

A COMPANY LIMITED BY GUARANTEE

**CONSTITUTION
OF
EXERCISE & SPORTS SCIENCE AUSTRALIA LTD**
A.C.N. 053 849 460
A.B.N. 14 053 849 460

Endorsed by Members on 24 May 2023

ESSA CONSTITUTION

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**CONSTITUTION
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EXERCISE & SPORTS SCIENCE AUSTRALIA LTD**

A.C.N. 053 849 460

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1. Name of Company

- 1.1. The name of the Company is “Exercise & Sports Science Australia Ltd” (the “**Company**”).
- 1.2. The replaceable rules set out in section 135 of the Act apply to the Company only to the extent that they apply to companies limited by guarantee and they are not inconsistent with this Constitution.

2. Objects

- 2.1. The principal objects for which the Company is established are to:
 - 2.1.1. support, protect, promote and advance the character and status of the profession of exercise and sports science in Australia;
 - 2.1.2. form strategic alliances/partnerships to advance exercise and sports science in Australia and internationally;
 - 2.1.3. foster the advancement of skills, knowledge and the profession of exercise and sports science nationally and internationally;
 - 2.1.4. advocate for safe, effective, ethical and evidence-based exercise and sports science service delivery in which the community has confidence;
 - 2.1.5. accredit Universities which provide courses in exercise and sports science;
 - 2.1.6. accredit persons as exercise and sports science professionals;
 - 2.1.7. assist exercise and sports scientists to seek out appropriate sources of funds for research in exercise and sports science and related fields;
 - 2.1.8. cooperate with, and make submissions to government and regulatory agencies in the furtherance of the profession of exercise and sports science;
 - 2.1.9. maintain a framework for accrediting continuing education for exercise and sports scientists;

- 2.1.10. promote excellence through a program of continuing professional development by sponsoring seminars, workshops and educational exhibitions to benefit the ongoing development of exercise and sports science in Australia;
- 2.1.11. provide educational programs to promote uniformity in the principles, methods and practices of exercise and sports science;
- 2.1.12. promote, progress and improve communication in the profession of exercise and sports science;
- 2.1.13. provide a forum for the exchange of information, ideas and strategies relevant to exercise and sports science and related fields;
- 2.1.14. support the undertaking, promotion and advancement of scientific studies in exercise and sports science and related fields and the practice of exercise and sports science;
- 2.1.15. administer a code of professional conduct and ethical practice, for exercise and science professionals;
- 2.1.16. administer disciplinary process for members and accredited professionals; and
- 2.1.17. do all such other things that are conducive or incidental to the attainment of all other objects of the Company and to exercise all of the powers of the Company.

3. Interpretation and Definitions

3.1. In this Constitution:

- 3.1.1. **Academic Member** means a person who has been admitted to a class of membership pursuant to Clause 14;
- 3.1.2. **Act** means the Corporations Act 2001 (Cth);
- 3.1.3. **AGM** means Annual General Meeting;
- 3.1.4. **Appointed Director** means a person who is appointed by the Board as a Director pursuant to Clause 27;
- 3.1.5. **Associate Member** means a person who has been admitted to a class of membership pursuant to Clause 13;
- 3.1.6. **Auditor** means the auditor of the Company appointed under the Act;
- 3.1.7. **Board** means the board of Directors of the Company referred to in Clause 27;

- 3.1.8. **By-laws** mean the By-laws of the Company made pursuant to Clause 37 or as authorised by this Constitution;
- 3.1.9. **Chairperson** means the person presiding at a general meeting pursuant to Clause 26 or the person presiding at a Board meeting pursuant to Clause 27;
- 3.1.10. **Committee** means a committee established under Clause 32;
- 3.1.11. **Company** means Exercise & Sports Science Australia Ltd;
- 3.1.12. **Constitution** means the Constitution of the Company as varied from time to time;
- 3.1.13. **Council** means a Council established under Clause 31;
- 3.1.14. **Degree** means an Australian Qualifications Framework (AQF) level 7 qualification, leading to the award of a Bachelor degree or a higher qualification such as a level 9 Masters;
- 3.1.15. **Director** means any person formally and lawfully appointed as a director of the Company;
- 3.1.16. **Directors Fees** means fees paid to a Director under Clause 5.2;
- 3.1.17. **Elected Director** means a Full Member of the Company that is elected by the Members as a director of the Company pursuant to Clause 27.
- 3.1.18. **Ethics and Disciplinary Committee** means the committee established by the Board to adjudicate on matters where there is an alleged breach of the By-Laws and standards for fit and proper professional practice;
- 3.1.19. **Chief Executive Officer** means the person appointed as Chief Executive Officer (or such title as may be adopted from time to time by the Board) pursuant to Clause 33;
- 3.1.20. **Fellow** is a Member who has been admitted to Fellow status by the Company pursuant to Clause 23;
- 3.1.21. **Full Member** (ESSAM) means a person who is qualified as a Full Member by the Company pursuant to Clause 11;
- 3.1.22. **Financial Year** means a period of twelve months ending on December 31 in each calendar year;
- 3.1.23. **General meeting** means a physical or virtual meeting pursuant to Clause 24
- 3.1.24. **Honorary Member** means a person who has been admitted to that class of membership pursuant to Clause 15;

- 3.1.25. **Life Member** means a person who has been admitted to that class of membership pursuant to Clause 16;
- 3.1.26. **Member** means a person who has been admitted to any one of the classes of membership referred to in Clause 9 and 10;
- 3.1.27. **Objects** means the objects of the Company as set out in Clause 2;
- 3.1.28. **Patron** means a person who has been admitted to that class of membership pursuant to Clause 17;
- 3.1.29. **President** means the President of the Company elected pursuant to Clause 27;
- 3.1.30. **State** means a State and Territories of Australia;
- 3.1.31. **Student Member** means a person who has been admitted to that class of membership pursuant to Clause 12; and
- 3.1.32. **University** means a tertiary institution which satisfies the requirement of “Australian University” category under the Higher Education Standards Framework (Threshold Standards) 2011 as amended under subsection 58(1) Tertiary Education Quality and Standards Agency Act 2011 (2013).
- 3.2. In the Constitution unless the contrary intention appears:
- 3.2.1. person includes a firm, a body corporate, an unincorporated association or an authority;
- 3.2.2. the singular includes the plural and vice versa;
- 3.2.3. where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- 3.2.4. a reference to writing includes electronic files, printing and facsimile;
- 3.2.5. a reference to a Clause is a reference to one of the Clauses in this Constitution;
- 3.2.6. a reference to a section is a reference to a section of the Corporations Act; and
- 3.2.7. a reference to the Corporations Act or Act, or to a provision of the Corporations Act or Act, means the Corporations Act 2001 (Cth) or that Act or provision as amended from time to time, or any statute, code or provision enacted in its place and includes regulations and other instruments under it.

- 3.3. Headings are inserted for convenience and do not affect the interpretation of this Constitution.
- 3.4. Powers conferred on the Company, the Board, a member of the Board, a Committee, a Branch, an Interest Group or a Member, may be exercised at any time and from time to time.

4. Application of Profit

4.1. The profits (if any) or other income and the property of the Company, however derived, must be applied solely towards the promotion of the Objects and no part of those profits or that income may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to a Member of the Company. This Clause does not prevent the payment in good faith to an officer or Member of the Company, or to a firm of which an officer or Member is a partner:

- 4.1.1. of remuneration for;
 - 4.1.1.1. services rendered to the Company; or
 - 4.1.1.2. goods supplied in the ordinary course of business;
 - 4.1.1.3. interest at a rate not exceeding the rate for the time being fixed for the purposes of this Clause by the Board on money borrowed from an officer or Member of the Company; or
 - 4.1.1.4. reasonable rent for premises demised or let from an officer or Member of the Company.

5. Director Remuneration

- 5.1. A Director may be reimbursed expenses or paid remuneration for services rendered to the Company in circumstances permitted by the Constitution.
- 5.2. The Members may determine an amount which shall be the maximum remuneration paid as Directors' Fees to all of the Directors, as a group, for a period determined by the Members.
- 5.3. The Board shall determine the remuneration payable by the Company to individual Directors from time to time which remuneration shall not in aggregate for any period exceed the Directors' Fees determined in accordance with Clause 5.2.

6. Liability of Members

- 6.1. The liability of Members is limited.
- 6.2. Every Member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up during the time that they are a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which they ceased to be a Member and of the costs, charges and expenses of its winding up and for the adjustment of the rights of the contributories amongst themselves such amount, as may be required not exceeding the sum of ten dollars (\$10.00).

7. Winding Up

- 7.1. If, on winding up or the dissolution of the Company and after satisfaction of all its debts and liabilities there remains any property whatever, it may not be paid to or distributed among the Members. The property must be given or transferred to another corporation as defined in the Corporations Act which:
 - 7.1.1. is approved by the Members in a general meeting as the recipient of the property;
 - 7.1.2. has objects in its constitution which are principally for the benefit of the public and the advancement of the field of exercise and sports science; and
 - 7.1.3. limits the recipient in applying its profits (if any) or other income or in promoting its constitution to substantially the same extent as is provided for in this Constitution.
- 7.2. If the Board fail to approve a recipient of any surplus property in accordance with Clause 7.1, such a body may be determined by a judge who has or acquired jurisdiction in the matter.

8. Number of Members

- 8.1. The number of persons who may be admitted as Members is not limited.

9. Membership

- 9.1. The Company shall be the following classes of members:
 - 9.1.1. Full Member;
 - 9.1.2. Student Member;

- 9.1.3. Associate Member;
- 9.1.4. Academic Member;
- 9.1.5. Honorary Member.
- 9.1.6. Life Member; and
- 9.1.7. Patron.

10. Membership Generally

- 10.1. An application for membership, shall be in such form as the Board shall from time to time prescribe.
- 10.2. An application must be supported by such documents and information as the Board shall from time to time prescribe.
- 10.3. The Board shall consider each membership application and renewal in accordance with the criteria for membership set out in the By-laws and approve or reject the application as it sees fit.
- 10.4. A person whose membership is rejected shall have the right to appeal and/or lodge grievances against the membership rejection as established in the By-laws.

11. Full Member

- 11.1. A person:
 - 11.1.1. who is a graduate of a degree as defined in the By-laws;
 - 11.1.2. who has completed a degree that has at least 1 years full time equivalent of exercise and sports science study units, as established in the By-laws;
 - 11.1.3. who has completed industry experience in exercise and sports science, as established in the By-laws; and
 - 11.1.4. who has completed and satisfied all the required declarations; and
 - 11.1.5. who satisfies the Board that they are a fit and proper person as established in the By-laws;is eligible to be admitted as a Full Member, and may upon application and renewal, be admitted by the Board subject to payment of any subscriptions owing to the Company.
- 11.2. A Full Member shall be entitled to notice of general meetings, to attend and vote and be eligible to hold office as a member of the Board.
- 11.3. A Full Member shall be entitled to use the post nominal 'ESSAM'.

12. Student Members

12.1. A person:

12.1.1. who is currently enrolled in an exercise and sports science degree in Australia, as established in the By-laws and

12.1.2. who has completed and satisfied all the required declarations; and

12.1.3. who satisfies the Board that they are a fit and proper person, as established in the By-laws;

is eligible to be admitted as a Student Member and may upon application and renewal, be admitted by the Board subject to payment of any subscriptions owing to the Company.

12.2. A Student Member shall be entitled to notice of general meetings and to attend general meetings, and with the consent of the President, may take part in all discussions, but shall not be entitled to vote or to hold office as a member of the Board.

13. Associate Members

13.1. A person:

13.1.1. who holds a degree in a field related to exercise and sports science and has made a contribution to the field of exercise and sports science in Australia and is approved by the Board; or

13.1.2. who does not live in Australia and is a financial member of an international exercise and sports science organisation approved by the Board; and

13.1.3. who has completed and satisfied all the required declarations; and

13.1.4. who satisfies the Board that they are a fit and proper person as established in the By-laws;

is eligible to be admitted as an Associate Member and may upon application and renewal, be admitted by the Board subject to payment of any subscriptions owing to the Company.

13.2. An Associate Member shall be entitled to notice of general meetings and to attend meetings, and with the consent of the President, may take part in all discussions, but shall not be entitled to vote or to hold office as a member of the Board.

14. Academic Members

14.1. A person:

14.1.1. who holds an academic position at an institution or research institution as established in the By-laws shall be an Academic Member; and

14.1.2. who has completed and satisfied all the required declarations; and

14.1.3. who satisfies the Board that they are a fit and proper person as established in the By-laws;

is eligible to be admitted as an Academic Member and may upon application and renewal be admitted by the Board subject to payment of any subscriptions owing to the Company.

14.2. An Academic Member shall be entitled to notice of general meetings and to attend meetings, and with the consent of the President, may take part in all discussions, but shall not be entitled to vote or to hold office as a member of the Board.

15. Honorary Members

15.1. A person who as established in the By-laws:

15.1.1. the Board determines to be of a distinguished position or attainment who is a resident of the Commonwealth of Australia; or

15.1.2. the Board determines has made an outstanding contribution to the field of exercise and sports science in Australia; and

15.1.3. who satisfies the Board that they are a fit and proper person;

is eligible to be admitted as an Honorary Member.

15.2. An Honorary Member shall be entitled to ESSA membership for a period determined by the Board. The Board, subject to Clause 21 and 22, may revoke such Honorary Membership at any time.

15.3. An Honorary Member shall be entitled to notice of general meetings and to attend meetings, and with the consent of the President, may take part in all discussions, but shall not be entitled to vote or to hold office as a member of the Board.

16. Life Members

16.1. A person who as established in the By-Laws:

- 16.1.1. the Board determines to be of a distinguished position or attainment who is a resident of the Commonwealth of Australia; or
 - 16.1.2. the Board determines has made an outstanding contribution to the field of exercise and sports science in Australia; and
 - 16.1.3. who satisfies the Board that they are a fit and proper person;
- is eligible to be admitted as a Life Member.
- 16.2. A Life Member shall be entitled to ESSA membership for life. The Board subject to Clause 21 and 22, may revoke such Life Membership at any time.
 - 16.3. A Life Member shall be entitled to notice of general meetings, to attend and vote, but are not entitled to hold office as a member of the Board.

17. Patrons

- 17.1. A person:
 - 17.1.1. who the Board determines to be of a distinguished position or attainment who is a resident of the Commonwealth of Australia; or
 - 17.1.2. who satisfies the Board that they are a fit and proper person and/or Company, as established in the By-laws;
- is eligible to be admitted as a Patron.
- 17.2. A Patron shall be entitled to ESSA membership for a period determined by the Board. The Board subject to Clause 21 and 22, may revoke Patron membership at any time.
 - 17.3. A Patron shall be entitled to notice of general meetings and to attend meetings, and with the consent of the President, may take part in all discussions, but shall not be entitled to vote or to hold office as a member of the Board.
 - 17.4. The number of Patrons of the Association is limited to two (2).

18. Register of Members

- 18.1. The Company must keep a Register of Members.
- 18.2. The Register of Members must include the following particulars for each Member:
 - 18.2.1. name, address, contact details, and email address;
 - 18.2.2. the date of admission as a Member;
 - 18.2.3. formal qualifications conferred which, must be verified by documentation certified by a Justice of the Peace;

- 18.2.4. membership type;
 - 18.2.5. the date membership ceases where applicable;
 - 18.2.6. details about the suspension, termination or reinstatement of membership where applicable; and
 - 18.2.7. any other particulars that the Board or the Members at a general meeting decide.
- 18.3. The Board shall issue and approve regulations governing the collection, use, disclosure, access and protection, of personal information in accordance with the Privacy Act and the Company's privacy policy.

19. Subscriptions and Levies

- 19.1. All Members, with the exception of Honorary, Life, and Patron Members, must pay such annual membership subscriptions to the Company as are determined from time to time by the Board.
- 19.2. Date for payment of subscriptions should be determined by the Board, from time to time. In the case of a Member admitted to membership during a Financial Year, their subscription for the year shall be adjusted at a pro-rata rate as determined by the Board.
- 19.3. The Board may resolve to impose a levy subject to Clause 19.4, in addition to the annual subscription.
- 19.4. Levies in excess of the amount of a Member's Annual Subscription Fee will not be raised in any year unless they are first approved by a general meeting or by a postal ballot of Members.
- 19.5. The imposition of a levy, pursuant to Clause 19.4, will take effect no earlier than fourteen (14) days after the date of the resolution approving the imposition.
- 19.6. Any levy imposed by the Board pursuant to this Clause 19, shall be due and payable on the date specified in the resolution imposing the levy.
- 19.7. If a Member fails to pay to the Company the subscription within two months after the date upon which such subscription, such person shall cease to be a Member but may be reinstated to membership by the Board in its absolute discretion and upon such terms and conditions as it may see fit.
- 19.8. Upon a person ceasing to be a Member, that person shall remain liable to pay to the Company all amounts owing to it at the date of their ceasing to be a Member.

20. Rights of Members

- 20.1. All Members shall have access to membership privileges that the Company may grant from time to time for that particular membership category and shall be entitled to the benefits of those provisions.
- 20.2. In this Constitution, non-financial Members, Student Members, Academic Members, Associate Members, Honorary Members, and Patron Members have no voting rights at any General Meeting or Special General Meeting and are unable to join in any requisitions or demands allowed for a General Meeting.
- 20.3. All Members shall have the right of appeal and/or grievance against membership rejection, termination or suspension, as established in the By-laws.

21. Ethics and Disciplinary powers

- 21.1. A committee shall be established by the Board as determined in the By-laws which shall:
 - 21.1.1. be empowered to discipline Members for any action that is deemed to be detrimental to the Company; and
 - 21.1.2. recommend to the Board a review of membership, if the classes of membership on ethical review do not meet the standards for fit and proper professional practice.
- 21.2. All Members shall be bound by this Constitution and the By-laws.
- 21.3. A Member, who fails to observe all rules relating to professional conduct and ethical practice, may face disciplinary action as set out in the By-laws from time to time.
- 21.4. All Members shall have the right of appeal for grievance. The process shall be included in the ethics and discipline regulations as specified in the By-Laws.

22. Cessation and Suspension of Membership

- 22.1. A person ceases to be entitled to receive Member beneficial privileges upon termination or suspension of membership.
 - 22.1.1. A person ceases to be a Member on:
 - 22.1.1.1. resignation;
 - 22.1.1.2. failure to pay subscription fees or levies under Clause 19; or
 - 22.1.1.3. death

- 22.2. A Member, who fails to meet the standards of a fit and proper person as set out in the By-laws from time to time, may be formally counselled, reprimanded, suspended from membership or expelled from the Company.
- 22.3. A Member must only be disciplined under this Clause 21, in accordance with procedures established in the By-laws.

23. Fellow

- 23.1. Full and Academic members may apply for Fellowship status as established in the By-Laws
- 23.2. Fellowship status (Fellow) may be retained as long as they remain a financial member of the Organisation
- 23.3. A member with Fellow status will be entitled to use the postnominal status of FESSA.

24. General Meetings

- 24.1. General meetings of the Company must be held in accordance with and subject to the Act. Such meetings shall be held at such time and places as are determined by the Board. In addition to any other meeting held by the Company, the Company must hold an Annual General Meeting (AGM) at least once in every calendar year and within five months after the end of its Financial Year.
- 24.2. The Board must, on the requisition of not less than five (5) percent of the Full Members and having regard to the provisions of the Act in relation to the calling and holding of meetings, call a general meeting to be held but, in any case, not later than two (2) months after the receipt by the Company of the requisition.
- 24.3. The requisition for a General Meeting must state any resolution to be proposed at the meeting and must be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
- 24.4. If the Board does not, within twenty-one (21) days after the deposit of a requisition, proceed to convene a General Meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves, in the same manner as nearly as possible as that in which meetings are to be convened by the Board, call a meeting, but a meeting so

convened must be held within three (3) months from the date of the deposit of the requisition.

- 24.5. Any reasonable expenses incurred by the requisitionists, by reason of the failure of the Board to convene a General Meeting, will be paid to the requisitionists by the Company.
- 24.6. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days notice at least, exclusive of the day on which the notice is served or deemed to be served, and the day for which the notice is given, specifying the place, day and the hour of the meeting and in the case of special business the nature of that business, must be given to such persons as are entitled to receive notices from the Company.
- 24.7. Any meeting referred to in this Clause 24, shall be deemed not duly convened by the Board if it does not give notice of the meeting as required by Clause 24.6.

25. Notice of Annual General Meetings

- 25.1. Despite the provisions of sub-Clause 24.6, the notice for any AGM of the Company, must be sent to each Member not less than twenty-eight (28) days prior to the date of the meeting.
- 25.2. The notice of the AGM shall include any special resolutions, and notification of requirements for elections.
- 25.3. Agenda items and nominations for Board positions shall be addressed to the Company Secretary and must be received in writing not less than fourteen (14) days prior to the date of the AGM.
- 25.4. The following items shall be sent to all members no less than fourteen (14) days prior to the AGM:
 - 25.4.1. Final agenda;
 - 25.4.2. Minutes of the previous AGM;
 - 25.4.3. Audited financial statement;
 - 25.4.4. Notices of special resolutions;
 - 25.4.5. Link to electronic voting form(s); and
 - 25.4.6. A list of valid nominations for Board positions.

26. Proceedings at General Meetings

- 26.1. The business of an AGM is to receive and consider the profit and loss account, the balance sheet and reports of the Board and the auditor, and to elect the Directors pursuant to the Constitution.
- 26.2. All business, other than that referred to in Clause 26 which is transacted at an AGM and all business transacted at any other General Meeting, is special business.
- 26.3. No business shall be transacted at any General Meeting unless a quorum of Full Members is present at the time when the meeting proceeds to business. Subject to the provisions of this Clause, one (1) percent in number of the Full Members of the Company or twenty (20) Full Members, (whichever is less) at the time the meeting, is held present in person or by duly appointed representative and entitled to vote, shall constitute a quorum.
- 26.4. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Full Members, shall be dissolved. In any other case it shall stand adjourned until the following day at the same time and place or to such other day and such other time as the Board may determine and if at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the Full Members present shall constitute a quorum.
- 26.5. The President shall preside as Chairperson at every General Meeting or in the event of their absence, or if there is no President or if they are not present within fifteen (15) minutes of the time appointed for the holding of the meeting or are unwilling to act, the Vice-President shall preside as Chairperson of the meeting. In the event of there being no Vice-President or if the Vice-President is not present within fifteen (15) minutes of the time appointed for the holding of the meeting or is not willing to act, the Full Members present shall elect one of their number to be Chairperson of the meeting.
- 26.6. The Chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-eight (28) days or more, notice of the adjourned meeting must be given as in

the case of an original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

- 26.7. At any General Meeting, a resolution put to the vote of the meeting shall be decided via a means to be determined by the Chairperson, unless a poll is (before or on the declaration of the result of the vote) demanded either by the Chairperson or by at least twenty (20) Full Members.
- 26.8. Unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the Company, shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
- 26.9. The demand for a poll may be withdrawn.
- 26.10. If a poll is duly demanded it shall be taken in such manner or either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately.
- 26.11. In the case of an equality of votes, the Chairperson of the meeting at which the vote takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 26.12. At any General Meeting, each Full Member may vote in person or electronically. Via the means determined by the Chairperson, every Full Member present in person or electronically shall have one vote. On a poll, every Full Member present, in person or electronically, shall be entitled to cast one vote on their own behalf.
- 26.13. No objection shall be raised to the credentials of any voter, except at the meeting or adjourned meeting, at which the vote objected to, is given or tendered and every vote not disallowed at such meeting, shall be valid for all purposes. Any such objection made in due time, shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
- 26.14. The Board may, from time to time by resolution, invite representatives of any corporation, Company, group, University or any branch, Department of

Government (either Federal, State or Municipal) or any other person to attend a General Meeting. Any such representative or person so invited, shall have the right to attend that General Meeting and, with the consent of the President, may take part in all discussions but shall not be entitled to vote.

26.15. A secret ballot may be held on any resolution before a General Meeting if demanded:

26.15.1. by the Chairperson; or

26.15.2 by at least five (5) Full Members present. If a secret ballot is duly demanded, it will be taken either at once or after an interval or adjournment or otherwise as the Chairperson elects, and the result of the secret ballot will be the resolution of the meeting at which the secret ballot was demanded, but a secret ballot demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately.

26.16. At all General Meetings where a secret ballot is to be taken two (2) scrutineers will be appointed by the Chairperson of the meeting and they will conduct the ballot. In any case of doubt as to the formality or otherwise of any ballot paper, the scrutineers will refer the same to the Chairperson of the meeting whose decision shall be final.

26.17. The demand for a secret ballot may be withdrawn at any time, prior to handing ballot papers to Full Members.

27. The Board

27.1. The Board will comprise no more than nine (9) and no less than six (6) Directors, being:

27.1.1. a maximum of six (6) and a minimum of four (4) Elected Directors; and

27.1.2. a maximum of three (3) Appointed Directors.

27.2. Each Elected Director must be a Full Member.

27.3. A maximum of one (1) of the Elected Directors may be a Member who does not hold a qualification or accreditation with the Company.

27.4. Elected Directors are elected for a three (3) year term from the effective date of election.

27.4.1. Elected Directors may be eligible for re-election as a Director provided that this election will not result in the Director serving more than three (3) consecutive terms or an equivalent nine (9) years. A Director who

has served as a Director for three (3) consecutive terms or an equivalent nine (9) years will be eligible for re-election after a period of 12 months after the last of those terms.

27.4.1.1. Clause 27.4.1 will not come into effect until the Company's 2023 Annual General Meeting and will be applied retrospectively.

27.5. The three (3) Appointed Directors will be appointed by the Board for a term of up to three (3) years from the effective date of the appointment. An Appointed Director need not be a Member.

27.5.1. Appointed Directors may be eligible for reappointment as a Director provided that this appointment will not result in the Director serving more than three (3) consecutive terms or an equivalent nine (9) years. A Director who has served as a Director for three consecutive terms or an equivalent nine years will be eligible for reappointment after a period of 12 months after the last of those terms.

27.6. The office bearers of the Company shall consist of the President, and Vice-President both of whom shall be appointed by the Board from amongst the six Elected Directors.

27.7. Nominations of candidates for Elected Directors:

27.7.1. shall be pursuant to the By-laws and

27.7.2. shall be delivered to the registered office of the Company, not less than twenty-one (21) days before the date fixed for the holding of the AGM, at which the election is to take place.

27.8. A list of the candidates' names in alphabetical order, the position nominated for, their credentials and the names of the Members who nominated each candidate, must be available on request by a Member, from the registered office and be mailed or emailed to all Members not less than fourteen (14) days before the AGM. Unless otherwise deemed not necessary by the Members at the AGM, a ballot will be conducted for all Board positions.

27.9. If the Full Members fail to elect the required number of Directors then the vacant offices will be casual vacancies.

27.10. The Board may at any time appoint any eligible person to fill a casual vacancy.

- 27.11. A person appointed to the Board in accordance with Clause 27.10 will hold office only until the conclusion of the next AGM and is then eligible for re-election.
- 27.12. The Board must elect a Company Secretary, and such other office bearers as it sees fit.
- 27.13. If the President dies, is removed from office or is deemed to have vacated the office, the Vice-President shall become the President. If there is no Vice-President at the death or removal from office of the President or at the time the President is deemed to have vacated office, the Board shall elect a new President.
- 27.14. The Company in General Meeting may by ordinary resolution (of which special notice has been given) remove any member of the Board from office.
- 27.15. A Director shall be deemed to have vacated their office if the person:
- 27.15.1. ceases to be a Director by virtue of the Act;
 - 27.15.2. becomes bankrupt or insolvent or makes any arrangements with creditors generally;
 - 27.15.3. becomes prohibited from being a Director by reason of any order made under the Act;
 - 27.15.4. becomes a person whose person or estate is liable to be dealt with under any law relating to mental health;
 - 27.15.5. resigns their office by notice in writing to the Board;
 - 27.15.6. is absent without permission of the Board from two consecutive meetings;
 - 27.15.7. ceases to be a Member (if elected by the membership); or
 - 27.15.8. becomes an employee of the Company.

28. Powers and Duties of the Board

- 28.1. Subject to the Act and to any other provisions of the Constitution, the business of the Company is managed by the Board, which may exercise all such powers of the Company as are not, by the Act or the Constitution, required to be exercised by the Company in General Meeting.
- 28.2. The Board may borrow or raise money for the Company and secure the repayment, satisfaction or performance thereof or of any debts, liabilities,

contracts of obligations incurred or undertaken by the Company, in such manner and on such terms in all respects as it thinks fit.

- 28.3. The Board may engage all such officers and employees as it may consider necessary.
- 28.4. The Board must cause minutes to be made:
 - 28.4.1. of all appointments of officers;
 - 28.4.2. of the names of members of the Board present at all meetings of the Board; and
 - 28.4.3. of all proceedings of General Meetings and of meetings of the Board; and
 - 28.4.4. cause those minutes to be entered, within one month after the relevant meeting is held, in the minute book.
- 28.5. The minutes referred to in Clause 28.4 shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 28.6. The Board may, from time to time, by power of attorney, appoint any firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretion not exceeding those vested in or exercisable by the Directors under this Constitution. The Board can appoint for such period and conditions as they may think fit. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may in addition authorise the attorney or attorneys to delegate all or any of the powers, authorities and discretion vested in them.

29. Proceedings of the Board

- 29.1. The Board shall meet on no less than six (6) occasions each year and at other times as the Board deems necessary.
- 29.2. The Board shall meet at such times and places as may be determined necessary from time to time by it and in the absence of any such determination, at such times and places as the Chief Executive Officer, on the instructions of the President, or on the requisition of three (3) members of the Board, shall notify the Directors.

- 29.3. Not less than twenty-one (21) days' notice is to be given to every Director and the Chief Executive Officer of any meeting specifying the time, place and general nature of the business of such meeting, but where the President considers an emergency exists, the President may take such steps as he/she considers necessary to notify members of the Board and the Chief Executive Officer of the proposed meeting, notwithstanding that twenty-one (21) days' notice has not been given.
- 29.4. Every Director at the meeting shall have one vote, but in the event of there being an equality of votes, the Chairperson shall have a casting vote.
- 29.5. Voting shall be by simple resolution of those "in favour" or "against". However, the meeting may declare a poll by secret ballot or via electronic mail ("email") at its discretion.
- 29.6. A Director must disclose the nature and extent of any actual or perceived material conflict on interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):
- 29.6.1. to the other Directors, or
 - 29.6.2. if all of the Directors have the same conflict on interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- 29.7. The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meetings.
- 29.8. Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clause 29.9:
- 29.8.1. be present at the meeting while the matter is being discussed, or
 - 29.8.2. vote on the matter
- 29.9. A Director may still be present and vote if:
- 29.9.1. their interest arises because they are a member of the company, and the other members have the same interest.
 - 29.9.2. their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a director of the company (see clause 39)
 - 29.6.3. their interest relates to a payment by the company under clause 39 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act

- 29.6.4. the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- 29.6.5. the Directors who do not have a material personal interest in the matter pass a resolution that:
 - 29.6.5.1. identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the company, and
 - 29.6.5.2. says that those Directors are satisfied that the interest should not stop the Director from voting or being present.
- 29.10. In the interval between Board meetings, Directors can decide any matters requiring urgent resolution by means resolutions in writing, including electronic communication.
- 29.11. A Director who is not within Australia shall be entitled to receive notice of a meeting of the Board.
- 29.12. A quorum for a meeting of the Board shall be a number of Directors present greater than fifty (50) percent of the current total number of Directors.
- 29.13. The Board may act, notwithstanding any vacancy in its body, but if and so long as its number is reduced below quorum, the Board may act for the purpose of:
 - 29.13.1. dealing with business of an urgent nature; or
 - 29.13.2. summoning a General Meeting of the Company; but for no other purpose.
- 29.14. At every meeting of the Board, the President shall preside as Chairperson unless the President is unwilling to act or is absent, in which case the Vice-President shall preside. If the Vice-President is unwilling to act or is absent then after fifteen (15) minutes have elapsed after the time appointed for the meeting, the Directors present, provided they constitute a quorum, may elect another person as Chairperson of that meeting.
- 29.15. All acts done by any meeting of the Directors or by any person acting as such shall notwithstanding that it be afterwards discovered there was some defect in the appointment of any such Directors or person acting as such or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

- 29.16. The contemporaneous linking together by telephone or other means of instantaneous communication (“telephone”) of a number of Directors, being at least a quorum, whether or not any one or more of them is out of Australia, is to be deemed to constitute a meeting of the Directors and all the provisions of the Constitution as to meetings of the Directors apply to such a meeting if the following conditions are met:
- 29.16.1. all the Directors entitled to notice of a meeting and for this purpose notice of the meeting may be given on the telephone;
 - 29.16.2. all the Directors wanting to take part in the meeting are linked by telephone for the purposes of the meeting; and
 - 29.16.3. at the commencement of the meeting, each Director taking part acknowledges the respective Director’s presence for the purposes of the meeting to all other Directors taking part and acknowledges that the Director is able to hear each of the other Directors taking part.
- 29.17. A Director may not leave a telephone meeting by disconnecting the telephone, without the consent of the Chairperson of the meeting and a Director is to be deemed to be present and form part of the quorum throughout the meeting, unless the Director has obtained the consent of the Chairperson of the meeting to leave the meeting.
- 29.18. A minute of the proceedings at a telephone meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the Chairperson of the meeting.

30. Committees of the Board

- 30.1. The Board may delegate any of its powers to such Committees as it thinks fit from time to time. Any such Committee shall be appointed in accordance to their Terms of Reference. The powers and duties delegated to such a Committee, shall be upon such terms and conditions as the Board may determine, including the fixing of a quorum for a meeting. Operation of Committees shall be established in the By-laws.
- 30.2. Only Directors can be appointed to the Board. The Board may co-op ex-officio members to the Committee.

31. Councils of the Company

31.1. The Board may delegate any of its powers to such Councils as it thinks fit from time to time. A Council is to provide expert opinion in specific areas independent of the Board, without input from Directors. The powers and duties delegated to such a Council shall be upon such terms and conditions as the Board may determine, including the fixing of a quorum for a meeting. Operation of Councils shall be established in the By-laws.

32. Committees of the Company

32.1. The Chief Executive Officer is responsible for forming operational committees of the Company.

32.2. The Board may delegate any of its powers and duties delegated to such a Committee. Procedures for the operation of Committees shall be established in the By-laws.

33. Powers and Duties of the Chief Executive Officer

33.1. The operations, powers and duties of the Chief Executive Officer will be governed by the governance policies and procedures.

34. Accounts

34.1. The Board must cause proper accounts to be kept with respect to:

34.1.1. all sums of money received and expended by the Company and the manner in respect of which the receipt and expenditure takes place;

34.1.2. all sales and purchases of real and personal property by the Company; and

34.1.3. the assets and liabilities of the Company.

34.2. Such accounts shall be kept at the registered office of the Company or at such other place (subject to the Act) as the Board thinks fit, and must always be open to inspection by Directors.

34.3. The Board may from time to time, determine at what times and places and under what conditions and regulations, the accounts and books of the Company or any of them may be open to inspection by a Member who is not a Director.

34.4. The Board shall from time to time, in accordance with the provisions of the Act, cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required.

35. Auditor

35.1. In accordance with the Act, one or more auditors of the Company shall be appointed. At least once each year, the accounts of the Company must be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

36. Common Seal

36.1. The Board may elect to adopt a common seal.

36.2. If the Board does not adopt a common seal, documents must be executed in the name of the Company in the manner provided by the Act.

37. By-Laws

37.1. The Board may make such By-laws as it considers appropriate, necessary and desirable for the proper conduct, control and management of the Company and in particular:

37.1.1. the management and good governance of the affairs of the Company and any Board or Council, or Committee of the Company;

37.1.2. the provision of services to or on behalf of the Company and its Members;

37.1.3. the procedure at meetings of the Company and its Boards and Committees;

37.1.4. the admission of persons to and their rights consequent upon membership of the Company;

37.1.5. the granting of awards or conferring of any other benefit or recognition by the Company;

37.1.6. the formation of any committees including the composition, Terms of Reference and other relevant matters;

37.1.7. the disciplining of Members and any attendant appeal procedure; and

37.1.8. generally, all such other matters as provided for under this Constitution or as are commonly the subject matter of regulations for the proper

conduct of Company's, societies, companies and like bodies similar to the Company and are not expressly dealt with in this Constitution.

37.2. A By-law must:

37.2.1. be subject to the Constitution;

37.2.2. be consistent with any provision contained in the Constitution; and

37.2.3. when in force, be binding on all Members and shall have the same effect as this Constitution.

38. Notices

38.1. A notice may be given by the Company to any Member either personally, by sending it by post to them at their registered address or emailing it to their nominated email address as it appears on the Register of Members. Where a notice is sent by post service, the notice shall be deemed to be effective by properly addressing, pre-paying and posting a letter containing the notice and to have been effective in the case of a notice of a General Meeting on the day after its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

38.2. Notice of every General Meeting must be given in any authorised manner to every member and to the Auditor and the Chief Executive Officer for the time being of the Company.

38.3. No other person shall be entitled to receive notice of a General Meeting.

39. Indemnity and Insurance

39.1. This Clause 39 applies:

39.1.1. to each person who is or has been a Director, or Chief Executive Officer of the Company;

39.1.2. to such other officers or former officers of the Company or of any related bodies corporate as the Directors in each case determine; and

39.1.3. if the Directors so determine, to any Auditor or former Auditor of the Company.

39.2. The Company must indemnify, on a full indemnity basis and to the full extent permitted by law, each person to whom this Clause 39 applies for all losses or liabilities incurred by the person as an officer or Auditor of the Company. This

includes, but is not limited to, a liability for negligence or for reasonable costs and expenses incurred:

39.2.1.in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

39.2.2.in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Act.

39.3. Extent of Indemnity:

39.3.1.is a continuing obligation and is enforceable by a person to whom Clause 39.2 applies even though that person may have ceased to be an officer or Auditor of the Company; and

39.4. The Company may, to the extent permitted by law:

39.4.1.purchase and maintain insurance; or

39.4.2.pay or agree to pay a premium for insurance;

for any person to who this Clause 39.4 applies against any liability incurred by the person as an officer or Auditor of the Company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

39.5. Nothing in Clauses 39.2 or 39.4:

39.5.1.affects any other right or remedy that a person to whom those clauses apply may have in respect of any loss or liability referred to in those clauses; or

39.5.2.limits the capacity of the Company to indemnify or provide or pay for insurance, for any person to whom those paragraphs do not apply.

40. Inspection of Records

40.1. A Member who is not a Director, does not have any right to inspect any documents of the Company, except as authorised by the Board or as specified in the Act.

41. Alterations to the Constitution

41.1. Subject to the Act, this Constitution may be amended, repealed or added to by a special resolution carried at a General Meeting.