



Internet
Association
of Australia

**CONSTITUTION
OF
INTERNET ASSOCIATION OF AUSTRALIA LTD**

ACN: 168 405 098

A Public Company Limited by Guarantee under the *Corporations Act 2001* (Cth)

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Constitution of Internet Association of Australia Ltd

1. DEFINITIONS AND INTERPRETATION	1
1.1 Definitions	1
1.1 Interpretation	2
1.2 Replaceable Rules	3
2. COMPANY NAME AND OBJECTS	3
2.1 Company Name	3
2.2 Type of company	3
2.3 Objects of the Company	3
2.4 Powers of the Company	3
2.5 Non-profit nature of Company	3
3. MEMBERSHIP	4
3.1 Classes and criteria of Membership	4
3.2 Rights of Members	4
3.3 Variation or cancellation of class rights	5
3.4 Application for Membership of the Company	5
3.5 Consideration by the Board	5
3.6 Board may require further information	5
3.7 Decision on application	5
3.8 Member rights non-transferable	6
3.9 Entry on Register of Members	6
3.10 Failure to pay the Initial Membership Fee	6
3.11 Register of Members	6
3.12 Member to notify changes	6
3.13 Representatives of Members	6
4. MEMBERSHIP OBLIGATIONS	7
4.1 Membership Fee	7
4.2 Payment of Membership Fee	7
4.3 Failure or Refusal to Pay	7
4.4 Notice of Cancellation of Membership	7
4.5 Restoration of Membership	7
4.6 Board may waive	7
5. CESSATION OF MEMBERSHIP AND EXPULSION	7
5.1 Cessation of Membership	7
5.2 Resignation	8
5.3 Money owing on cessation	8
5.4 Discipline of Members	8
5.5 Expulsion of Member	8
6. GENERAL MEETINGS	9
6.1 Calling General Meetings	9
6.2 Period of Notice	9
6.3 Shorter notice	9
6.4 Persons entitled to notice	9
6.5 Contents of notice	10
6.6 Annual General Meetings	10
6.7 Technology	10
6.8 Omission to give notice	10
6.9 Cancellation or postponement of General Meeting	11
6.10 Adjournment of meetings	11
6.11 Adjourned meeting	11
7. PROCEEDINGS AT GENERAL MEETINGS	11
7.1 Representation of Members	11
7.2 Quorum	11
7.3 Failure of quorum	11
7.4 Chair of General Meetings	11
7.5 Method of voting	12
7.6 Conduct of poll	12
7.7 Resolutions determined by majority	12
8. ENTITLEMENT TO ATTEND AND VOTE	12
8.1 Entitlement to Vote	12
8.2 Appointment of a proxy	12
8.3 Proxy must vote as directed	12
8.4 Deposit of instruments	12

8.5	Multiple Appointments	13
8.6	Objections to Right to Vote	13
9.	DIRECT VOTING	13
10.	BOARD OF DIRECTORS	13
10.1	Number of Directors	13
10.2	Qualification and eligibility to be a Director	13
10.3	Term and retirement of Directors	14
10.4	Election of Elected Directors	15
10.5	Appointed Directors	15
10.6	Casual vacancies	15
10.7	Alternate Directors	16
10.8	Vacation of Office	16
10.9	Removal of Director by Company	16
10.10	Less than Minimum Number of Directors	16
10.11	Office bearers – Chair & Deputy Chair	16
11.	DIRECTORS' REMUNERATION	17
12.	MATERIAL PERSONAL INTEREST	17
12.1	Director's Duty to Disclose	17
12.2	Standing Notice of Interest	17
12.3	Directors' Interests	17
13.	POWERS OF THE BOARD	18
14.	DELEGATION OF POWERS	18
14.1	Delegation to Committees and others	18
15.	PROCEEDINGS OF THE BOARD	19
15.1	Board Meetings	19
15.2	Chair of Board meetings	19
15.3	Exercise of powers by Board	19
15.4	Written resolution of Directors	19
15.5	Validity of acts of Directors	20
16.	COMPANY ADMINISTRATION	20
16.1	Minutes	20
16.2	Inspection of Records	20
16.3	Execution of documents	20
16.4	Common Seal	20
17.	SECRETARY	20
18.	ACCOUNTS AND AUDIT	21
18.1	Company to keep accounts	21
18.2	Audit	21
19.	NOTICES	21
19.1	Services of Notices	21
19.2	Where Member has not provided address or electronic contact address	21
19.3	Time of service of notices	21
20.	INDEMNITY	21
21.	INSURANCE	22
22.	GENERAL AUTHORISATION	22
23.	WINDING UP	22
24.	TRANSITIONAL PROVISIONS	22
24.1	Transition – Maximum Continuous Period	22

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

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

Appointed Director means a person appointed by the Board as a Director in accordance with rule 10.5.

Annual General Meeting means the general meeting of the Members held in accordance with rule 6.1(c).

Auditor means the auditor of the Company appointed by the Members from time to time.

Board means all or some of the Directors for the time being acting as a board.

Chair means the person appointed under rule 10.11 to that role.

Class has the meaning given to it in rule 3.1(a).

Company means Internet Association of Australia Ltd.

Constitution means this Constitution.

Deputy Chair means the person appointed under rule 10.11(a) to that role.

Director means a person who is at any time, a director of the Company.

Direct Vote has the meaning given to the term "direct vote" in rule 9.

Elected Director means a person elected as a Director in accordance with rule 10.4 or a person appointed to fill a casual vacancy in that position under rule 10.6.

General Meeting means a general meeting of the Members held in accordance with rule 6.

IAA Inc means Internet Association of Australia Incorporated (WA registration number A1004987S).

Insolvency Event means the occurrence of any of the following events in relation to a person (in each case, the **relevant person**): (A) the relevant person ceases to (or is unable to) pay its creditors (or any class of them) in the ordinary course of business, or announces its intention to do so; (B) a receiver, receiver and manager, administrator, liquidator or similar officer is appointed to the relevant person or any of its assets; (C) the relevant person enters into, or resolves to, enter into, a scheme or arrangement, compromise or composition with any class of creditors; (D) a resolution is passed or an application to a Court is taken for the winding up, dissolution, official management or administration of the relevant person; (E) any liquidator, receiver or manager enters into possession of any of the assets of the relevant person; (F) a mortgagee, chargee or other holder of security, by itself or by or through an agent, enters into possession of all or any part of the assets of the relevant person; (G) the relevant person applies for, consents to, or acquiesces in the appointment of a trustee or receiver in respect of the person or any of its property; (H) except to reconstruct or amalgamate while solvent on terms approved by the other person, the relevant person enters into or resolves to enter into a scheme of arrangement, compromise or re-construction with its creditors (or any class of them) or with its members (or any class of them) or proposes a reorganisation, re-arrangement, moratorium or other administration of the person's affairs; or (I) anything having a substantially similar effect to any of the events specified above happens with respect to the relevant person under the law of any applicable jurisdiction.

Maximum Continuous Period means the applicable period set out in rule 10.3(c).

Member or **Membership** means a person admitted to membership of the Company in accordance with these rules.

Membership Agreement has the meaning given to it in rule 3.4(e).

Membership Fee means the fee set out in a notice issued under rule 3.7(c) and the fees payable by a Member under rule 4.1(a).

Non-voting Member has the meaning given to it in rule 3.1(c).

Objects has the meaning given to it in rule 2.3.

Officer means an officer of the Company within the meaning of section 9 of the Act.

Regulation means any regulation or by-law made by the Board in accordance with rule 13(c).

Register of Members means the register of Members kept by the Company under the Act.

Secretary means a person appointed as secretary of the Company under rule 17.

Voting Member has the meaning given to it in rule 3.1(b).

1.1 Interpretation

- (a) Headings are for convenience only and do not affect interpretation.
- (b) The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:
 - (i) The singular includes the plural, and vice versa.
 - (ii) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
 - (iii) A reference to a person includes any type of entity or body of persons, including a corporation, trust, partnership, unincorporated body or other entity, whether or not it comprises a separate legal entity, and any executor, administrator or successor in law of the person.
 - (iv) A reference to a rule is a reference to a rule in this Constitution.
 - (v) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.
 - (vi) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution.
 - (vii) The words "include", "includes", "including" and "such as" are not words of limitation and shall be interpreted as if followed immediately by the words "but not limited to" and any example given of any thing (including a right, obligation or concept) does not limit the scope of that thing.
 - (viii) A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form (including, via email).

- (ix) A word (other than a word defined in rule 1.1 or any other rule) that is defined by the Act has the same meaning in this constitution where it relates to the same matters as the matters for which it is defined in the Act.

1.2 Replaceable Rules

The replaceable rules in the Corporations Act do not apply to the Company.

2. COMPANY NAME AND OBJECTS

2.1 Company Name

The name of the Company is Internet Association of Australia Ltd.

2.2 Type of company

- (a) The Company is a public company limited by guarantee.
- (b) The liability of the Members is limited to the amount of the guarantee specified in rule 2.2(c).
- (c) Each Member undertakes to contribute to the assets of the Company in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company and of the costs, charges and expenses of winding up, such amount as may be required, not exceeding \$1.00 in the aggregate.

2.3 Objects of the Company

The Objects of the Company are to lead, promote and support the internet industry and support its Members by:

- (a) providing peering exchange services and related infrastructure, networks and services for Members;
- (b) advocating on matters of relevance to Members and the internet industry;
- (c) facilitating education and informed discussion about the internet;
- (d) establishing links with similar organisations; and
- (e) doing anything ancillary or incidental to any other matter referred to in this rule 2.3, as determined by the Board.

2.4 Powers of the Company

Solely for the purpose of furthering the Objects, the Company has the legal capacity and powers set out in section 124 of the Act.

2.5 Non-profit nature of Company

- (a) The income and property of the Company, from wherever it is derived, must be applied solely toward the promotion of the Objects.
- (b) Subject to rule 2.5(c), no part of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus, or otherwise to the Members.
- (c) Nothing in rule 2.5(a) or rule 2.5(b) shall prevent any of the following, provided they are done in good faith:
 - (i) the payment of remuneration by the Company to employees of the Company or Members or other persons in return for:
 - (a) services rendered (including personal services) to or for the benefit of the Company, as determined by the Board; or
 - (b) any goods supplied to or for the benefit of the Company, as determined by the Board;
 - (ii) the payments by the Company to Directors in accordance with rule 11; and

- (iii) the payment to a Member of interest on any money borrowed from the Member for the Objects of the Company, in accordance with any loan agreement entered into by the Company with the Member.

3. MEMBERSHIP

3.1 Classes and criteria of Membership

- (a) The Company has the following classes of Membership (each, a **Class**):
 - (i) Voting Members; and
 - (ii) Non-voting Members.
- (b) Subject to rule 3.1(d), **Voting Members** shall be limited to the following categories:
 - (i) *Corporate Member* - any company, body corporate, sole trader or partnership which:
 - (a) represents to the Company in its application for Membership that it supports the Objects; and
 - (b) satisfies any further applicable eligibility criteria that may be prescribed in the Regulations.
 - (ii) *Professional Member* - any natural person who:
 - (a) is aged 15 years or older;
 - (b) represents to the Company in their application for Membership that it supports the Objects; and
 - (c) satisfies any further eligibility applicable criteria that may be prescribed in the Regulations.
 - (iii) *Honorary Life Member* - any natural person bestowed Honorary Life Membership by the Board for their contribution to the internet industry and/or the Company. The Board may approve a maximum of two (2) new Honorary Life Memberships per calendar year.
- (c) Subject to rule 3.1(d), **Non-voting Members** are limited to any organisation, government agency and not-for-profit entity that:
 - (i) represents to the Company in its application for Membership that it supports the Objects; and
 - (ii) satisfies any further applicable eligibility criteria that may be prescribed in the Regulations.
- (d) The Board may provide for additional categories of Membership within each Class with such eligibility criteria as the Board determines, provided that in no event shall the Board provide for any additional category of Membership that purports to provide an eligible Member with rights that the Member would not otherwise have under rule 3.2.

3.2 Rights of Members

- (a) The rights of Membership of Voting Members and Non-voting Members are limited in the manner set out in rules 3.2(b) and 3.2(c), respectively, unless the Members by special resolution decide otherwise
- (b) **Voting Members** – shall each have the right to:
 - (i) receive notice of, attend and vote at any General Meeting of the Company;
 - (ii) in the case of Members who are natural persons - nominate themselves for election as an Elected Director;
 - (iii) in the case of Corporate Members – nominate an eligible natural person as a candidate for election as an Elected Director; and
 - (iv) vote in any election of Directors in accordance with rule 10.4.

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(c) **Non-voting Members:**

- (i) are entitled to receive notices of, and to attend, General Meetings, but are not entitled to speak at such meetings except where they are invited to speak at a meeting by the chair of the meeting;
- (ii) do not have any voting rights.

- (d) For the purposes of clarity, the Board may offer Members additional benefits of Membership, including benefits related to access to services provided by the Company, that may differ between Classes and categories of Membership and within categories of Membership based on the Membership Fee paid or other criteria determined by the Board.

3.3 Variation or cancellation of class rights

- (a) The rights attached to any Class of Membership may only be varied or cancelled:
- (i) by special resolution passed at a meeting of the Class of Members whose rights are being varied or cancelled; or
 - (ii) with the written consent of Members who are entitled to at least 75% of the votes that may be cast in respect of Membership of that Class of Members.
- (b) The provisions of this Constitution relating to General Meetings apply, with necessary changes, to separate Class meetings as if they were General Meetings.

3.4 Application for Membership of the Company

An applicant for Membership must:

- (a) submit an application in the form the Board prescribes from time to time;
- (b) agree to pay the Membership Fee in accordance with the time or by the date specified in a notice issued to the applicant pursuant to rule 3.7(c);
- (c) if the applicant for Membership is not a natural person, appoint in writing the applicant's proposed Representative;
- (d) agree in the application to be bound by this Constitution and any Regulations set by the Board from time to time;
- (e) agree in the application to be bound by any membership agreement specified by the Board in the application form (or any amended version thereof negotiated with the applicant and approved by the Board) (each, a "**Membership Agreement**");
- (f) agree in the application to be bound by any codes of ethics or conduct applying to the Member; and
- (g) agree in the application that they comply with the criteria set out in rule 3.1, any other relevant requirements set by the Board from time to time.

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3.5 Consideration by the Board

Where the Board receives an application for Membership that is made in accordance with rule 3.4, it will consider the application at its next meeting or implement any other procedure for the prompt consideration of the application, which may include authorising the delegation of consideration and determination of Membership applications.

3.6 Board may require further information

The Board may, in the course of determining any applicant's application for Membership in its absolute discretion and without giving any reason, require an applicant for Membership to provide such further information as the Board determines, before considering the applicant's application for Membership further. If the Board asks for more information under this rule 3.6, its final determination of the application for Membership may be deferred until after the information is provided by the applicant.

3.7 Decision on application

- (a) The Board will decide whether to accept or reject an application for Membership and if accepted, on what conditions.
- (b) The decision of the Board will be final and binding and the Board shall not be required to provide any reasons for its decision.
- (c) If the Board accepts an application for Membership, it must, as soon as practicable notify the applicant as to:
 - (i) the Class of Membership (and where applicable, the category) to which the applicant is proposed to be admitted;
 - (ii) any conditions attached to the acceptance of the application for Membership and/or the admission of the applicant to Membership, including payment of the initial Membership Fee;
 - (iii) the amount of the initial Membership Fee payable by the applicant to the Company; and
 - (iv) a date by which, and how payment of the initial Membership Fee must be made.

3.8 Member rights non-transferable

None of the rights of a Member granted by this Constitution in relation to the Company shall be chargeable, transferable, licensable or sub-licensable by their own act or by operation of law or otherwise.

3.9 Entry on Register of Members

If the Company receives payment of the initial Membership Fee set out in a notice issued under rule 3.7(c), within the time specified in the notice, the applicant will be admitted to Membership in the Class referred to in rule 3.7(c)(i) and the Company must enter the applicant's name (and any other details required by the Act) in the Register of Members.

3.10 Failure to pay the Initial Membership Fee

An application for Membership will lapse for any Member who does not pay the initial Membership Fee set out in a notice issued under rule 3.7(c) in full on or before the date specified for its payment in the notice.

3.11 Register of Members

The Company must keep a Register of Members in accordance with the Act.

3.12 Member to notify changes

A Member must promptly notify the Company (in the form determined by the Secretary) of any change to their contact details from that which was included in the Member's application for Membership.

3.13 Representatives of Members

- (a) A Member that is not a natural person shall appoint, at the time of application for Membership, one natural person who shall represent that Member at General Meetings and may vote on behalf of that Member (**Representative**).
- (b) A Member that is not a natural person may by notice to the Secretary or by updating their account with the name of a new Representative in any online platform designated by the Secretary for this purpose, change its appointed Representative.
- (c) A Member that is eligible to appoint a Representative under rule 3.13(a) may only have one appointed Representative at any one time.
- (d) The Secretary, or the Company on its behalf, will keep and maintain a register of appointed Representatives.

4. MEMBERSHIP OBLIGATIONS

4.1 Membership Fee

- (a) The Board may, from time to time, fix the amount of and time for payment of the Membership Fee payable by each Member.
- (b) The Board shall notify each Member of the amount of the Membership Fee for that Member and the dates and/or frequency on which it is payable to the Company.

4.2 Payment of Membership Fee

A Member who has been sent a notice issued pursuant to rule 4.1(b) must pay the Membership Fee by the time specified in that notice.

4.3 Failure or Refusal to Pay

- (a) If any Membership Fee of a Member set out in a notice issued pursuant to rule 4.1(b) remains unpaid for a period of 28 days after it becomes due, written notice will be given to the Member of that fact.
- (b) If any Membership Fee of a Member remains unpaid for more than 14 days after the date of a notice given under rule 4.3(a), the Board may cancel the Membership of the Member and the Secretary shall then remove or direct the Company to remove the Member's name (and the Member's appointed Representative's name, if applicable) from the Register of Members.
- (c) If the Company has not received any Membership Fees that are owing by a Member to the Company at least 7 days prior to a General Meeting and overdue at that time, the Member is not entitled to vote at the meeting. In addition, all other rights of any Member who has any overdue Membership Fees are suspended while the fee remains unpaid.

4.4 Notice of Cancellation of Membership

Where the Board cancels the Membership of a Member under rule 4.3(b), the Company must promptly notify that former Member, and note the cancellation (together with its date) in the Register of Members.

4.5 Restoration of Membership

On payment of the Membership Fee, the Board may in its absolute discretion decide to restore the Membership of a person whose Membership was cancelled under rule 4.3(b). The Board may impose any terms and conditions it determines on the restoration of Membership.

4.6 Board may waive

The Board may elect not to enforce payment, in whole or in part, of the Membership Fee, or make such other arrangements as to payment of the Membership Fee, as it thinks fit.

5. CESSATION OF MEMBERSHIP AND EXPULSION

5.1 Cessation of Membership

A Member shall cease to be a Member:

- (a) if the Member resigns in accordance with rule 5.2;
- (b) if the Member ceases to be eligible for membership in accordance with rule 3.1 (unless the Board resolves otherwise);
- (c) in the case of a Member who is a natural person:
 - (i) if the Member dies; or
 - (ii) if the Member is an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

- (d) in the case of any Member that is a corporation, if the Board determines that the Membership of the Member should be terminated because the Member has suffered an Insolvency Event or has been deregistered;
- (e) if the Member is expelled under rule 5.5;
- (f) in any other circumstances prescribed in any Membership Agreement entered into between the Company and the Member or as a result of the failure of the Member to satisfy any undertaking given by the Member upon them being admitted as a Member, on the date that the Board resolves to cease the Membership, unless the Board resolves otherwise;
- (g) if the Member is convicted of an indictable offence, on the date that the Board resolves to cease the Membership unless the Board resolves otherwise;
- (h) if the Member's Membership is cancelled under rule 4.3(b); or
- (i) if the Member cannot be found by the Board upon reasonable enquiry.

5.2 Resignation

A Member wishing to resign from Membership may do so by giving notice in writing to the Secretary in the form (including any online form) designated by the Secretary from time to time. Providing this will not reduce the number of Members to two or less, the resignation shall take effect from the date it is received by the Secretary or such later date specified in the notice of resignation.

5.3 Money owing on cessation

Any money owed by a Member to the Company at the time the Member ceases to be a Member:

- (a) remains owing to the Company; and
- (b) becomes immediately payable to the Company,

and the Member shall not be entitled to be repaid the whole or any part of any money paid by that Member to the Company, unless the Board determines otherwise.

5.4 Discipline of Members

- (a) The Board will set out in the Regulations the procedures relating to the disciplining of Members and the circumstances which give rise to disciplinary proceedings.
- (b) The Board may establish or delegate to a disciplinary committee whose powers will be set out in the Regulations and which may include the power to:
 - (i) investigate any complaints or disciplinary matters about a Member;
 - (ii) determine the outcomes of any investigation or disciplinary hearing; and
 - (iii) recommend to the Board what penalties to impose, if any, against a Member as a result of any complaint or disciplinary matter concerning a Member.
- (c) Procedural fairness must be applied to any procedures instituted by the Company relating to the disciplining of Members. This includes ensuring that the Member:
 - (i) is informed of the grounds upon which any disciplinary action is proposed to be taken by the Company against a Member; and
 - (ii) has been given an opportunity to be heard in relation to any disciplinary action that is proposed to be taken by the Company against a Member.

5.5 Expulsion of Member

A Member may only be expelled from Membership subject to the following provisions of rules 5.5(a) - 5.5(e) being fulfilled by the Board (as applicable):

- (a) In the opinion of the Board, the Member:
 - (i) has failed to comply with this Constitution or the Regulations;
 - (ii) has failed to comply with any code of ethics or conduct referred to in rule 3.4(f);

- (iii) has brought the Company or any of its Members into disrepute; or
- (iv) is guilty of any conduct which is unbecoming of a Member or prejudicial to the interests of the Company.
- (b) The Member is given at least 28 days written notice of the date when the Board will consider the matter of expulsion. The notice is to outline the grounds for expulsion and how the Member may address the Board or provide a written submission in response to the allegations.
- (c) If the Board resolves to expel the Member, the Member is notified within 14 days of the date of the resolution. The notice must state that the Member has 14 days from the date of the notice (or such later time as the Board may decide) to advise the Board in writing that the Member requires the matter to be referred to mediation.
- (d) If the Member advises the Board in writing that the Member requires the matter to be referred to mediation then the mediation must be conducted in such manner, before such mediator, at such location, and in accordance with such rules of mediation as the Board reasonably determines. The Company and the Member must pay an equal share of the cost of any mediator. The Company and the Member shall each bear their own legal costs of the mediation.
- (e) Once the mediation under rule 5.5(d) is concluded or if the Member does not give notice in writing under rule 5.5(d) then the Board may decide whether or not to implement the resolution to expel the Member and only upon such decision to implement the resolution being made by the Board, the resolution to expel the Member will be effective.
- (f) The Board's decision in rule 5.5(e) is final.
- (g) Neither the Company or the Board will have any liability for any loss or injury suffered by a Member as a result of any decision made by the Board under this rule 5.5.

6. GENERAL MEETINGS

6.1 Calling General Meetings

- (a) The Board may convene a General Meeting whenever it thinks fit.
- (b) In accordance with the Act, Members with at least 5% of the votes that may be cast at a General Meeting may call a General Meeting.
- (c) Subject to the Act, an Annual General Meeting must be held at least once in each calendar year and within 5 months after the end of the Company's financial year.

6.2 Period of Notice

Subject to the provisions of the Act relating to short notice and rule 6.3, at least 21 days' notice of a General Meeting must be given in writing to those persons entitled to receive notice.

6.3 Shorter notice

A General Meeting may be called on shorter notice if:

- (a) in the case of an Annual General Meeting, all Members entitled to attend and vote at that meeting agree beforehand; or
- (b) in the case of any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand; but
- (c) a shorter notice period is not permitted in the case of a meeting of Members where the meeting is convened to consider a resolution to remove a Director, appoint a replacement Director, or remove an Auditor.

6.4 Persons entitled to notice

Written notice of a General Meeting must be given to:

- (a) each Member entitled to attend or vote at the meeting;

- (b) each Director; and
- (c) the Auditor, if any.

Except as provided in the Act, no other person is entitled to receive notice of General Meetings.

6.5 Contents of notice

A notice of a General Meeting must:

- (a) set out the place, date and time of the meeting;
- (b) state the technology that will be used to facilitate the meeting, and any details required to enable a Member to attend the meeting;
- (c) the general nature of the business of the meeting;
- (d) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution;
- (e) include such statements about the appointments of proxies as required by the Act;
- (f) specify a place and electronic address that proxy appointments are to be sent to; and
- (g) comply with any other requirements of the Act.

6.6 Annual General Meetings

- (a) The business of an Annual General Meeting may include any of the following matters, even if not referred to in the notice of meeting:
 - (i) consideration of the annual financial report, directors' report and Auditor's report;
 - (ii) appointment of the Auditor; and
 - (iii) fixing the Auditor's remuneration.
- (b) The business of an Annual General Meeting may also include:
 - (i) any business which under this Constitution or the Act is required to be transacted at an Annual General Meeting; and
 - (ii) any other business [that is included in the notice of a General Meeting](#), which may be lawfully transacted at a General Meeting.
- (c) The chair of an Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to:
 - (i) ask questions about or make comments on the management of the Company; and
 - (ii) ask the Auditor or its representative (if any), questions relevant to the conduct of the audit and preparation and content of the auditor's report for the Company.

6.7 Technology

The Company may hold a General Meeting using any technology that gives the Members as a whole a reasonable opportunity to participate. Anyone using this technology is taken to be present in person at the meeting.

6.8 Omission to give notice

- (a) The accidental omission to give notice of a General Meeting to or the non-receipt of notice of the General Meeting by a person entitled to receive notice, shall not invalidate the meeting or any resolution passed at that meeting.
- (b) Failure to give notice to any Member or non-receipt of notice by any Member of cancellation does not affect the validity of the cancellation of a proposed General Meeting.
- (c) Failure to give notice to any Member or the non-receipt of notice by any Member does not affect the validity of the postponement or variation of venue of a proposed General Meeting.

6.9 Cancellation or postponement of General Meeting

The Board may cancel, postpone or change the venue of any General Meeting convened by them by notice in writing to all persons who are entitled to receive notice of that meeting, except where the cancellation, postponement or change of venue would be contrary to the Act. Any failure to give notice of cancellation, postponement or change of venue does not invalidate the cancellation, postponement or change of venue or any resolution passed at a postponed meeting.

6.10 Adjournment of meetings

The chair of a General Meeting at which a quorum is present:

- (a) in their discretion may adjourn the General Meeting; and
- (b) must adjourn the General Meeting if so directed by the meeting by ordinary resolution.

6.11 Adjourned meeting

- (a) An adjourned General Meeting may only deal with the business that was left unfinished from the original General Meeting.
- (b) Notice of an adjourned General Meeting must only be given if a General Meeting has been adjourned for 30 days or more.

7. PROCEEDINGS AT GENERAL MEETINGS

7.1 Representation of Members

A Member is taken to be present at a general meeting if the Member is present:

- (a) in person;
- (b) by proxy or attorney;
- (c) by a Representative; or
- (d) when applicable, by Direct Vote.

7.2 Quorum

For all General Meetings a quorum is the number of Voting Members present equal to twice the number of Directors in office at the time. For example, if there are eight Directors in office then the quorum will be sixteen Voting Members who are present (see rule 7.1).

7.3 Failure of quorum

If a quorum is not present within 30 minutes from the time appointed for a General Meeting:

- (a) where the meeting was convened upon the requisition of Voting Members, the meeting is dissolved; or
- (b) in any other case:
 - (i) the meeting stands adjourned to the day, time and place, that the Board may determine and notify to the Members or, if no determination is made, the same day in the next week at the same time and place; and
 - (ii) at the adjourned meeting, if a quorum is not present within 30 minutes from the time notified for the meeting, the meeting is dissolved.

7.4 Chair of General Meetings

- (a) The Chair is entitled to preside as Chair of any General Meeting.
- (b) Where a General Meeting is held and the Chair is unable to be present or is not present within 15 minutes after the time appointed for the meeting, or if the Chair is unable or unwilling to act as chair of the meeting, the following applies (in order of entitlement):
 - (i) the Deputy Chair will chair the meeting;

- (ii) the Directors present may choose one of their number to chair the meeting; or
- (iii) in the absence of all Directors or if none of the Directors present wish to act, the Voting Members present may elect one of their number to be Chair of the meeting.

7.5 Method of voting

- (a) A resolution put to the vote of a General Meeting shall be decided on a show of hands and Direct Votes (if applicable) unless a poll is demanded or required under this Constitution or the Act.
- (b) On a show of hands, a declaration by the Chair of the General Meeting is conclusive evidence of the result.
- (c) A poll may be demanded on any resolution by the Chair or at least three Voting Members present in person or by proxy or attorney. A demand for a poll may be withdrawn by the persons who demanded it.
- (d) The Chair of the meeting does not have a casting vote.

7.6 Conduct of poll

If a poll is properly demanded for a resolution:

- (a) and the resolution is for the adjournment of the General Meeting, the poll must be taken immediately at the place and in the manner that the chair of the meeting determines and declares;
- (b) in all other cases, the poll must be taken at the time and place and in the manner that the Chair of the meeting determines and declares;
- (c) the result of the poll, as disclosed by the Chair of the meeting at which the result is declared, is a resolution of the meeting at which the poll is demanded; and
- (d) an entry in the book or register containing the minutes of the meeting at which the result is declared recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.

7.7 Resolutions determined by majority

Whether on a show of hands, on a poll or on a ballot, an ordinary resolution is passed if the number of votes cast in favour of that resolution is greater than one half of the total number of votes cast.

8. ENTITLEMENT TO ATTEND AND VOTE

8.1 Entitlement to Vote

- (a) A Member is not entitled to vote at a General Meeting if the Membership Fee payable by the Member becomes overdue more than 7 days prior to the meeting and payment of that Membership Fee is not received by the Company at least 7 days prior to the date of the meeting or the postponed or adjourned meeting.
- (b) Subject to this Constitution, each Member entitled to vote has one vote, either on a show of hands, a poll or by Direct Vote.

8.2 Appointment of a proxy

A Member may appoint a proxy to attend, speak and vote (as the case may be) at a General Meeting in their place by executing an instrument of proxy in any form that the Board may prescribe or accept.

8.3 Proxy must vote as directed

Where a Member's instrument of proxy directs the appointee to vote in a specified way in respect of a particular item of business, the appointee must vote on that item of business in accordance with that direction.

8.4 Deposit of instruments

Any appointment of a representative is effective in respect of a particular General Meeting if, and only if, the following instruments are actually received (which includes receipt of a copy of those instruments by legible electronic transmission) by the Company at any physical or online place notified by the Board at least 48 hours (or any shorter time that the Board determines) before the time of that meeting:

- (a) in the case of a proxy, the instrument of proxy and, if it is executed pursuant to a power of attorney, the relevant power of attorney or certified copy of the power of attorney; and
- (b) in the case of a person appointed pursuant to a power of attorney, the power of attorney or certified copy of the power of attorney.

8.5 Multiple Appointments

Where the Company has received an instrument of proxy from a Member the appointment made by that instrument is and remains valid until the Company receives:

- (a) a power of attorney entitling the nominated person to attend and vote at the meeting;
- (b) written notification of either the revocation of the appointment of the proxy; or
- (c) another instrument of proxy from the Member bearing a later date.

8.6 Objections to Right to Vote

An objection may be raised with the chair of a General Meeting as to the qualification of a purported voter or the admission or rejection of a vote by any person present and entitled (or claiming to be entitled) to vote. That objection may be made only at the General Meeting or adjourned meeting at which the purported voter wishes to vote or the vote objected to is given or tendered. In relation to that objection:

- (a) the decision of the Chair of the meeting is final and conclusive; and
- (b) a vote that is not disallowed is valid and effective for all purposes.

9. DIRECT VOTING

The Board may determine that at any General Meeting, any Voting Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A "direct vote" is a vote delivered to the Company by any means approved by the Board, which may include a vote delivered by post to the Secretary prior to the General Meeting or a vote delivered by electronic means prior to the votes for the applicable resolution being counted at the General Meeting. The Board may prescribe Regulations in relation to direct voting, including specifying the form, method and timing of giving a Direct Vote in order for the vote to be valid.

10. BOARD OF DIRECTORS

10.1 Number of Directors

- (a) There will be a maximum of eight (8) Directors comprising:
 - (i) up to six (6) Directors elected by the Voting Members (**Elected Directors**); and
 - (ii) up to two (2) Directors appointed by the Board under rule 10.5 (**Appointed Directors**).
- (b) There must not be less than four (4) Elected Directors.

10.2 Qualification and eligibility to be a Director

- (a) In addition to the circumstances which disqualify a person from managing a corporation under the Act, no person who:
 - (i) is an employee of the Company;
 - (ii) has been bankrupt (including, as a result of a sequestration order or by voluntarily applying for bankruptcy) within the previous five years; or
 - (iii) who has been an insolvent under administration within the previous five years,

is eligible to become a Director.

- (b) The election or appointment of a Director will have no effect unless the person provides the Secretary with a written consent to act for the purposes of section 201D of the Act, and any confidentiality undertaking, conflict of interest policy and code of conduct, as determined by the Board, in each case signed by the elector or appointee (as the case may be).
- (c) An Elected Director must be a:
 - (i) Professional Member;
 - (ii) Honorary Life Member; or
 - (iii) director or employee of a Corporate Member.
- (d) To be eligible to stand for election or appointment as a Director, an individual:
 - (i) must not be subject to any circumstance in accordance with rule 10.8 that would result in them ceasing to be a Director once elected or appointed;
 - (ii) if a Member, must not have any overdue fees payable to the Company; and
 - (iii) if an employee or director of a Corporate Member, that Corporate Member must not have any overdue fees payable to the Company.

10.3 Term and retirement of Directors

- (a) Subject to rule 10.6:
 - (i) the term of office for Elected Directors will be from the conclusion of the relevant Annual General Meeting at which their election is announced until the conclusion of the third following Annual General Meeting. Subject to rules 10.3(c) and 10.3(e), a retiring Elected Director may be eligible for re-election;
 - (ii) the terms of Elected Directors will be staggered so that elections for two (2) Elected Director positions and any additional positions to be filled in accordance with rule 10.6 will be conducted in conjunction with each Annual General Meeting.
- (b) The term for an Appointed Director shall be such period from the date of the appointment up to the end of the next Annual General Meeting, but the person may be reappointed one or more times subject to rules 10.3(c), 10.3(g) and 10.3(f).
- (c) The Maximum Continuous Period for which a person may hold office at any one time:
 - (i) as an Elected Director is nine (9) years;
 - (ii) as an Appointed Director is five (5) years; and
 - (iii) in total, as a combination of an Elected Director and Appointed Director is nine (9) years.
- (d) The Maximum Continuous Period does not include any period from a person's appointment to fill a casual vacancy under rule 10.6 until the end of the term of that casual vacancy.
- (e) A person who has held office as an Elected Director for the Maximum Continuous Period is:
 - (i) only eligible for re-election as an Elected Director after a period of two (2) years from the date the person last held office as an Elected Director; and
 - (ii) subject to rule 10.3(c), eligible for appointment as an Appointed Director.
- (f) A person who has held office as an Appointed Director for the Maximum Continuous Period is:
 - (i) only eligible for reappointment as an Appointed Director after a period of two (2) years from the date the person last held office as an Appointed Director; and
 - (ii) subject to rule 10.3(c), eligible for election as an Elected Director.
- (g) A person who has held office as a Director as a combination of an Elected Director and Appointed Director for the Maximum Continuous Period is only eligible for election as an

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Elected Director, or appointment as an Appointed Director after a period of two (2) years from the date the person last held office as a Director.

(h) If the election or appointment of a person as a Director would result in that person exceeding the Maximum Continuous Period specified in rule 10.3(c), that person must retire from office as a Director before the Maximum Continuous Period is reached.

10.4 Election of Elected Directors

- (a) Subject to this rule 10.4, the Board may make Regulations regarding the procedures for the conduct of Board position elections and the associated nomination process.
- (b) At least 6 weeks before the Annual General Meeting, the Board must give notice to the Voting Members of the number of vacancies that may be filled with reference to rule 10.1(a)(i) and call for nominations of candidates for election as an Elected Director.
- (c) Nominations of candidates for election as an Elected Director must be received by the Secretary in the time prescribed in the Regulations.
- (d) The nomination form must:
 - (i) be a physical written form or an online form determined by the Board from time to time;
 - (ii) include any required information (such as the candidate's skills and experience) as determined by the Board from time to time;
 - (iii) include a consent to act for the purposes of section 201D of the Act signed by the candidate;
 - (iv) include any confidentiality undertaking, conflict of interest policy and code of conduct, as determined by the Board from time to time, each signed by the candidate.
- (e) At the close of nominations if there are more candidates for election than there are vacant positions to be filled, then the Members will vote to elect directors by resolution at the next Annual General Meeting in accordance with rule 7.
- (f) The results of the vote shall be calculated in a manner so that the candidate with the highest number of votes will get the longest term (i.e full term) first progressing to shortest term (i.e filling up of casual vacancies with reference to rule 10.6).
- (g) The Board will appoint a returning officer whose role will be to manage the conduct of Board elections. The returning officer must not be a Director or a candidate.
- (h) If at the close of nominations there are the same number or fewer candidates for election than there are vacant Elected Director positions to be filled, then all eligible candidates shall be deemed to have been elected and no vote will be held. Any resulting vacancies in the position of Elected Directors shall be deemed to be casual vacancies to which rule 10.6 applies.
- (i) The results of an election of Elected Directors will be announced at the relevant Annual General Meeting.

10.5 Appointed Directors

- (a) The Board may appoint up to two individuals to hold office as Appointed Directors upon such terms and conditions as the Board determines.
- (b) An Appointed Director must have specific skills, experience, perspectives or capabilities that the Board considers desirable.

10.6 Casual vacancies

If a casual vacancy in the position of an Elected Director occurs because an Elected Director no longer holds office for any reason other than due to the expiry of their term of office under rule 10.3(a), the Board may appoint an eligible individual to fill the vacancy under this rule 10.6 and the individual so appointed is to hold office as if the person was an Elected Director, until the end of the first annual

general meeting following the appointment, at which, if the predecessor's term would not then have expired, an election will be held to fill the position for the remainder of the predecessor's term, or if the term would have expired a normal vacancy election will take place. The individual appointed to fill the casual vacancy, if otherwise eligible, shall be entitled to nominate to be elected to fill the position.

10.7 Alternate Directors

Alternate Directors are not permitted.

10.8 Vacation of Office

The office of a Director immediately becomes vacant if the Director:

- (a) becomes ineligible to be a Director under the Act;
- (b) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (c) becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (d) has been a Director for the maximum period permitted by these rules;
- (e) resigns from their office of Director by notice in writing to the Company;
- (f) is removed by a resolution of the Voting Members;
- (g) is absent without the consent of the Board from three (3) consecutive Board meetings, unless the Board resolves otherwise;
- (h) is convicted of an indictable offence and the Board does not within two (2) months after becoming aware of that conviction resolve to confirm the Director's appointment to the office of Director;
- (i) is an Elected Director who ceases to be a Voting Member;
- (j) is an Elected Director who was nominated to be an Elected Director by a Corporate Member, and that Elected Director ceases to be an employee or director of that Corporate Member;
- (k) is an Elected Director, who was nominated to be an Elected Director by a Corporate Member, and that Corporate Member ceases to be a Corporate Member;
- (l) becomes a paid employee of the Company; or
- (m) dies.

10.9 Removal of Director by Company

The Voting Members may by ordinary resolution remove a Director before the expiration of the Director's period of office.

10.10 Less than Minimum Number of Directors

Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors falls below the minimum number set by rule 10.1(b), in which case the continuing Directors may act only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a General Meeting; or
- (c) in an emergency.

10.11 Office bearers – Chair & Deputy Chair

- (a) There are to be two office bearers, a Chair and a Deputy Chair, each elected by the Board at a meeting of the Board.
- (b) An office bearer must be a Director.

- (c) No Director may serve as Chair for more than 5 consecutive years.
- (d) No Director may serve as Deputy Chair for more than 5 consecutive years.
- (e) A Director who holds the office of Chair or Deputy Chair holds that office until, one of the following events occur:
 - (i) the first meeting of the Board following the next Annual General Meeting after their election to that office;
 - (ii) the Board resolves to remove that Director from that office;
 - (iii) that Director retires from that office;
 - (iv) that Director ceases to be a Director; or
 - (v) otherwise in accordance with the rules decided by the Board.
- (f) As soon as practicable after the office of Chair or Deputy Chair becomes vacant, the Board must elect a Director to that office. If an election of both office bearers is to be held at the same meeting of the Board, then the election of the Chair must be completed before the election of the Deputy Chair.

11. DIRECTORS' REMUNERATION

- (a) Except as set out in rules 11(b) and 11(c), a Director shall not be entitled to any remuneration, fee, commission or other financial benefit from the Company for acting as a Director of the Company.
- (b) The Directors shall be reimbursed for out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board.
- (c) A Director may be paid for any service rendered to the Company by the Director in a professional or technical capacity 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 for the service.

12. MATERIAL PERSONAL INTEREST

12.1 Director's Duty to Disclose

- (a) Each Director must comply with section 191 of the Act.
- (b) Unless an exception under section 191 of the Act applies, if a Director has a material personal interest in a matter relating to the affairs of the Company, the Director must give the other Directors notice of that interest.
- (c) The notice required by rule 12.1(b) must be given to the Board as soon as practicable after the Director becomes aware of their interest in the matter and the Director must also declare the interest at the next Board meeting and must include in each such notice and declaration:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Company.

12.2 Standing Notice of Interest

A Director with a material personal interest in a matter relating to the affairs of the Company may give standing notice of that ongoing interest in accordance with the Act.

12.3 Directors' Interests

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) being a member, creditor or otherwise being interested in any body corporate (including the Company), partnership or entity, except as auditor of the Company;
 - (ii) entering into any agreement or arrangement with the Company; or

- (iii) acting in a professional capacity (or being member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) If a Director has a material personal interest (**interest**) in a matter, then subject to this Constitution:
 - (i) that Director may not be counted in a quorum at the Board meeting that considers the matter that relates to the interest;
 - (ii) that Director may not participate in or vote on matters that relate to the interest;
 - (iii) the Company can proceed with any transaction that relates to the interest and where approved by the Board, the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) the Director may retain the benefits under the transaction that relates to the interest even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (c) If a material personal interest of a Director is required to be disclosed, rule 12.3(b)(iv) applies only if the interest is disclosed to the Board before the transaction is entered into.
- (d) A contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested is not invalid or voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office.

13. POWERS OF THE BOARD

- (a) The business of the Company is to be managed by or under the direction of the Board who may exercise all powers of the Company that this Constitution and the Act do not require to be exercised by the Company in general meeting.
- (b) The Board must decide on the responsible financial management of the Company including:
 - (i) any suitable written delegations of power under rule 14, and
 - (ii) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- (c) The Board may make and from time to time revoke or amend regulations or by-laws not inconsistent with this Constitution to govern procedures and activities of the Company and its organisation (**Regulations**). The Regulations, as they are in effect from time to time, bind the Directors and the Members.
- (d) A Regulation made or resolution passed by the Company does not invalidate any prior act of the Directors which would have been valid if that Regulation or resolution had not been made or passed.

14. DELEGATION OF POWERS

14.1 Delegation to Committees and others

- (a) The Board may delegate any of its powers to:
 - (i) a committee;
 - (ii) a Director;
 - (iii) an employee of the Company; or
 - (iv) any other person,
 and may revoke that delegation.
- (b) The delegate must exercise the powers delegated in accordance with any directions, terms and conditions as set by the Board.

15. PROCEEDINGS OF THE BOARD

15.1 Board Meetings

- (a) The Board may meet together for the despatch of business and adjourn and otherwise regulate its meetings as it sees fit.
- (b) The Chair or any 2 or more Directors may at any time request a Board meeting, and the Secretary upon the request of the Chair or any 2 or more Directors, must convene a Board meeting.
- (c) Reasonable notice must be given to every Director of the place, date and time of every Board meeting (and if it is adjourned, of its resumption). Notice of a Board meeting must be given by such means as have been agreed by all the Directors. Non-receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the meeting.
- (d) Unless the Board determines otherwise, the quorum for a Board meeting is a majority (more than 50%) of Directors. The quorum must be present for the whole Board meeting (except for temporary absences caused by a disconnection from a meeting held using technology).
- (e) For the purposes of the Act, each Director, by consenting to be a Director consents to the use of each of the following technologies for holding a Board meeting:
 - (i) video;
 - (ii) telephone;
 - (iii) any other technology that permits each Director to communicate with every other Director;
 - (iv) any combination of any technologies.

15.2 Chair of Board meetings

The Chair will act as chair at all meetings of the Board. If the Chair is not present or is unable or unwilling to act within 15 minutes after the time appointed for a meeting or has notified an intention not to be present and able and willing to act, the following may act as chair (in order of entitlement):

- (a) the Deputy Chair; or
- (b) a Director chosen by the majority of Directors present at the meeting.

15.3 Exercise of powers by Board

Subject to rule 14, a power of the Board is exercisable only:

- (a) by resolution at a meeting of the Board at which a quorum of Directors is present; or
- (b) by a written resolution of the Directors under rule 15.4.

15.4 Written resolution of Directors

- (a) If a majority of the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, then a resolution in those terms is taken to have been passed by the Board without a meeting. The resolution is passed when the document is signed by the last Director to sign it.
- (b) For the purposes of rule 15.4(a):
 - (i) two or more separate documents in identical terms, each of which is signed by one or more Directors, is to be treated as one document; and
 - (ii) any form of electronic transmission including an email, containing the text of the document expressed to have been signed by a Director and sent to the Company is a document signed by that Director at the time of its receipt by the Company.
- (c) Any document referred to in this rule 15.4 must be sent to every Director who is entitled to vote on the resolution.

15.5 Validity of acts of Directors

All acts done by a meeting of the Board or of a committee appointed by the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

16. COMPANY ADMINISTRATION

16.1 Minutes

- (a) The Company must keep minute books in which it records:
 - (i) proceedings and resolutions of General Meetings;
 - (ii) proceedings and resolutions of Board meetings;
 - (iii) proceedings of committee meetings;
 - (iv) resolutions passed by Members without a meeting; and
 - (v) resolutions passed by the Board without a meeting.
- (b) The Company must ensure that the minutes of a meeting are signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting, within a reasonable time after the meeting.

16.2 Inspection of Records

The Board may determine whether and to what extent, at what times and places and under what conditions, the accounting records and other documents of the Company, will be open to the inspection of Members other than Directors. A Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Board.

16.3 Execution of documents

- (a) The Company may execute a document only if authorised:
 - (i) by the Directors; or
 - (ii) in accordance with any delegation made by the Directors.
- (b) Without limiting the manner in which the Company may execute any approved contract, including as permitted under the Act, the Company may execute any agreement, deed or other document by:
 - (i) 2 Directors signing the same;
 - (ii) 1 Director and 1 Secretary signing the same; or
 - (iii) by 1 or more authorised representatives of the Company in accordance with any delegation made by the Directors.
- (c) Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be executed effectively by the Company.

16.4 Common Seal

The Company may have a common seal. If the Company has a seal:

- (a) It may only be used with the authority of the Board; and
- (b) Every document to which the seal is affixed must be signed by a Director and countersigned by another Director, the Secretary, or a person appointed by the Board to countersign that document or class of documents in which that document is included.

17. SECRETARY

The Company must have at least one Secretary who is to be appointed by the Board. A Secretary holds office on the terms and conditions (including as to remuneration) determined by the Board.

18. ACCOUNTS AND AUDIT

18.1 Company to keep accounts

The Board must cause:

- (a) the Company to keep the accounting records and prepare the financial statements required by the Act; and
- (b) the accounts and any other documents required by the Act to be sent to Members and laid before General Meetings as required by the Act.

18.2 Audit

The Board must cause:

- (a) the accounts of the Company to be audited as required by the Act; and
- (b) the auditor's report to be sent to Members and laid before General Meetings of the Company as required by the Act.

19. NOTICES

19.1 Services of Notices

A notice may be given by the Company to a Member:

- (a) by serving it on the Member personally;
- (b) by sending it by post to the Member's address as shown in the Register;
- (c) by sending it to the electronic contact address (such as an email address) the Member has supplied to the Company (or entered into any account of the Member in the Company's online portal, or otherwise, as determined by the Secretary), or any replacement electronic address notified by the Member (or entered into any account of the Member in the Company's online portal, or otherwise, as determined by the Secretary) (each, an **Electronic Contact Address**), for the giving of notices; or
- (d) by making a copy of it accessible electronically (for example on a website of, or related to, the Company) and advising the Member of its availability via their Electronic Contact Address.

19.2 Where Member has not provided address or electronic contact address

Any Member who has not provided to the Company a place of address or electronic contact address for inclusion in the Register of Members as the place at or via which notices may be given to the Member, shall not be entitled to receive any notice.

19.3 Time of service of notices

- (a) Where a notice is sent by post, service of the notice is taken to be effected three (3) days after it is posted.
- (b) Where a notice is sent by email or other electronic means, service of the notice is taken to be effected on the day it is sent.
- (c) Where the Company gives a notice under rule 19.1(d), service of the notice is taken to be effected when the notice was first so made accessible.

20. INDEMNITY

Subject to Part 2D.2 of the Act, a person who is or has been an Officer (as defined in the Act) of the Company is indemnified (to the extent permitted by law), out of the assets of the Company against any liability incurred by the person as an Officer:

- (a) to another person (other than the Company or a related body corporate) unless the liability:
 - (i) is for a pecuniary penalty order made under section 1317G of the Act or a compensation order made under section 1317H of the Act; or

- (ii) arises out of conduct involving a lack of good faith; and
- (b) for legal costs and expenses incurred by the person, unless the costs and expenses are incurred:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under section 199A(2) of the Act;
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty;
 - (iii) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
 - (iv) in connection with proceedings for relief of the person under the Act in which the court denies the relief.

21. INSURANCE

Except to the extent precluded by the Act (including under section 199B), the Company may pay or agree to pay a premium in respect of a contract insuring the person who is or has been an Officer (as defined in the Act) of the Company or a related body corporate of the Company against any liability:

- (a) incurred by the person as such an Officer which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 182 or 183 of the Act; or
- (b) for costs and expenses incurred by the person in defending proceedings as such an Officer, whether civil or criminal and whatever their outcome.

22. GENERAL AUTHORISATION

Where the Corporations Act authorises or permits a company to do any thing if so authorised by its Constitution, the Company is authorised by this rule to do that thing.

23. WINDING UP

- (a) In the event of the winding up or dissolution of the Company, any remaining assets, after deduction of liabilities, must be transferred as determined by the Voting Members to a fund, authority or institution whose constitution:
 - (i) requires it to have objects or purposes similar to those of the Company; and
 - (ii) prohibits it from making distributions to its members to at least the same extent as set out in rule 2.5(b) of this Constitution.
- (b) The determination as to the fund, authority or institution to be given the surplus assets must be made by a special resolution of Voting Members at or before the time of winding up. If the Voting Members do not make this determination, the Company may apply to the Supreme Court of New South Wales to make this decision.

24. TRANSITIONAL PROVISIONS

24.1 Transition – Maximum Continuous Period

Upon adoption of the amendments to rule 10.3 relating to the Maximum Continuous Period (Amended Maximum Continuous Period) any existing Director who has been in office prior to the adoption of these amendments must count any prior continuous service as an Elected Director or Appointed Director towards the Amended Maximum Continuous Period.

Deleted: -

Deleted: Membership

Deleted: Upon registration of the Company, members on the register of members of IAA Inc. will become Members of the Company under this Constitution as follows:¶
Corporate Members, Professional Members and Honorary Life Members will continue in these categories and will be classified as Voting Members; and¶
Associate members will be classified as Non-voting Members. ¶

Transition - Board of Directors¶

Upon registration of the Company, the board members of IAA Inc. in office immediately before the registration date will:¶
continue as Elected Directors under this Constitution, even if that results in more Elected Directors than is allowed under rule 10.1(a)(i); and¶
comprise the initial board of the Company (Initial Board).¶
Directors on the Initial Board under rule 24.2(a) will agree which Directors are to retire at either the first, second or third annual general meeting following registration of the Company. Retiring Directors may be nominated for re-election or reappointment if eligible under this Constitution. If the Directors cannot agree among themselves then the drawing of lots will determine when Directors are to retire.¶
The calculation of the Maximum Continuous Period under rule 10.3(c) of a Director on the Initial Board who remains in office as a Director after the next annual general meeting at which they retire and are re-elected or reappointed, will commence only after that next annual general meeting at which they are re-elected or reappointed.¶

Appointed Directors¶

Upon registration of the Company, the Board may only appoint Appointed Directors under rule 10.5 if that results in there being no more than the maximum number of 8 Directors under rule 10.1.¶

Transition – Office bearers¶

Upon registration of the Company:¶
the chairperson of IAA Inc will continue as Chair under this Constitution until their term ceases in accordance with rule 10.11(e);¶
the Board may appoint a Deputy Chair at any time in accordance with rule 10.11(a);¶
the secretary of IAA Inc will cease to be in this role. For clarity, the individual in the secretary role under the IAA Inc constitution will remain as a Director in accordance with rule 24.2.¶

Committees of the Board¶

Upon registration of the Company, any existing committee(s) established of IAA Inc. will continue as committee(s) of the Company. ¶

By-laws¶

Upon registration of the Company, any existing by-laws established of IAA Inc. will continue as Regulations under this Constitution.¶