



INSTITUTE OF  
PUBLIC ADMINISTRATION  
AUSTRALIA

02 6154 9800  
PO Box 4349 Kingston ACT 2604  
admin@act.ipaa.org.au  
www.act.ipaa.org.au

ABN 24 656 727 375

# CONSTITUTION

**INSTITUTE OF PUBLIC ADMINISTRATION AUSTRALIA (ACT) LIMITED**

**ACN 633 319 972**

**October 2021**

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# 1. Defined terms

## 1.1 Defined terms

In this Constitution unless the contrary intention appears:

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), and any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or national education body or otherwise for the not-for-profit sector, and includes:

- (a) any regulations made under that Act or any other such legislation; and
- (b) any rulings or requirements of the Commissioner of the Australian Charities and Not-for-profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Company.

**ACT Division** means the Institute of Public Administration Australia (ACT Division) Incorporated ABN 24 656 727 375 that was incorporated under the *Associations Incorporation Act 1991* (ACT) and existed prior to registration of the Company as a company limited by guarantee under the Corporations Act.

**Annual Subscription** means the annual subscription amount payable by Members in accordance with clause 7.3.

**Auditor** means the Company's auditor.

**Board** means all or some of the Directors acting as a board.

**Company** means the Institute of Public Administration Australia (ACT) Limited ACN 633 319 972.

**Commonwealth Company** has the same meaning as the term 'Commonwealth company' under the *Public Governance, Performance and Accountability Act 2013* (Cth).

**Commonwealth Department** has the same meaning as the term 'non-corporate Commonwealth entity' under the *Public Governance, Performance and Accountability Act 2013* (Cth).

**Commonwealth Entity** has the same meaning as the term 'Commonwealth entity' under the *Public Governance, Performance and Accountability Act 2013* (Cth).

**Constitution** means the constitution of the Company as amended from time to time.

**Corporate Member** means a member of the Company admitted to that class of membership in accordance with clause 7.2.

**Corporate Sponsor Member** means a member of the Company admitted to that class of membership in accordance with clause 7.2.

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

**Council** means council of the Company established under clause 15.

**Councillor** means any person elected to Council by the Members in accordance with clause 15.3.

**Deputy President** means a deputy president of Council.

**Director** includes any person occupying the position of director of the Company.

**Directors** has the same meaning as Board.

**Division** means a division of the Institute of Public Administration Australia Incorporated ABN 67 823 323 988.

**Executive Committee** means the executive committee of the ACT Division immediately prior to registration of the Company as a company limited by guarantee under the Corporations Act.

**Existing Members** means the members of the ACT Division immediately prior to registration of the Company as a company limited by guarantee under the Corporations Act.

**Honorary Life Member** means a member of the Company admitted to that class of membership in accordance with clause 7.2.

**Individual Member** means a member of the Company admitted to that class of membership in accordance with clause 7.2.

**Large Corporate Member** means a member of the Company admitted to that sub-class of membership in accordance with clause 7.2.

**Medium Corporate Member** means a member of the Company admitted to that sub-class of membership in accordance with clause 7.2.

**Member** means a member of the Company and includes Individual Members, Corporate Members, Corporate Sponsor Members, and Honorary Life Members whose membership has not ceased.

**President** means the president of Council.

**Register** means the register of Members of the Company.

**Representative** means a person appointed by a Corporate Member or Corporate Sponsor Member to act as its representative under clause 9.

**Seal** means the Company's common seal (if any).

**Secretary** means any person appointed by the Board to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

**Small Corporate Member** means a member of the Company admitted to that sub-class of membership in accordance with clause 7.2.

**Territory Entity** has the same meaning as the term 'territory entity' under the *Financial Management Act 1996* (ACT).

## 1.2 Corporations Act

In this Constitution, except where the context otherwise requires, a word or expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the word or expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that word or expression has the same meaning as in that provision.

## 2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) headings are for ease of reference only and do not affect interpretation;
- (d) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (e) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (f) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency;
- (g) a reference to time is a reference to the Australian Capital Territory, Australia time;

- (h) a reference to a statute, ordinance, code or other law includes regulations and other instruments made under it and consolidations, amendments, re-enactments or replacements of any of them; and
- (i) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

### **3. Replaceable rules**

The provisions of the Corporations Act that apply to certain companies as replaceable rules are displaced by this Constitution in their entirety and do not apply to the Company.

## **4. Objects**

### **4.1 Objects of the Company**

The objects for which the Company is established are:

- (a) to advance the study and practice of public administration, through:
  - (i) the organisation of meetings for members devoted to the discussion of topical issues in the field of public administration;
  - (ii) the organisation of public conferences and seminars;
  - (iii) the preparation of reports and submissions on various aspects of public administration for presentation to Parliamentary Committees, Australian Public Service Commission and other relevant bodies;
  - (iv) the bestowal of awards to public sector organisations for excellence in performance, as demonstrated by annual reports, management practices and achievements. The nature of the awards is to be determined by Council from time to time;
  - (v) the bestowal of awards recognising individual contributions to the study and practice of public administration;
  - (vi) the publication of journal, newsletter and other works devoted to public administration; and
  - (vii) undertaking such activities that advance the study and practice of public administration;
- (b) to do all things incidental or convenient in relation to the advancement of the objects contained in clause 4.1(a).

### **4.2 General**

When interpreting the objects in clause 4, each object should be construed separately and independently of any other and each object should be interpreted as if none of the other objects is contained in that clause.

## **5. Powers**

The Company may only exercise the powers granted in section 124(1) of the Corporations Act to:

- (a) carry out the objects set out in clause 4; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 5(a).

## **6. Income and property of Company**

- (a) The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4.
- (b) No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
  - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
  - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

## **7. Membership**

### **7.1 Members of the Company**

- (a) The members of the Company are:
  - (i) the Existing Members; and
  - (ii) any other eligible persons, corporations or organisations who the Board admit to membership in accordance with this Constitution and who consent to become members of the Company.
- (b) All Existing Members shall be deemed to be Members of the Company from the date of the adoption of this Constitution.
- (c) From the date of the adoption of this Constitution, Existing Members who were:
  - (i) individual members of the ACT Division shall be Individual Members of the Company;
  - (ii) corporate members of the ACT Division shall be Corporate Members of the Company (within the sub class under clause 8.3(c) which the relevant corporate member Existing Member falls into from time to time);
  - (iii) corporate sponsor members of the ACT Division shall be Corporate Sponsor Members of the Company; and
  - (iv) honorary life members of the ACT Division shall be Honorary Life Members of the Company.

### **7.2 Admission**

- (a) Applications for membership of the Company must be in writing, signed by the applicant, specify the class of membership for which the applicant is applying, and be in a form approved by the Board in their absolute discretion.
- (b) The Board will consider each application for membership at the next meeting of the Board after the application is received. In considering an application for membership, the Directors may:
  - (i) accept the application;
  - (ii) reject the application; or
  - (iii) ask the applicant to give more evidence of eligibility or suitability for membership.
- (c) If the Directors ask for more evidence under clause 7.2(b)(iii), their determination of the application for membership is to be deferred until the evidence is given.
- (d) The Directors do not have to give any reason for rejecting an application for membership.

- (e) The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or, to the extent permitted by law, by operation of law.
- (f) Each Commonwealth Entity that applies to be or is a Member of the Company will be treated on the basis that each Commonwealth Entity is a separate Member of the Company.
- (g) Each Territory Entity that applies to be or is a member of the Company will be treated on the basis that each Territory Entity is a separate Member of the Company.

### **7.3 Subscription**

- (a) An Annual Subscription will be determined by the Board from time to time.
- (b) Each Member of the Company must pay the Annual Subscription within one calendar month after notice is given to the Member.
- (c) The payment of the Annual Subscription by a Member may be authorised by the Directors as a pro-rata subscription payable for the remainder of the year in which the Member was admitted.
- (d) No Member whose Annual Subscription remains unpaid after 1 September in any year shall have the right to receive notices or publications, hold office or vote in any ballot or proceeding of the Company, until the Annual Subscription is paid.
- (e) The Board may in its absolute discretion waive in part or in full the requirement for payment of an Annual Subscription by any Member.

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

A Member's membership of the Company will immediately cease:

- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) if a majority of three-quarters of the Directors of the Board present and voting at a meeting of Directors by resolution terminate the membership of a Member:
  - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company; and
  - (ii) who has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed; or
- (c) if the Member fails to make payment of the Annual Subscription in accordance with clause 7.3(b) within a period of time as determined by the Directors and the Directors resolve that such Member cease to be a Member; or
- (d) if the Member:
  - (i) dies;
  - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
  - (iii) files or is the subject of a petition for bankruptcy;
  - (iv) transfers its membership to a Division (not being the ACT Division); or
  - (v) ceases to meet the requirements for eligibility for membership set out in clause 8.

## 8. Classes of membership

### 8.1 General classes

The Company will have the following classes of Members:

- (a) Individual Member;
- (b) Corporate Member;
- (c) Corporate Sponsor Member; and
- (d) Honorary Life Member.

### 8.2 Individual Member

- (a) A person is eligible to be admitted as an Individual Member if the person is:
  - (i) not an undischarged bankrupt; and
  - (ii) engaged in or has been engaged in or interested in:
    - (A) the practice of public administration; and
    - (B) teaching or the study of public administration or related subjects.
- (b) Each Individual Member has the right to receive notice of and to attend general meetings of the Company.

### 8.3 Corporate Member

- (a) A corporation, body or organisation is eligible to be admitted as a Corporate Member if it is a:
  - (i) government department;
  - (ii) statutory authority;
  - (iii) local government; or
  - (iv) other corporation or body,  
involved in or interested in public administration.
- (b) Each Corporate Member has the right to receive notice of and to attend general meetings of the Company.
- (c) Corporate Members have the following sub-classes of membership:
  - (i) **(Large Corporate Member)** a Large Corporate Member is a corporation, body or organisation which:
    - (A) has equal to or in excess of 1,000 staff; or
    - (B) is a Commonwealth Department;
  - (ii) **(Medium Corporate Member)** a Medium Corporate Member is a corporation, body or organisation which has in between 200 to 1,000 staff; and
  - (iii) **(Small Corporate Member)** a Small Corporate Member is a corporation, body or organisation which has equal to or fewer than 200 staff.

### 8.4 Corporate Sponsor Member

- (a) A corporation, body or organisation is eligible to be admitted as a Corporate Sponsor Member if it has provided sponsorship (whether monetary or in kind) to support the Company, and it is involved in or interested in public administration.



- (b) Each Corporate Sponsor Member has the right to receive notice of and to attend general meetings of the Company.

## **8.5 Honorary Life Member**

- (a) The Board may appoint a person as an Honorary Life Member if the person has rendered significant service to the Company, Institute of Public Administration Australia Incorporated ABN 67 823 323 988, the ACT Division or to any other Division.
- (b) Each Honorary Life Member has the right to receive notice of and to attend general meetings of the Company.

## **9. Representative**

### **9.1 Right to nominate Representative**

- (a) Each Corporate Member and Corporate Sponsor Member may nominate, by written notice to the Secretary, a person to act as its Representative.
- (b) If a Corporate Member or Corporate Sponsor Member ceases to be a Member in accordance with clause 7.4, that Member will no longer have the right to appoint a Representative.

### **9.2 Revocation of nomination**

Each Representative shall have the right on behalf of the Corporate Member or a Corporate Sponsor Member (and to the extent only to which a Corporate Member or a Corporate Sponsor Member would be entitled to do so) to attend general meetings, meetings of directors, and generally exercise all rights of membership on behalf of the Corporate Member or a Corporate Sponsor Member.

### **9.3 Revoke representative**

A Corporate Member or Corporate Sponsor Member may from time to time by written notice to the Secretary, revoke the nomination of any such Representative and nominate another Representative in his or her place.

## **10. Powers of attorney**

- (a) If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.
- (b) If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- (c) The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

## **11. General meetings**

### **11.1 Annual general meeting**

The Board must call annual general meetings in accordance with the Corporations Act, at such time and place as may be determined by the Board.

### **11.2 Calling general meeting**

- (a) Any Director may, at any time, call a general meeting.

- (b) A general meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (c) The Directors must call and arrange to hold a general meeting on the request of Members with at least 5% of the votes that may be cast at a general meeting.
- (d) A Member may not request or call and arrange to hold a general meeting except under sections 249E or 249F of the Corporations Act.

## 12. Notice of general meeting

### 12.1 Notice required

Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

### 12.2 Form of notice

- (a) A notice calling a general meeting:
  - (i) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
  - (ii) must state the general nature of the business to be transacted at the meeting; and
  - (iii) may specify a place and electronic address for the purposes of proxy appointment.
- (b) A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
  - (i) the consideration of the annual financial report, Directors' report and the Auditor's report (if any);
  - (ii) the election of directors; or
  - (iii) the appointment and fixing of the remuneration of the Auditor (if any).

### 12.3 Director's rights

- (a) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 11.2(c)).
- (b) The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 27(a) entitled to receive notices from the Company.

### 12.4 Accidental omission

An accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

## 13. Proceedings at general meetings

### 13.1 Member

In clauses 13.2, 13.3, 13.5 and 14.1, **Member** includes a Member present in person or by proxy or attorney or a Representative.

### 13.2 Quorum

- (a) No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum of Members is any 12 Members.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
  - (i) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
  - (ii) in any other case:
    - (A) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
    - (B) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

### 13.3 Role of the chairperson

- (a) The President, or in the President's absence a Deputy President, will be the chairperson at every general meeting.
- (b) The Directors present may elect a chairperson of a general meeting if:
  - (i) there is no President or a Deputy President; or
  - (ii) neither the President nor a Deputy President is present within 15 minutes after the time appointed for holding the general meeting; or
  - (iii) the President and Deputy Presidents are unwilling to act as chairperson of the general meeting.
- (c) If the Directors make no election under clause 13.3(b) when they are entitled to do so, then:
  - (i) the Members may elect one of the Directors present as chairperson; or
  - (ii) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- (d) If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.
- (e) The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting will be determined by the chairperson.

### 13.4 Adjournment

- (a) The chairperson of a general meeting at which a quorum is present:
  - (i) in his or her discretion may adjourn the general meeting with the meeting's consent; and
  - (ii) must adjourn the general meeting if the meeting directs him or her to do so.
- (b) An adjourned general meeting may take place at a different venue to the initial general meeting.
- (c) The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- (d) Notice of an adjourned general meeting must only be given in accordance with clause 12.1 if a general meeting has been adjourned for more than 21 days.

### **13.5 Decision on questions**

- (a) A resolution put to the vote of a meeting is to be decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- (b) Unless a poll is demanded:
  - (i) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
  - (ii) an entry to that effect in the minutes of the meeting,are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (c) The demand for a poll may be withdrawn.
- (d) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

### **13.6 Taking a poll**

- (a) If a poll is demanded under clause 13.5(b), a poll will be taken when and in the manner that the chairperson directs.
- (b) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (c) The chairperson may determine any dispute about the admission or rejection of a vote.
- (d) The chairperson's determination, if made in good faith, will be final and conclusive.
- (e) A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- (f) After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

### **13.7 Written resolutions of Members**

- (a) Subject to the Corporations Act, the Company may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Member signs the document.
- (b) For the purposes of clause 13.7(a), separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause 13.7 may be in the form of an electronic transmission.
- (d) For the purposes of clause 13.7(a), a document will be taken to be signed by a Member if it:
  - (i) includes or is accompanied by a personal identification code allocated by the Company to the Member; or
  - (ii) has been authorised by the Member in another manner approved by the Board.

### **13.8 Casting vote of chairperson**

The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy or attorney.

## 14. Votes of Members

### 14.1 Entitlement to vote

- (a) Subject to clause 14.1(e):
  - (i) each Large Corporate Member is entitled to cast 5 votes;
  - (ii) each Medium Corporate Member is entitled to cast 3 votes; and
  - (iii) each Small Corporate Member is entitled to cast 2 votes.
- (b) Each Corporate Sponsor Member is entitled to cast 3 votes.
- (c) Each Individual Member is entitled to cast 1 vote.
- (d) Each Honorary Life Member is entitled to cast 1 vote.
- (e) Despite any other provision in this Constitution, if at any time the total number of votes that can be cast by Commonwealth Entity and Commonwealth Company Members is more than one half of the maximum number of votes that might be cast at a general meeting of the Company, then the number of votes that the Commonwealth Entity and Commonwealth Company Members are entitled to cast will be proportionately reduced so that they equal 49% of the maximum number of votes that may be cast at a general meeting.

### 14.2 Objections

- (a) An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- (b) An objection must be referred to the chairperson of the general meeting, whose decision is final.
- (c) A vote which the chairperson does not disallow because of an objection is valid for all purposes.

### 14.3 Votes by proxy

- (a) If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- (b) A proxy may but need not be a Member.
- (c) A proxy may demand or join in demanding a poll.
- (d) A proxy or attorney may vote on a poll.
- (e) A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

### 14.4 Document appointing proxy

- (a) An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by section 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- (b) For the purposes of clause 14.4(a), an appointment received at an electronic address will be taken to be signed by the Member if:
  - (i) a personal identification code allocated by the Company to the Member has been input into the appointment; or
  - (ii) the appointment has been verified in another manner approved by the Directors.

- (c) A proxy's appointment is valid at an adjourned general meeting.
- (d) A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- (e) Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney the appointment of the proxy or the attorney will be taken to confer authority:
  - (i) to vote on:
    - (A) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
    - (B) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
  - (ii) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- (f) If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

#### **14.5 Lodgement of proxy**

- (a) The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
  - (i) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
  - (ii) the taking of a poll on which the appointee proposes to vote.
- (b) The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
  - (i) the Company's registered office; or
  - (ii) a place or electronic address specified for that purpose in the notice of meeting.

#### **14.6 Validity**

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

## **15. Council**

### **15.1 Role**

The role of the Council is to:

- (a) identify and provide advice to the Board on strategic drivers in public administration;

- (b) advise the Board on the implementation of the strategic direction of the Company;
- (c) review and advise the Board on the existing policies of the Company in respect of public administration issues;
- (d) appoint the Board in accordance with clause 15.6;
- (e) appoint the President in accordance with clause 15.4(a); and
- (f) appoint the Deputy Presidents in accordance with 15.5(a).

For clarity, the Council's role set out in paragraphs (a), (b) and (c) above are advisory in nature.

## 15.2 Membership

The members of the Council are:

- (a) the President;
- (b) two Deputy Presidents; and
- (c) seventeen (17) other Councillors.

## 15.3 Appointment to Council

- (a) Subject to clause 15.3(f), the Council shall be appointed by the Members.
- (b) Calls for nominations for Councillors shall be made with a closing date before 1 July every three (3) years and each nomination must be endorsed by a Member.
- (c) In order for a person to be eligible for appointment to Council, that person must be a Member of the Company, or be an employee or member of the staff of a Corporate Member or Corporate Sponsor Member.
- (d) Where an election is necessary, ballot papers and profiles on all candidates shall be sent out to Members no later than 1 August in the relevant calendar year. Results of the process shall be announced at the annual general meeting following the election result and also be notified in a divisional publication or on the Company's website.
- (e) A Councillor is appointed for a period of three (3) years, starting on the end of the annual general meeting which announced the results of the ballot for his or her election (the **Commencement AGM**) until the end of the second annual general meeting which follows the annual general meeting held after the Commencement AGM.
- (f) Despite any other provision in this Constitution, the Council may at any time:
  - (i) appoint any eligible person to be a Councillor to fill a casual vacancy; or
  - (ii) co-opt up to two additional eligible persons to be Councillors.
- (g) A Councillor appointed under clause 15.3(f)(i) holds office until the conclusion of the term of appointment of the Councillor for whom the casual vacancy arose.
- (h) A Councillor appointed under clause 15.3(f)(ii) holds office for the period determined by Council, but not longer than a term of three (3) years per appointment.

## 15.4 President

- (a) The President shall be appointed by Council.
- (b) Unless otherwise resolved by the Board, the President will act as chairperson for all general meetings, Council meetings, and Board meetings. The President holds office for the period determined by the Council, but not longer than a term of three (3) years per appointment.

## 15.5 Deputy Presidents

- (a) Two Deputy Presidents shall be appointed by Council.

A Deputy President holds office for the period determined by the Council, but not longer than a term of three (3) years per appointment.

### **15.6 Appointment of the Board**

- (a) Subject to clause 16, Council shall appoint the Directors (other than the President) on such terms as they think fit.
- (b) Until the Company resolves otherwise:
  - (i) there will be a minimum of five Directors (other than the President); and
  - (ii) in order for a person to be eligible for appointment as a Director, that person need not be a Member of the Company.
- (c) The power to appoint new members to the Board or to change the membership of the Board is to be determined solely by Council.
- (d) Each member of the Board will hold office for a term of three (3) years, from the date of their appointment. A member of the Board who has served two (2) consecutive terms will be ineligible for re-appointment to the Board for a third consecutive term.

### **15.7 Council meetings**

- (a) A Councillor may at any time, and the Secretary must on the request of a Councillor, call a Council meeting.
- (b) Reasonable notice of a Council meeting must be given to each Councillor, unless the President considers the business of the meeting to be urgent.
- (c) It is not necessary to give notice of a meeting of Council to an Australian resident whom the Secretary, when giving notice to the other Councillors, reasonably believes to be temporarily outside Australia.
- (d) By attending a Council meeting, a Councillor waives any objection he or she may have had in relation to the notice of meeting.
- (e) An accidental omission to give notice of a meeting of Council to any Councillor or the non-receipt of such notice by any Councillor does not invalidate the proceedings at or any resolution passed at the meeting.
- (f) A Council meeting may be held by the Councillors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (g) Each of the Councillors need not all be physically present in the same place for a Council meeting to be held.
- (h) Subject to clause 18.3, a Councillor who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- (i) Subject to this clause 15.7, the Council may meet together, adjourn and regulate their meetings as they think fit.
- (j) A quorum for meetings of the Council is eight Councillors.
- (k) Notice of a meeting of the Council may be given in writing or in person, or the meeting may be otherwise called by fax, email, telephone or any other technology consented to by all the Councillors.

### **15.8 Chair of Council meetings**

- (a) The chairperson of Council meetings shall be the President.
- (b) If the President is not present at any Council meeting within thirty minutes after the time appointed for the meeting to begin, one of the Deputy Presidents shall chair. In the absence of



the President and Deputy Presidents, the Councillors who are present must elect a Councillor to be chairperson of the meeting.

## **15.9 Decision on questions**

Questions arising at a meeting of Council are to be decided by a majority of votes of the Councillors present and voting and, subject to clause 18.3, each Councillor has one vote. The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

## **16. Interim arrangements**

### **16.1 Council**

- (a) The initial Councillors in office on the date this Constitution comes into effect are the persons who have been appointed by the Existing Members, prior to registration of the Company as a company limited by guarantee under the Corporations Act. The initial Councillors hold office until the date new Councillors are appointed in accordance with clause 15.3(e).
- (b) Upon registration of the Company, the Executive Committee will be dissolved and all members of the Executive Committee will cease to hold office.

### **16.2 Board**

- (a) The initial Directors of the Company are the persons who have consented to act as directors and are set out in the Company's application for registration as a company. Those persons hold office subject to this Constitution, until they are replaced by Council in accordance with clause 15.6.
- (b) For clarity, the initial Directors are the persons who have been appointed by the Executive Committee prior to the registration of the Company as a company limited by guarantee under the Corporations Act.

## **17. The Board**

### **17.1 Powers of the Board**

- (a) The business of the Company is managed by or under the direction of the Board who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- (b) The Board will take into account policy advice of Council.

### **17.2 Members of the Board**

- (a) The Members of the Board are:
  - (i) the President (who will occupy the position of Chair of the Board); and
  - (ii) five other Directors appointed by members of the Council.
- (b) For clarity, a Councillor is eligible to be a Director.

### **17.3 Duties of a Director**

Each Director is subject to, and must comply with, the following duties:

- (a) to exercise the Director's powers and discharge the Director's duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;

- (b) to act in good faith in the Company's best interests, and to further the purposes of the Company;
- (c) not to misuse the Director's position;
- (d) not to misuse information obtained in the performance of the Director's duties as a Director of the Company;
- (e) to disclose perceived or actual material conflicts of interest of the Director;
- (f) to ensure that the Company's financial affairs are managed in a responsible manner; and
- (g) not to allow the Company to operate while insolvent.

#### **17.4 Board meetings**

- (a) A Director may at any time, and the Secretary must on the request of a Director, call a Board meeting.
- (b) Reasonable notice of a Board meeting must be given to each Director, unless the President considers the business of the meeting to be urgent.
- (c) It is not necessary to give notice of a meeting of the Board to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- (d) By attending a Board meeting, a Director waives any objection he or she may have had in relation to the notice of meeting.
- (e) An accidental omission to give notice of a meeting of the Board to any Director or the non-receipt of such notice by any Director does not invalidate the proceedings at or any resolution passed at the meeting.
- (f) Subject to the Corporations Act, a Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (g) Each of the Directors need not all be physically present in the same place for a Board meeting to be held.
- (h) Subject to clause 18.3, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- (i) Clauses 17.4(f) and 17.4(g) apply to meetings of Committees as if all committee members were Directors.
- (j) Subject to this clause 17.4, the Board may meet together, adjourn and regulate their meetings as they think fit.
- (k) A quorum for meetings of the Board is four Directors.
- (l) Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Board, the chairperson may call a general meeting to deal with the matter.
- (m) Notice of a meeting of the Board may be given in writing or in person, or the meeting may be otherwise called by fax, email, telephone or any other technology consented to by all the Directors.

#### **17.5 Chair of Board meetings**

- (a) The chairperson of Board meetings shall be the President.
- (b) If the President is not present at any Board meeting within thirty minutes after the time appointed for the meeting to begin, one of the Deputy Presidents shall chair. In the absence of

the President and Deputy Presidents, the members of the Board who are present must elect a Director to be chairperson of the meeting.

## **17.6 Decision on questions**

Questions arising at a meeting of the Board are to be decided by a majority of votes of the Directors present and voting and, subject to clause 18.3, each Director has one vote. The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

## **17.7 Remaining Directors**

The Board may act even if any of the directors' positions are vacant. If the number of Directors is not sufficient to constitute a quorum at a Board meeting, the Board may act only to call a general meeting.

# **18. Directors and Councillors**

## **18.1 Suspension of a Director or Councillor**

- (a) Subject to applicable law, if Council consider in their discretion, acting reasonably, that the conduct or position of any Director or Councillor is such that continuance in office is likely to be prejudicial to the interests of the Company, Council, at a meeting of the Councillors specifically called for that purpose, may suspend that Director or Councillor. The relevant Councillor will not be eligible to vote on the resolution.
- (b) As soon as possible after the suspension (subject to the notice provisions in the Corporations Act and this Constitution), Council must call a general meeting, at which the Members may either confirm the suspension and remove the Councillor or Director from office or annul the suspension and reinstate the Councillor or Director.
- (c) Notwithstanding clauses 18.1(a) and 18.1(b) and subject to applicable law, if the Board considers in their discretion, acting reasonably, that the conduct of a Director is such that continuance in office is likely to be prejudicial to the interests of the Company, the Board, at a meeting of the Directors specifically called for that purpose, may suspend that Director for a period not exceeding 7 days. The relevant Director will not be eligible to vote on the resolution. Council may also extend any suspension imposed on a Director under this clause 18.1(a).

## **18.2 Payments to Directors or Councillors**

No payment will be made to any Director or Councillor of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director or Councillor in the performance of any duty as Director or Councillor where the amount payable does not exceed an amount previously approved by the Board;
- (b) for any service rendered to the Company by the Director or Councillor in a professional or technical capacity, other than in the capacity as Director or Councillor, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director or Councillor as an employee of the Company where the terms of employment have been approved by the Board; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

### 18.3 Directors' and Councillors' Interests

- (a) As required by the Corporations Act, a Director must give the Board notice of any material personal interest in a matter that relates to the affairs of the Company.
- (b) A Councillor must give Council notice of any material personal interest in a matter that relates to the affairs of the Company.
- (c) No contract made by a Director or Councillor with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director or Councillor may be in any way interested is avoided or rendered voidable merely because of the Director or Councillor holding office or because of any fiduciary obligations arising out of that office.
- (d) No Director or Councillor 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 or Councillor holding office or because of any fiduciary obligations arising out of that office.
- (e) A Director or Councillor is not disqualified from being a Director or Councillor merely because the Director or Councillor has contracted with the Company in any respect.
- (f) Subject to clause 18, a Director or a Councillor or a body or entity in which a Director or Councillor has a direct or indirect interest may:
  - (i) enter into any agreement or arrangement with the Company;
  - (ii) hold any office or place of profit other than as auditor in the Company; and
  - (iii) act in a professional capacity other than as auditor for the Company,and the Director or the Councillor or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
- (g) A Director or Councillor who has a material personal interest in a matter that is being considered at a Council or Board meeting must not:
  - (i) be present while the matter is being considered at the meeting; or
  - (ii) vote on the matter,unless, in the case of a Director, permitted by the Corporations Act to do so, in which case the Director may:
  - (iii) be counted in determining whether or not a quorum is present at any meeting considering that contract or arrangement or proposed contract or arrangement;
  - (iv) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
  - (v) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (h) A Director or Councillor may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director or Councillor as a director or officer of, or from having an interest in, that body corporate.
- (i) The powers and responsibilities of a Director or Councillor under this clause 18.3 are subject to the Company meeting, and continuing to meet, the governance standards in Division 45 of the ACNC Act.

## **18.4 Vacation of office of Director or Councillor**

- (a) A person immediately ceases to be a Director or Councillor if he or she:
  - (i) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Board incapable of performing his or her duties;
  - (ii) resigns by notice in writing to the Company;
  - (iii) is removed by a resolution of the Company;
  - (iv) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
  - (v) is absent from Board or Council meetings for 6 consecutive months without leave of absence;
  - (vi) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest (including in the case of a Director) as required by the Corporations Act.
- (b) In addition to clause 18.4(a), a person immediately ceases to be a Director if he or she:
  - (i) ceases to be a Director by virtue of the Corporations Act;
  - (ii) is prohibited by the Corporations Act from holding office or continuing as a Director;
  - (iii) is prohibited from holding or is removed from the office of Director by an order made under the Corporations Act.

## **19. Delegation**

### **19.1 Board**

- (a) The Board may delegate any of its powers, other than those which by law must be dealt with by the Directors as a board, to a committee.
- (b) The Board may at any time revoke any delegation of power to a committee.
- (c) At least one member of each committee must be a Director.
- (d) A committee must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- (e) A committee may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.

### **19.2 Council**

- (a) Council may establish committees to consider issues relevant to public administration.
- (b) Council may at any time dissolve a committee established by Council.
- (c) At least one member of each committee must be a Councillor.

### **19.3 Committee meetings**

Meetings of any Committee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board or Council.

## 20. Written resolutions

- (a) If:
- (i) all the Directors who are eligible to vote on a resolution (other than any Director on leave of absence approved by the Directors, any Director who disqualifies himself or herself from considering the resolution in question and any Director who would be prohibited by the Corporations Act from voting on the resolution in question) sign, consent or agree to a resolution set out or identified in a document; and
  - (ii) the Directors who sign, consent or agree to the resolution would have constituted a quorum at a meeting of the Board held to consider that resolution,
- then a resolution in those terms is taken to have been passed by the Board without a meeting. The resolution is passed when the last Director signs or provides their consent or agreement.
- (b) For the purposes of clause 20(a), separate copies of a document may be used for signing or the provision of consent or agreement by the Board if the wording of the resolution is identical in each copy.
- (c) Any document referred to in this clause may be a document in the form of a facsimile transmission, electronic notification, or produced by other electronic or mechanical means.
- (d) A Director may consent or agree to a resolution by:
- (i) signing the document containing the resolution (or a copy of the document);
  - (ii) sending the consent or agreement in any document produced under the name of the Director with the Director's authority;
  - (iii) delivering to the Company's registered office a written document addressed to the Secretary or the chairperson of Directors, signifying assent to the resolution and either setting out its terms or otherwise clearly identifying the resolution;
  - (iv) telephoning the Secretary or the chairperson of Directors and signifying assent to the resolution and clearly identifying its terms; or
  - (v) any other means approved from time to time by the Directors.
- (e) If a resolution is taken to have been passed in accordance with this clause, the minutes must record that fact.
- (f) This clause applies to:
- (i) meetings of Council;
  - (ii) meetings of Director's committees;
  - (iii) meetings of Councillor's committees,
- as if all members of Council, or the relevant committee were Directors.
- (g) Any document referred to in this clause 20 must be sent to every person who is entitled to vote on the relevant resolution.

## 21. Validity of acts of Directors or Councillors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or Councillor or member of a Committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Board, Council, or the Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

## **22. Minutes and Registers**

- (a) The Board must cause minutes to be made of:
  - (i) the names of the Directors present at all Board meetings and meetings of Board committees;
  - (ii) all proceedings and resolutions of general meetings, Board meetings and meetings of Board committees;
  - (iii) all resolutions passed by Board in accordance with clause 20;
  - (iv) all appointments of officers;
  - (v) all orders made by the Board and Board committees; and
  - (vi) all disclosures of interests made under clause 18.3.
- (b) Council must cause minutes to be made of:
  - (i) the names of Councillors present at all Council meetings and meetings of Council committees;
  - (ii) all proceedings and resolutions of Council meetings and meetings of Council committees;
  - (iii) all resolutions passed by Council in accordance with clause 20;
  - (iv) all appointments of officers;
  - (v) all orders made by Council and Council committees; and
  - (vi) all disclosures of interests made under clause 18.3.
- (c) Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- (d) The Company must keep all registers required by this Constitution and the Corporations Act, including a Register of Members.

## **23. Appointment of attorneys and agents**

- (a) The Board may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint a person in accordance with clause 23(b) to be the attorney or agent of the Company:
  - (i) for the purposes;
  - (ii) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
  - (iii) for the period; and
  - (iv) subject to the conditions,  
determined by the Board.
- (b) An appointment by the Board of an attorney or agent of the Company may be made in favour of:
  - (i) any company;

- (ii) the members, directors, nominees or managers of any company or firm; or
  - (iii) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- (c) A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board think fit.
- (d) An attorney or agent appointed under this clause may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

## **24. Company Secretary**

- (a) There must be at least one Secretary of the Company appointed by the Board.
- (b) The Secretary is entitled to attend and be heard on any matter at all Board and general meetings.

## **25. Inspection of records**

- (a) Except as otherwise required by law, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members.
- (b) Except as otherwise required by law, a Member does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Board.

## **26. Service of notices**

- (a) Notice may be given by the Company to any person who is entitled to notice under this Constitution:
  - (i) by serving it on the person; or
  - (ii) by sending it by post or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- (b) A notice sent by post is taken to be served:
  - (i) by properly addressing, prepaying and posting a letter containing the notice; and
  - (ii) on the day after the day on which it was posted.
- (c) A notice sent by electronic notification is taken to be served:
  - (i) by properly addressing the electronic notification and transmitting it; and
  - (ii) on the day of its transmission except if transmitted after 5.00pm in which case is taken to be served on the next day.
- (d) If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office or on the Company's web site.
- (e) A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 26.



- (f) A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- (g) Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- (h) All notices sent by post outside Australia must be sent by prepaid airmail post.

## **27. Persons entitled to notice**

- (a) Notice of every general meeting must be given to:
  - (i) every Member;
  - (ii) every Director; and
  - (iii) any Auditor.
- (b) No other person is entitled to receive notice of a general meeting.

## **28. Audit and accounts**

- (a) The Board must cause the Company to keep written financial records in relation to the business of the Company as required by law.
- (b) The Board must cause the financial records of the Company to be audited or reviewed as required by law.

## **29. Winding up**

- (a) If the Company is wound up:
  - (i) each Member; and
  - (ii) each person who has ceased to be a Member in the preceding year,  
undertakes to contribute to the property of the Company for the:
    - (iii) payment of debts and liabilities of the Company (in relation to clause 29(a)(ii), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
    - (iv) adjustment of the rights of the contributories amongst themselves,  
such amount as may be required, but not exceeding \$10.00.
- (b) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to a corporation which, by its constitution, is:
  - (i) required to pursue similar charitable purposes to those pursued by the Company;
  - (ii) required to apply its profits (if any) or other income in promoting its objects; and
  - (iii) prohibited from making any distribution to its members or making payments to its directors (other than in circumstances contemplated by clause 18),  
such corporation to be determined by the Members at or before the winding up and, in default, by application to the Supreme Court of the Australian Capital Territory for determination.

### 30. Indemnity and insurance

- (a) To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act and any other applicable statutory restrictions, the Company indemnifies every person who is or has been an officer of the Company against:
- (i) any and all liabilities (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment);
  - (ii) any and all reasonable legal costs incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); and
  - (iii) any and all reasonable legal costs incurred by that person in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- (b) To the extent permitted by law and subject to the restrictions in section 199B of the Corporations Act, the Company may, and may agree (by deed or otherwise) to:
- (i) enter into a contract insuring a person who is or has been an officer of the Company against liabilities incurred by the person as an officer of the Company; and
  - (ii) pay the premium under any such contract.
- (c) Subject to the Corporations Act and any other applicable statutory restrictions, the Company may advance, and may agree (by deed or otherwise) to advance, to a person who is or has been an officer of the Company an amount that it might become liable to pay to the person under clause 30(a)(iii), on such terms and conditions as the Directors decide, before the outcome of any claim or proceedings to which the amount relates (and whether the Company is in fact liable to indemnify the person under clause 30(a)(iii) in respect of the amount) is known. If, after the Company makes any such advance, the Directors form the view that the Company is not liable to indemnify the person for the relevant amount, the Directors may recover any advance from the person as a debt due by the person to the Company.
- (d) Subject to the Corporations Act and without limiting a person's rights under this clause 30, the Company may enter into an agreement (including a deed) with a person who is or agrees to become or has been an officer of the Company to give effect to the rights of the person under this clause 30, or to the exercise of a discretion under this clause 30, on any terms and conditions that the Directors think fit. Any such agreement may also give the person rights to inspect and obtain copies of the books of the Company for the purposes, and on such other terms and conditions, as the Directors decide.
- (e) For the avoidance of doubt, the Directors may authorise the Company to enter into any agreement (including a deed) permitted by this clause 30.
- (f) The amount of any indemnity payable under paragraph (a), (b) or (c) of clause 30(a) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- (g) If, for any reason and by any means, any tax is or would be imposed on a person in respect of any sum paid or payable to the person under this clause 30 (**Indemnity Payment**), then the amount of any indemnity payable under this clause 30 will include any additional amount required to ensure that the total amount retained by the person (after allowing for the amount of such tax and after taking into account any tax deduction or tax benefit available to the

person, at any time, that is attributable to the liability or legal costs to which the Indemnity Payment relates) is equal to the amount that would have been retained by the person if such tax was not imposed in respect of the Indemnity Payment. Payment of any such additional amount is conditional on the person providing the Company with all information and assistance reasonably required to enable the Company to calculate and verify the amount.

- (h) For the purposes of this clause, **officer** means a Director or Secretary of the Company.

## 31. By-laws

- (a) The Board may make, repeal or amend such by-laws or rules as it sees fit for the management and administration of the Company (including in relation to proceedings at meetings of Members convened in accordance with this Constitution and in relation to Annual Subscriptions), or the carrying out of the Company's objects, provided that such by-laws or rules are not inconsistent with this Constitution or the Corporations Act or each other.
- (b) Any by-laws or rules made by the Board in accordance with clause 31(a) will be binding on Members, Councillors and Directors, to the extent that they relate to them.
- (c) The Company may notify Members, including by publishing on the Company's website, or through other electronic or other means, of any by-laws or rules made by the Board in accordance with clause 31(a).