meetings**

9.1 The Council may meet for the dispatch of business and adjourn and otherwise regulate its meetings as it think fit. The Council shall hold at least one meeting each year.

9.2 A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Council.

### **Questions decided by majority**

9.3 Questions arising at a meeting of the Council are to be decided by a majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Council.

### **Chairman's casting vote**

9.4 In the event of an equality of votes the chairman of the meeting has a casting vote.

### **Proxies**

9.5 A Director may not appoint a proxy for a meeting of the Council.

### **Quorum for Council meeting**

9.6 At a meeting of the Council, the number of Directors whose presence is necessary to constitute a quorum is:

- (a) six or any greater number determined by the Council from time to time when the number of Directors is 11;
- (b) seven or any greater number determined by the Council from time to time when the number of Directors is 12 or 13.

For the purpose of this Article, a quorum is present during the consideration of a matter at a meeting of the Council only if at least the number of Directors referred to in paragraph (a) or (b) as the case may be is present who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.

### **Remaining Directors may act**

9.7 The continuing Directors may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below five the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies which the

continuing Directors are able to fill to the extent necessary to bring their number up to that minimum or of convening a general meeting.

### **Chairman of the Council**

- 9.8 The Council must appoint one of their number to be the deputy chairman. The President is entitled to preside as chairman. The deputy chairman is entitled to preside as chairman if the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act.
- 9.9 If a Council meeting is held and:
- (a) the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, and
  - (b) the deputy chairman is not present or is unable or unwilling to act,
- the Directors present must elect one of their number to be a chairman of the meeting.

### **Council committees**

- 9.10 The Council may delegate any of their powers, other than powers required by law to be dealt with by the Council as a board, to a committee or committees consisting of at least one of their number and such other persons as they think fit.
- 9.11 The Council shall appoint a committee (hereafter referred to as “The Executive”), which shall have responsibility for business of the Association between meetings of the Council. The Executive shall consist of the President, who shall be the chairman, the Vice-President (Australia), the Vice-President (New Zealand), the Secretary, the Treasurer, the Executive Officer and two other Directors appointed by the Council.
- 9.12 A committee to which any powers have been delegated under Articles 9.10 and 9.11 must exercise the powers delegated in accordance with any directions of the Council and a power so exercised is deemed to have been exercised by the Council.
- 9.13 The members of a committee (with the exception of The Executive) may elect one of their number as chairman of their meetings. If a meeting of a committee is held and:
- (a) a chairman has not been elected; or
  - (b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,
- the members involved may elect one of their number to be chairman of the meeting.
- 9.14 A committee may meet and adjourn as it thinks proper.
- 9.15 Questions arising at a meeting of a committee are to be determined by a majority of votes of the members involved and voting. The chairman has a deliberative vote only.

### **Written resolution by the Council**

- 9.16 A resolution in writing signed by all the Directors who are then in Australia or New Zealand and are eligible to vote on the resolution (being at least a quorum) is as valid and effectual as if it had been passed at a meeting of the Council held at the time when the written resolution was signed by the last eligible Director to sign it. A written resolution may consist of several documents in like form, each signed by one or more Directors.

**Use of technology**

- 9.17 A Council meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.

**Validity of acts of the Council**

- 9.18 All acts of the Council, or a person or committee or member of a committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

**10. Vice-Presidents****Appointment of Vice-Presidents**

- 10.1 There must be a Vice-President (Australia) and a Vice-President (New Zealand) of the Association who are to be elected by the Council from among its members as follows:
- (a) the Vice-President (Australia) must be from Australia; and
  - (b) the Vice-President (New Zealand) must be from New Zealand.
- 10.2 The Council is to elect the Vice-President (Australia) and the Vice-President (New Zealand) at its first meeting following the annual general meeting.

**Initial Vice-Presidents**

- 10.3 The initial Vice-President (Australia) and Vice-President (New Zealand) are the person who are appointed as the the Vice-President (Australia) and the Vice-President (New Zealand) under the Previous Constitution.
- 10.4 The persons who are the initial Vice-President (Australia) and Vice-President (New Zealand) hold office until the conclusion of the first Council meeting following first annual general meeting.

**Term of Office as Vice-President**

- 10.5 The Vice-President (Australia) and Vice-President (New Zealand) hold office until the conclusion of the first Council meeting following following their election and are eligible for re-election.

**11. Secretary****Appointment of Secretary**

- 11.1 There must be at least one secretary of the Association who is to be appointed by the Council.

**Suspension and removal of Secretary**

- 11.2 The Council may suspend or remove a Secretary from that office.

**Powers, duties and authorities of Secretary**

- 11.3 The Council may vest in a Secretary such powers, duties and authorities as they may from time to time determine and the Secretary must exercise all such powers and authorities subject at all times to the control of the Council.



## **12. Treasurer**

### **Appointment of Treasurer**

12.1 There must be a Treasurer of the Association who is to be appointed by the Council.

### **Initial Treasurer**

12.2 The initial Treasurer is the person who is appointed as the Treasurer under the Previous Constitution.

### **Suspension and removal of Treasurer**

12.3 The Council may suspend or remove the Treasurer from that office.

### **Powers, duties and authorities of Treasurer**

12.4 The Council may vest in the Treasurer such powers, duties and authorities as they may from time to time determine and the Treasurer must exercise all such powers and authorities subject at all times to the control of the Council.

## **13. Executive Officer**

### **Appointment of the Executive Officer**

13.1 The Council must appoint a person who is not a member of the Council to be the Executive Officer of the Association for the period and on the terms they think fit. They may, subject to the terms of any contract between the Executive Officer and the Association and acting as the Council, at any time remove or dismiss the Executive Officer from that office and may appoint another Executive Officer in their place.

### **Initial Executive Officer**

13.2 The initial Executive Officer is the person who is appointed as the Executive Officer under the Previous Constitution.

### **Remuneration of the Executive Officer**

13.3 The remuneration of the Executive Officer shall be fixed by the Council.

### **Powers of the Executive Officer**

13.4 The Executive Officer shall be the executive officer of the Association, and of the Council and the Executive.

13.5 The Council may confer on the Executive Officer any of the powers exercisable by it, on such terms and conditions and with such restrictions as it thinks fit. The Council may at any time withdraw or vary any of the powers conferred on the Executive Officer.

### **Attendance at Council and Executive meetings**

13.6 The Executive Officer may attend Council and Executive meetings except where they relate to the conduct or performance of the Executive Officer or his salary and conditions of employment, and speak but not vote thereon.

## **14. Seal**

### **Common and duplicate seal**

- 14.1 The Association may have:
- (a) a common seal, and
  - (b) a duplicate common seal, which must be a copy of the common seal with the words “duplicate seal” or “certificate seal” added.
- 14.2 The Council must provide for the safe custody of each seal of the Association.

### **Use of common seal**

- 14.3 If the Association has a common seal, it may be used only by the authority of the Council, or of a committee of the Council authorised by the Council to authorise the use of the common seal. Every document to which the common seal is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Council to countersign that document or a class of documents in which that document is included.

## **15. Inspection of records**

### **Inspection by Members**

- 15.1 Subject to the Corporations Act, the Council may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Association or any of them will be open to inspection by Members.

## **16. Service of documents**

- 16.1 This Part does not apply to a notice of a meeting of Members.
- 16.2 The Association may give a document to a Member:
- (a) personally; or
  - (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
  - (c) by sending it to a facsimile number or electronic address nominated by the Member.
- 16.3 If a document is sent by post, delivery of the document is deemed to be effected by properly addressing, prepaying and posting a letter containing the document, and the document is deemed to have been delivered on the third business day after the date of its posting.
- 16.4 If a document is sent by facsimile or electronic transmission, delivery of the document is to be deemed:
- (a) to be effected by properly addressing and transmitting the facsimile or electronic transmission, and
  - (b) to have taken place on the day following its despatch.

## **17. Audit and accounts**

### **Association to keep accounts**

17.1 The Council must cause the Association to keep accounts of the business of the Association in accordance with the requirements of the Corporations Act.

### **Association to audit accounts**

17.2 The Council must cause the accounts of the Association to be audited in accordance with the requirements of the Corporations Act.

## **18. Indemnity**

### **Indemnity of officers**

18.1 Every person who is or has been a Director, Secretary, Treasurer, Executive Officer or other executive officer of the Association is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Association against any liabilities for costs and expenses incurred by that person:

- (a) in defending any proceedings relating to that person's position with the Association, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
- (b) in connection with any administrative proceedings relating to that person's position with the Association, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
- (c) in connection with any application in relation to any proceedings relating to that person's position with the Association, whether civil or criminal, in which relief is granted to that person under the Corporations Act by the court.

18.2 Every person who is or has been a Director, Secretary, Treasurer, Executive Officer or other executive officer of the Association is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Association against any liability to another person (other than the Association or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.

### **Insurance**

18.3 The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Secretary, Treasurer, Executive Officer or other executive officer of the Association against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by statute.

**19. Members' Contributions and Benefits**

- 19.1 Every Member undertakes to contribute to the Association's property if it is wound up while the Member is a member, or within one year after the Member ceases to be a member, for payment of the debts and liabilities of the Association contracted before the Member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, any amount required not exceeding \$10.
- 19.2 No dividend shall be paid to Members and Members shall not share in any distribution of assets of the Association on a winding up or otherwise.

**20. Winding Up**

- 20.1 In the event of the winding up of the Association, the property of the Association subject to any special charitable trust shall be administered in such manner as the Attorney-General for the State of New South Wales under Part 4 of the *Charitable Trusts Act 1993* (NSW), or a court of competent jurisdiction, may order.
- 20.2 In the event of the winding up of the Association any surplus assets not subject to any special charitable trust shall be applied to such charitable purposes similar to those of the Association as the Members may direct or failing such a direction as a court of competent jurisdiction may order.

**21. Amendment of this Constitution**

- 21.1 This Constitution may be amended by a Special Resolution.